

**Woman's Life**<sup>®</sup>  
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2012  
Laws  
and  
Articles of  
Incorporation

Woman's Life Insurance Society<sup>®</sup> A Fraternal Benefit Society  
1338 Military Street PO Box 5020 Port Huron, Michigan 48061-5020  
800.521.9292 810.985.5191 [www.womanslife.org](http://www.womanslife.org)

# **ARTICLES OF INCORPORATION OF THE WOMAN'S LIFE INSURANCE SOCIETY**

## **ARTICLE I**

The name of this corporation is "Woman's Life Insurance Society."

## **ARTICLE II**

This corporation is a fraternal benefit society formed and carried on for the sole benefit of its members and juniors and their beneficiaries, and not for profit. It has a lodge system with ritualistic form of work and a representative form of government.

## **ARTICLE III**

The principal office of this corporation shall be located in the City of Port Huron, in the County of St. Clair, State of Michigan.

## **ARTICLE IV**

The objects of this Society are:

(1) To promote the general welfare of society by uniting, fraternally, persons of good character who are morally and socially acceptable, mentally and physically qualified, and who are not proscribed by its laws;

(2) To strive to generate on the part of its members a pride of country and of the Society and a common concern for the needs of others;

(3) To meet the fraternal, social, recreational and cultural needs of its members and juniors by giving moral and material aid to and relieving the distress of its members, those dependent upon them and of its juniors;

(4) To provide death benefit protection to its members and juniors and, to the extent permitted by the laws of the State of Michigan, to meet the insurance needs of its members, juniors and their families;

(5) To strive aggressively for the improvement of its fraternal and insurance services and products for the benefit of present and future members, juniors and their families;

(6) To provide its services and products at the lowest possible cost through highly trained and qualified representatives; and

(7) To assure the greatest possible value to its certificateholders through excellence in investment and management practices.

All or any of the foregoing objects, in whole or in part, may be carried out when and as from time to time provided for in, and in the manner prescribed by, the laws, rules and regulations of this Society

## **ARTICLE V**

This Society shall be composed of a board of directors and of such subordinate branches or bodies by whatsoever name designated, as may be provided for in its laws, rules and regulations. It shall have power, as hereinafter provided, to enact its own laws, rules and regulations, and, from time to time, to institute, consolidate, reorganize and dissolve such subordinate branches or bodies as may be deemed advisable to promote and facilitate the business of this Society, in manner as provided for in its laws, rules and regulations.

## **ARTICLE VI**

The board of directors is the supreme legislative and governing body of this Society under the laws of the State of Michigan. The powers, authority, and time and place of meetings of the board of directors and the number, qualification, method of election, appointment, and term of its members shall be in accordance with the laws of the Society.

The board of directors shall have the power to enact laws, rules and regulations for the government and control of this Society, and of all rights, duties and obligations of its members or juniors, or both and to amend or repeal the same, and this power shall be a continuing one.

## **ARTICLE VII**

The Society shall have such fund or funds as may be prescribed by the board of directors.

Such fund or funds shall be maintained, invested, disbursed and applied for the use and benefit of this Society, and in accordance with its laws, rules and regulations.

## **ARTICLE VIII**

These articles of incorporation may be amended or repealed, in whole or in part, by the board of directors upon an affirmative vote of two-thirds of the directors then in office, but only if notice of the proposed change is given prior to the meeting at which such action is taken.

## **ARTICLE IX**

The corporate existence of this corporation shall be in perpetuity from date of the adoption of these revised and amended articles of incorporation.

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**LAWS  
OF THE  
WOMAN'S LIFE INSURANCE SOCIETY**

**CHAPTER I**

**The Society, Name, Definition, Principal Office, Objects, Funds, Official Organ, Indemnification**

**SEC. 1. NAME, DEFINITION, PRINCIPAL OFFICE.** – This body, known as the “Woman’s Life Insurance Society” (hereafter referred to as the “Society”), is a fraternal benefit society, organized and incorporated under the laws of the State of Michigan, formed and carried on for the sole benefit of its members and juniors and their beneficiaries, and not for profit, having a lodge system with a ritualistic form of work, and a representative form of government. Its principal office shall be located in the City of Port Huron, in the County of St. Clair, State of Michigan.

**SEC. 2. OBJECTS OF THE SOCIETY.** – The objects of this Society are, among others:

(1) To promote the general welfare of society by uniting, fraternally, persons of good character who are morally and socially acceptable, mentally and physically qualified, and who are not proscribed by its laws;

(2) To strive to generate on the part of its members a pride of country and of the Society and a common concern for the needs of others;

(3) To meet the fraternal, social, recreational and cultural needs of its members and juniors by giving moral and material aid to and relieving the distress of its members, those dependent upon them and of its juniors;

(4) To provide death benefit protection to its members and juniors and, to the extent permitted by the laws of the State of Michigan, to meet the insurance needs of its members, juniors and their families;

(5) To strive aggressively for the improvement of its fraternal and insurance services and products for the benefit of present and future members, juniors and their families;

(6) To provide its services and products at the lowest possible cost through highly trained and qualified representatives; and

(7) To assure the greatest possible value to its certificateholders through excellence in investment and management practices.

**SEC. 3. FUNDS.** – The Society shall have a Fraternal Fund and such other fund or funds as may be prescribed by the board of directors.

The board of directors shall make allocations to the Fraternal Fund in such amounts that the board of directors may from time to time deem needed for the specified furtherance of fraternal, charitable, benevolent, patriotic and philanthropic activities of the Society.

The Society shall hold all of its assets for the benefit of its members and juniors. No person or entity shall have or acquire any divisible right to demand surrender or apportionment thereof except as provided in these laws.

**SEC. 4. OFFICIAL ORGAN AND OTHER MEDIUMS OF NOTICE.** – An official organ, of which the national president shall act as editor and manager with power to appoint an associate editor thereof, shall be published as designated by the board of directors and shall be the medium for promulgating official notices. Any general notice, required by these laws, the laws of any state or province or the usages of the Society to be given to the membership, may be printed in such official organ and, upon mailing the same in a post office or letter box, properly addressed to the member at the last known address shown on the Society’s records, with postage prepaid, shall constitute legal and sufficient notice of any such general notice. If the records of the Society show that two or more members have the same mailing address, mailing of the official organ to one such member shall be considered mailing to all members residing at the same address unless such member requests a separate copy.

However, the board of directors may designate any other publication of the Society as a medium for promulgating official notices except notices to be given to individual members of the membership in general.

**SEC. 5. INDEMNIFICATION.** – A person who was or is a party to or is threatened with any civil, criminal or administrative action, suit or proceeding by reason of the fact that he or she is or was a national officer, trustee, director or employee of the Society shall be indemnified against all expenses, including attorney’s fees, amounts paid on account of judgments, settlements, compromises, fines or penalties resulting from any civil, criminal or administrative suit or proceedings, if such officer, trustee, director or employee acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Society or its members.

Indemnification shall not be available in any proceeding brought by the Society against any such officer, trustee, director or employee. The right of indemnification shall be abrogated if such officer, trustee, director or employee is found to be guilty of gross negligence or, in case of criminal proceedings, such person is found to have had reasonable cause to believe that his conduct was unlawful. Such right of indemnification shall not be deemed exclusive of any other right to which such officers, trustees, directors or employees may be entitled.

The Society shall have power to purchase and maintain liability insurance on behalf of any person who is serving in any capacity mentioned above whether or not the Society would have the power to indemnify such person as herein provided.

## **CHAPTER II**

### **Board of Directors**

**SEC. 6. SUPREME GOVERNING BODY.** – The board of directors is the supreme legislative and governing body of the Society. Its membership shall be composed of the national president and the remainder shall be directors elected as provided in these laws. Any reference in these laws to “the board” shall mean the board of directors.

**SEC. 7. POWERS AND DUTIES.** – The board of directors shall set the policy and strategy of the Society and exercise oversight over the general direction and management of the Society and shall have all necessary and incidental powers to carry out its duties as well as such other powers and duties that may be placed upon it under the laws of the State of Michigan or the laws of the Society. The board of directors shall have the power to regulate and control all of the funds of the Society, and of the subordinate branches or bodies thereof; to fix and determine the premiums, assessments or contributions to be paid by the members, or by, for, or in behalf of, the juniors, or both, to said several funds, and the time for payment thereof, and to change the same from time to time, both as to amount and time of payment; to make provision for the support of the Society; to provide for the redress of grievances; and to do all lawful acts necessary or helpful to accomplish the objects for which the Society is formed.

**SEC. 8. NUMBER AND COMPOSITION.** – The board of directors shall consist of not less than 7 and no more than 11 directors, as set by the board of directors. One of the directors shall be the national president who shall be a member of the board of directors by virtue of that office. The remainder of the members of the board of directors shall be directors who are elected as provided in these laws and shall constitute not less than two-thirds of the members of the board of directors. The board shall elect a chair of the board from amongst its members for a term of up to two years. The chair of the board shall preside over all meetings of the board of directors and perform other duties as may be assigned by the board from time to time. If the chair of the board is unavailable, the board shall appoint an interim chair to perform the duties of the chair of the board during such period of unavailability. The board of directors shall appoint a person to act as secretary of all meetings of the board of directors, but such person shall not become a member of the board of directors by virtue of being designated secretary of the board.

**SEC. 9. RULES AND REGULATIONS.** – The board of directors may adopt such rules and regulations for the election and removal of its members, conduct of its meetings and for the management of its affairs and the affairs of the Society, which are not inconsistent with applicable law and the laws of the Society, as it may deem proper.

**SEC. 10. REGULAR MEETINGS.** – The board of directors shall hold regular meetings at least quarterly. The time of regular meetings will be determined by the national president.

**SEC. 11. SPECIAL MEETINGS.** – Special meetings of the board of directors shall be held whenever called by the chair of the board, the national president or by written request to the national secretary by at least three elected directors.

**SEC. 12. PLACE OF MEETINGS.** – All regular and special meetings of the board of directors shall be held at the Home Office of the Society unless some other place is designated by the national president.

**SEC. 13. MEETING MODE.** – Regular meetings shall be held in person. Special meetings may be conducted by any means of communication where all persons participating are able to simultaneously hear each other and such participation shall constitute attendance and presence in person at the special meeting of the person or persons so participating.

**SEC. 14. NOTICE OF MEETINGS.** – The national president, chair of the board, or the national secretary shall notify directors of the time and place of regular and special meetings of the board of directors. Notice for a regular meeting of the board will be provided at least ten calendar days before the regular meeting. Notice for a special meeting of the board will be provided at least five calendar days before the special meeting. Notice of a meeting must be in writing and may be given by mail or other delivery service or by facsimile or electronically. Notice is effective the earliest of: (1) when actually received by the director, (2) five days after the notice is deposited in the U.S. mail addressed to the director and postage paid, or (3) on the date shown on the return receipt if the notice is sent by registered or certified mail, return receipt requested and the receipt is signed by or on behalf of the director. Electronic notice shall be considered written notice. A director may waive notice of a meeting. Attendance of a director at a meeting will constitute a waiver of lack of notice unless the director objects to lack of notice at the beginning of the meeting before any other business is transacted.

**SEC. 15. QUORUM.** – A majority of the directors shall constitute a quorum for the transaction of the Society's affairs and business. If a quorum is not present at a meeting, the directors present may adjourn from time to time, without notice, until a quorum is present.

**SEC. 16. VOTING.** – Unless otherwise provided in the articles of incorporation or these laws, any action of the board of directors may be taken by an affirmative vote of a majority of directors present at a meeting in which a quorum is present.

**SEC. 17. UNANIMOUS CONSENT WITHOUT A MEETING.** – Any action required or permitted to be taken at a meeting may be taken without a meeting if consent to such action is given, in writing, signed by all the directors entitled to vote on such action.

**SEC. 18. QUALIFICATIONS OF DIRECTORS.** – Directors must be benefit members of the Society. The board of directors shall determine other eligibility requirements that are reflective of the Society and the complexity and importance of its business affairs. The following are not eligible to be an elected director:

- (1) An employee or officer of the Society;
- (2) A sales agent, producer or field representative or former sales agent, producer or field representative of the Society;
- (3) An employee, officer, director, or current or former sales agent, producer or field representative, of any entity that sells or issues life insurance or annuities;
- (4) An officer or director of a subordinate branch of another fraternal benefit society; or
- (5) A person who is a parent, spouse, child or sibling of any current member of the board of directors or any of the prohibited categories specified in (1) through (4) above.

If an elected director becomes ineligible under this section during the time that such person is serving a term as a director, upon becoming ineligible, the director shall be deemed to have resigned from the board of directors. All actions of the board in which the ineligible director participated prior to the national president and chair of the board being notified of such ineligibility shall be valid.

**SEC. 19. NOMINATION OF DIRECTORS.** – Prior to nomination for election of new elected directors, the board of directors shall set the size of the incoming board. Candidates may be nominated and placed on the ballot only as provided in this section.

The governance committee shall prepare a slate of candidates who it has determined meets the qualification requirements set forth in these laws and the rules and regulations of the board of directors to serve as elected directors and shall report the slate of candidates to stand for election as elected directors to the board of directors. Each person named on the reported slate of candidates shall appear on the ballot for the position of elected director.

Seventy-five or more benefit members may also nominate candidates to serve as elected directors. Nominations from benefit members must be in writing on a nomination form prepared by the national secretary and approved by the board of directors for the upcoming election. The completed nomination form must be received by the national secretary from the benefit members no less than thirty days prior to the final date set by the board of directors for mailing the ballots to the benefit membership. A nomination form submitted by the benefit membership must include all information requested in the nomination form as well as the written acceptance of the nominee. All valid nominations from the benefit membership will be referred to the governance committee. The governance committee shall determine whether each validly nominated candidate meets the qualification requirements set forth in these laws and the rules and regulations of the board of directors and shall report to the board. If the governance committee determines, in its sole judgment, that a validly nominated candidate is qualified, such person's name shall appear on the ballot for the position of elected director. If the governance committee determines, in its sole judgment, that a nominee is not qualified, such person's name shall not appear on the ballot for the position of elected director.

**SEC. 20. ELECTION OF DIRECTORS.** – All persons whose name appears on the ballot as a candidate for the position of elected director in conformance with the previous section shall be placed before the benefit membership for a vote. The board shall instruct the national secretary to prepare the ballot along with notice of election, which shall include the time and procedures for election. Election shall be by mail ballot or any other method or procedure authorized by the board of directors and not prohibited by applicable law. Only persons who were benefit members of the Society as of the final day for submitting nominations shall be eligible to vote. Each benefit member shall have one vote for each director position and directors shall be elected by a plurality of votes cast by the benefit members. Cumulative voting or voting by proxy is not permitted. Only ballots received by the national secretary within 30 days after the final day for mailing of ballots by the national secretary to the benefit membership shall be counted in such election. The tabulation of the ballots and declaration of the results shall be under the supervision of the governance committee. The terms of newly elected directors shall begin upon declaration of the election results.

**SEC. 21. TERM.** – Each elected director shall be elected to a term of not more than four years. Directors shall hold office for the term for which they were elected, unless a director's death, resignation or removal occurs during the term, or the term of a successor begins before the end of the term. The terms of elected directors shall be staggered so that the number of elected directors whose terms expire at the same time will never be more than fifty percent of the number of elected directors.

**SEC. 22. CONFLICT OF INTEREST.** – It is the policy of the Society to identify and manage conflicts of interest on the part of its directors, officers, employees and agents that might impair their independence of judgment or influence their decisions or actions with respect to the Society's business. The board of directors shall by resolution adopt rules for the required disclosure and evaluation of conflicts of interest by directors, officers and such other persons as the board may determine. If a conflict is determined to exist for a director, officer, or other person under the rules and regulations established by the board of directors, with respect to a decision under consideration by the board or a committee of the board, such director, officer or other person shall not have a vote on the decision under consideration or use personal influence to affect the decision. Any director or committee member disclosing a conflict may be counted in determining the presence of a quorum. Failure of an elected director to disclose a conflict of interest or a failure to remove a conflict that is determined by the board of directors to be unacceptable shall be considered cause for removal under these laws.

**SEC. 23. TENURE.** – No elected director shall serve more than four 4-year terms in addition to any partial term to which such director was appointed or elected. Previous service on the Society's board of trustees shall not be considered in calculating the number of terms served. No person shall be eligible for election or appointment to the board of directors if such person will have attained the age of 72 on the final day for mailing ballots by the national secretary to the benefit membership or at the time of appointment.

**SEC. 24. RESIGNATION.** – An elected director can resign by giving written notice to the national president. The resignation shall become effective on the date specified in the notice. If no effective date is specified in the notice, the resignation will take effect on the date it is received by the national president.

**SEC. 25. REMOVAL.** – An elected director may be removed for cause by an affirmative vote of two-thirds of the elected directors of the board, excluding the director whose status is at issue, present at a special meeting called for such purpose or at a regular meeting if prior notice of the proposed removal is given to each director. A determination of cause shall be made in the reasonable discretion of the board of directors.

**SEC. 26. VACANCY.** – Any vacancy during an unexpired term of an elected director shall be filled, for the remaining portion of such unexpired term, as soon as possible, by an affirmative vote of the majority of the remaining elected directors present at a special meeting called for such purpose or at regular meeting if prior notice of the proposed appointment is given to each director. Any person filling such vacancy shall meet the qualification criteria specified in these laws and the rules and regulations of the board of directors. The individual appointed to fill the unexpired term shall be considered an elected director.

**SEC. 27. DIRECTOR COMPENSATION.** – The board of directors shall establish reasonable compensation for their services as directors. The board of directors shall develop a compensation philosophy commensurate with market and industry standards that gives recognition to the commitment required by directors and the need to attract and retain qualified candidates.

**SEC. 28. COMMITTEES.** – The board of directors shall designate an audit committee and governance committee and such other committees as adopted by the board.

**SEC. 29. AUDIT COMMITTEE.** – The audit committee shall be made up of no less than three elected directors. All members of the audit committee must be elected directors. The audit committee shall oversee the accounting and financial reporting processes and audits of the financial statements of the Society. The audit committee shall be directly responsible for the appointment, compensation, and oversight of the work of any accountant, including resolution of disagreements between management and the accountant regarding financial reporting, for the purpose of preparing or issuing the audited financial report or related work pursuant to applicable law. The audit committee shall perform such other duties as assigned by the board of directors from time to time.

**SEC. 30. GOVERNANCE COMMITTEE.** – Except as otherwise provided herein, the governance committee shall be made up of the chair of the board and no less than three elected directors. The governance committee shall be responsible for oversight and review of the performance of the board of directors, individual directors, and officers appointed by the board. The governance committee shall periodically review the articles of incorporation and laws of the Society and make recommendations to the board. The governance committee shall perform other duties as provided in these laws regarding the nomination, election and appointment of candidates to serve as elected directors, provided, however, that for the purpose of performance of such duties the governance committee shall consist of those elected directors whose term will not expire with the current election. The governance committee shall perform other duties as assigned by the board of directors from time to time.

**SEC. 31. EXECUTIVE OFFICERS.** – The executive officers of the Society shall consist of the national president, a national treasurer, a national secretary, and such other executive officers as recommended by the national president and approved by the board of directors. Except for the office of national president, any executive officer position may be combined with another executive officer position or with any other title or position with the Society. The national president shall be appointed by the board of directors. The other executive officers shall be appointed by the national president and approved by the board of directors. All executive officers shall be benefit members of the Society.

**SEC. 32. NATIONAL PRESIDENT.** – The principal executive officer of the Society shall be the national president. The national president shall have general supervision and direction of the day to day business affairs of the Society as well as any other duties as the board may direct. The national president shall exercise such powers and perform such duties as are customarily exercised and performed by the chief executive officer of a corporation and not specifically designated in these laws to be exercised or performed by any other person or entity. The national president, in the interval between meetings of the board of directors, shall have the authority to transfer any member or members of a local unit to any other local unit if, in the judgment of the national president, such transfer is advisable; provided, however, that any member thus transferred may appeal to the board of directors for a review of the facts of the case and the board shall have the power to take any remedial action it deems proper. The national president shall have the authority to appoint such other employees and agents of the Society as the national president shall deem necessary and to delegate authority to them. The national president shall have the authority to sign, execute and acknowledge, on behalf of the Society, all certificates and policies issued or assumed by the Society, deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents, or instruments necessary or proper to be executed in the normal course of the Society's business or which may be authorized by these laws or resolution of the board of directors. Except as otherwise provided by law or the board of directors, the national president may authorize the national secretary, national treasurer or other executive officer to sign, execute and acknowledge such document or instruments in the national president's place and stead. The national president shall perform other duties as assigned by the board of directors from time to time.

**SEC. 33. NATIONAL SECRETARY.** – The national secretary shall have custody of the corporate seal and when so affixed, the seal may be attested to by the signature of such officer, provided, however, that the board of directors may give general authority to any other officer to affix the seal of the Society and to attest the affixing by signature. The national secretary shall have the authority to sign and acknowledge, on behalf of the Society, all certificates and policies issued or assumed by the Society. The national secretary shall have custody of the corporate records and files of the Society. The national secretary shall perform such duties customarily performed by secretaries of corporations not in conflict with these laws, as well as other duties assigned by the national president or the board of directors, from time to time.

**SEC. 34. NATIONAL TREASURER.** – The national treasurer shall be the chief financial officer of the Society and shall have charge and custody and be responsible for all Society funds and securities. The national treasurer shall receive and give receipts for all moneys due and payable to the Society. Such moneys shall be deposited in the Society's name in such banks, trust companies and depositories as the board of directors may designate. Funds of the Society may only be withdrawn from such depositories by check, draft or order signed or authorized by such officers or employees of the Society as authorized by the board of directors. The national treasurer shall keep full and accurate records of all receipts, deposits, and any other transactions related to the Society in books belonging to the Society. The national treasurer shall perform such duties customarily performed by treasurers of corporations not in conflict with these laws as well as other duties assigned by the national president or the board of directors from time to time.

**SEC. 35. REMOVAL OF EXECUTIVE OFFICERS.** – The board of directors may remove the national president with or without cause by an affirmative vote of a majority of the elected directors present at a meeting called for that purpose. Other officers may be removed with or without cause by the national president.

**SEC. 36. REASONABLE COMPENSATION.** – The board of directors shall determine the reasonable compensation of the national president. Reasonable compensation of all executive officers other than the national president shall be recommended by the national president and approved by the board of directors. In determining reasonable compensation of all executive officers, the board of directors or a committee delegated authority for officer compensation shall take into account, among others, the services rendered by the officer, the performance of the officer, the performance of the Society, market and industry standards, and compensation paid to officers of similarly situated organizations.

## CHAPTER III

### Local Units, Junior Clubs, Definition

**SEC. 37.** SUBORDINATE BRANCHES AND DEFINITION OF LOCAL UNIT. – The board of directors may authorize the institution of subordinate branches or bodies and auxiliary bodies of such subordinate branches or bodies for any purpose intended to promote the work of the Society; designate the name and title by which such subordinate branches or bodies shall be known; adopt, repeal and change from time to time, rules and regulations providing for the organization, management and dissolution thereof; and provide for the ritualistic work thereof. Such subordinate branches or bodies and members and juniors thereof shall conform to, and be governed by such rules and regulations. The board of directors shall exercise original jurisdiction over such subordinate branches or bodies.

A local unit, as named and designated by the board of directors, is a subordinate branch or body of the Society, which has been duly organized and chartered as such in the manner prescribed by the laws, rules, regulations and rituals of the Society. No member of a local unit may, at one and the same time, hold membership in another local unit.

**SEC. 38.** DEFINITION OF A JUNIOR CLUB. – A junior club is a subordinate branch or body of the Society, duly organized for children under the minimum age for benefit membership and chartered as such in the manner prescribed by the rules and regulations adopted by the board of directors. The organization and administration of junior clubs shall be in conformance with the rules and regulations adopted by the board of directors. Juniors shall not be required to join junior clubs. No member of a junior club shall have a voice in the management of the Society.

**SEC. 39.** INCORPORATION PROHIBITED. – No subordinate branch or body shall incorporate under the laws of any state or province.

## CHAPTER IV

### Members and Juniors, Classification, Qualifications, Admission, Transfer to Benefit Membership, Membership Dues

**SEC. 40.** CLASSIFICATION OF MEMBERS, LAWS BINDING, DUES, PREMIUMS, ASSESSMENTS AND CONTRIBUTIONS, REPRIMAND – The members of this Society shall be known as benefit members, social members and associate members.

Every member, junior and person or entity deriving benefits or other legal rights from any member or junior or contract on the life of a member or junior shall be bound by the laws of the Society, as herein enacted, and by all amendments, modifications and additions thereto, which may be hereafter made.

The board of directors shall have the authority to fix the amount of membership dues required of benefit and social members and Society juniors and to determine the method of distribution of all membership dues and dues of Society juniors to be in the best interest of furthering the Society's fraternal, charitable and benevolent purposes. The board of directors may reprimand a member or deprive a member for any period designated by it of all fraternal and social privileges of the Society and every local unit thereof, if such member has been guilty of failure to obey the laws, rules, regulations and rituals of the Society or of acting in a manner apt to bring disrepute upon the Society.

**SEC. 41.** BENEFIT MEMBERS, QUALIFICATIONS AND RIGHTS – Persons, who are not less than fifteen years of age and who are of good moral character, physically and mentally qualified, and who support the general objects of the Society and who are not proscribed by the laws, rules or regulations of the Society, are eligible to benefit membership.

A person upon whose life insurance protection is in force under a certificate issued or assumed by the Society or who is the annuitant under a certificate issued or assumed by the Society or who is insured under a certificate issued or assumed by the Society that is other than life insurance shall be a benefit member if such person pays all required membership dues. A benefit member shall be entitled to all the rights and privileges of the Society.

**SEC. 42. SOCIAL MEMBERS, QUALIFICATIONS AND RIGHTS.** – Persons, who are not less than fifteen years of age and who are of good moral character, mentally qualified, and who support the general objects of the Society and who are not proscribed by the laws, rules or regulations of the Society, are eligible to social membership.

A social member shall be entitled to all of the fraternal and social privileges of the Society. Such member shall have no voice or vote in the management of the insurance affairs of the Society.

**SEC. 43. ASSOCIATE MEMBERS DEFINED, RIGHTS OF, HOW TO BECOME BENEFIT MEMBERS.** – A member, upon whose life only paid-up protection is in force, while not paying all required membership dues, shall be known as an associate member. Such member shall have only the right to the insurance benefits, provided by such paid-up protection and shall not be eligible to hold office in or participate in the deliberations and the conduct of business at a local unit meeting.

An associate member may become a benefit member by paying all required membership dues for twelve months in advance.

**SEC. 44. JUNIORS, HOW WRITTEN, DEFINED.** – Any person may make application for junior protection on the life of any child under fifteen years of age or under the minimum age (if greater) for benefit membership specified by the applicable state or provincial law, with the consent of a parent or person responsible for the support and maintenance of such child.

If such application is approved by the Society, a certificate for junior protection shall be issued and such child shall become a junior of the Society and, until transfer to benefit membership, shall remain a junior as long as premiums for such protection and, effective October 1, 1982, any required dues are being paid. The board of directors shall establish the dues requirements for juniors which shall not exceed the amount of membership dues required of benefit and social members. A junior shall be entitled to participate in all junior activities. A junior may also attend business meetings of a local unit but shall not be entitled to vote.

**SEC. 45. ASSOCIATE JUNIOR DEFINED, RIGHTS OF.** – A person under the minimum age for benefit membership, upon whose life only paid-up protection is in force, while not paying all required membership dues, shall be known as an associate junior. Such associate junior shall have only the right to the insurance benefits provided by such paid-up protection (subject to the control provisions of the contract), and shall not be eligible to participate in junior activities. An associate junior may become a junior by paying all required membership dues for twelve months in advance.

Upon the first day of the month during which the associate junior would have qualified for transfer to benefit membership had the associate junior been paying required dues, such associate junior shall automatically become an associate member as specified in section 43 of these laws.

**SEC. 46. ADMISSION OF MEMBERS.** – Applicants for benefit or social membership through local units may be admitted to such membership in accordance with the provisions of these laws, together with the rules and regulations adopted by the board of directors.

**SEC. 47. TRANSFER OF JUNIOR TO BENEFIT MEMBERSHIP.** – A junior who has been paying all required dues, upon the first day of the month next following the month during which the junior reaches the minimum age for benefit membership, shall automatically become a benefit member of such junior's local unit and, beginning with such month, shall pay thereafter all membership dues required to be paid by a benefit member.

An associate junior, upon reaching the minimum age for benefit membership, may become a benefit member by paying all required membership dues for twelve months in advance.

Any junior who has not already been transferred to benefit membership, upon the first day of the month next following such junior's eighteenth birthday, shall automatically become a benefit member of such junior's local unit and, beginning with such month, shall pay thereafter all membership dues required to be paid by a benefit member.

If membership in a local unit other than the junior's local unit is desired, the usual procedure for admission of benefit members (except the submission of evidence of insurability) shall be required.

**SEC. 48. MEMBERSHIP DUES.** – Every benefit member shall pay all required membership dues at the same time as premiums are paid. The provisions of these laws applicable to the time of payment of premiums, to suspension for failure to pay same an effect thereof, and, unless otherwise provided for in these laws, to reinstatement following such suspension, shall be applicable to the payment of all required membership dues. In no event shall a benefit member be permitted to pay premiums, while under suspension for failure to pay membership dues and any such attempted payment shall be ineffective and void. The foregoing provisions shall also apply to the dues payable by the juniors of the Society, except as may be modified by the rules and regulations adopted by the board of directors.

## **CHAPTER V**

### **Notices, How Given**

**SEC. 49. PERSONAL SERVICE, SERVICE BY MAIL.** – All notices, ballots or papers required to be given members, juniors, beneficiaries, claimants, or local units, except notices permitted by these laws to be published in the official organ, shall be served by delivering such notices, ballots or papers to the person or such local unit on which service must be made, or by depositing the notices, ballots or papers in a post office properly directed to such person at the last known address of such person, as shown on the records of the Society, or to such local unit with the postage prepaid.

Notices permitted by these laws to be published in the official organ may be served by such publication or by serving such notice in the manner herein provided for notices not permitted to be served by publication in the official organ, any of which shall constitute legal and sufficient service of such notice on such person or local unit.

**SEC. 50. SERVICE ON LOCAL UNIT.** – A notice to a local unit by delivery or mailing shall be served upon the president (or in the absence of the president, the vice-president), the recording secretary, or the treasurer thereof, any of which services shall constitute legal and sufficient service on such local unit.

**SEC. 51. DATE OF NOTICE, PROOF OF SERVICE.** – The date of mailing such notice shall be taken to be the date of the giving of the notice. The affidavit of the person who has delivered or mailed the notice shall be conclusive evidence of the service thereof.

## **CHAPTER VI**

### **Amendments to the Laws**

**SEC. 52. LAWS, HOW AMENDED.** – The laws of the Society may be amended by the board of directors upon an affirmative vote of two-thirds of the directors then in office, but only if notice of the proposed change is given prior to the meeting at which such action is taken.

All amendments shall take effect upon adoption, unless another time is specified, and approval by the Michigan Office of Financial and Insurance Regulation or its successor government agency.

## **CHAPTER VII**

### **Certificate Provisions**

**SEC. 53. CERTIFICATE FORMS AND PREMIUMS** – The board of directors shall adopt the forms, and authorize the issuance, of benefit certificates and riders providing for such benefits, privileges, nonforfeiture and other values, options and premiums as the board may deem advisable and as permitted by applicable law.

**SEC. 54. PROVISIONS APPLICABLE TO ALL CERTIFICATES, EXCEPTIONS.** – The provisions contained in this chapter, being sections 53 through 82, are hereby incorporated in all certificates, except as may be otherwise stated in this chapter. For certificates in force September 1, 1982, or duly reinstated thereafter, whenever any such provision conflicts with a similar provision specifically contained in any such certificate, the provision most favorable to the insured shall apply; and, for any other certificate, the provision in the certificate shall apply.

The word “premium” means rate required to be paid periodically under a certificate.

**SEC. 55. THE ENTIRE CONTRACT.** – The following shall constitute the entire contract as of the date of issuance thereof:

- (1) The certificate and all endorsements and riders attached thereto;
- (2) The articles of incorporation and laws of the Society;
- (3) The application for the certificate; and
- (4) All subsequent amendments to each of the foregoing.

**SEC. 56. CONTROL OF CONTRACT.** – Except in the case of junior certificates issued on the lives of insureds who are less than the minimum age for membership, the member or the member's assignee, if any shall control the contract in all respects and shall have the sole power to exercise all rights, privileges and options thereof.

In the case of all junior certificates, the provisions of the certificate relative to control shall apply.

**SEC. 57. INCONTESTABILITY** – Unless otherwise specifically provided in the certificate or by the state or provincial laws governing and controlling, the certificate shall be incontestable, except for nonpayment of premiums and all required membership dues, after it has been in force during the lifetime of the insured for two years from its issue date. As to statements made in any application for reinstatement, such incontestability provision shall begin again on the reinstatement date.

**SEC. 58. PAYMENT OF BENEFITS.** – All insurance benefits are payable at the Society's principal office upon receipt of due proof that the benefit is due and in the funds of the country in which the certificate was originally delivered, unless otherwise provided for by written consent of the Society.

Except when prohibited by state or provincial law, if no claim is received by the Society from one qualified to submit a claim within eighteen months from the date it is established from the records of the Society that monies became due and payable, or if the proper claimant cannot be located within said period of time, the benefits provided in the insured's certificate or certificates shall be paid into the Fraternal Fund.

**SEC. 59. PARTICIPATION.** – The board of directors shall have power to grant such refunds or dividends at such time, in such equitable manner and in connection with such certificates as it may deem advisable.

**SEC. 60. PREMIUMS, MEMBERSHIP DUES AND JUNIOR DUES, WHEN DUE, WHERE PAYABLE.** – Unless otherwise specified in the certificate, payments for premiums, membership dues and junior dues are due on the first day of the month of the premium paying period. Payments shall be at the rates and in the frequency modes stated in the certificate, unless otherwise provided for in these laws.

All remittances shall be made to the Society's principal office or as directed in the premium notice.

**SEC. 61. GRACE PERIOD.** – Unless otherwise specifically provided in the certificate, a grace period of thirty-one days will be allowed for the payment of premiums and all required membership dues. During such grace period, the certificate will remain in force. If the premium and all required membership dues are not paid by the end of the grace period, the certificate will terminate subject to the nonforfeiture values and privileges described therein and in sections 63, 64 and 65 of these laws.

**SEC. 62. REINSTATEMENT.** – Unless otherwise specifically provided in the certificate, a certificate may be reinstated within five years after due date of the first unpaid premium and all required membership dues if:

- (1) The cash value has not been paid;
- (2) Evidence of insurability satisfactory to the Society is furnished if the certificate is being reinstated more than two months after such due date;
- (3) All past due premiums and all required membership dues are paid together with interest at 5% yearly; and

(4) Any indebtedness on the certificate is paid or reinstated with interest to date of reinstatement.

**SEC. 63. AUTOMATIC PREMIUM LOAN.** – This provision shall be applicable if the certificate contains no automatic nonforfeiture provision and in any case, upon written request of the insured while a certificate is in force. If the “net cash value” (as hereinafter defined) permits, a payment remaining unpaid at the end of a grace period following a default will be settled automatically by loan on the sole security of the certificate as of the date of expiration of the grace period. Interest on such loan will accrue from day to day as provided in the certificate or at such a rate as may be determined by the board of directors, and will constitute an indebtedness on the certificate as it accrues and shall be payable at the end of every certificate year.

Whenever the “net cash value” is insufficient to cover such payment, the “net cash value” shall be applied to purchase extended term insurance, if the certificate is in a standard premium class; otherwise, the “net cash value” will be paid in cash or as may be otherwise specifically provided in the certificate.

“Net cash value” means the certificate cash value less any indebtedness plus accumulated dividends plus cash value of any paid-up additional insurance. The certificate cash value shall not be less than the reserve basis, if any, stated in the certificate.

This section shall not apply to term life insurance, single premium or flexible premium payment benefit certificates.

**SEC. 64. REDUCED PAID-UP PROTECTION.** – The certificate may be converted to paid-up protection providing for the payment of insurance benefits at the same time as such benefits are payable thereunder and in such amount as the “net cash value” (as defined in the preceding section 63) will purchase at net single premium rates at the insured’s age, nearest birthday, on the date of the defaulted monthly payment.

This section shall not apply to term life insurance, single premium or flexible premium payment benefit certificates.

**SEC. 65. CASH SURRENDER VALUE.** – The certificate may be surrendered for a sum equal to the “net cash value” (as defined in section 63 of these laws).

**SEC. 66. DEFERMENT OF CERTAIN PAYMENTS.** – The Society, at its discretion, may defer payments of the following for the maximum period permitted by law, but not longer than six months after the application therefore is received by the Society: cash surrender values, withdrawal of accumulated dividends, withdrawals or commutation under a settlement option (except to make payments due at the death of a payee), or loans, if any, (except applied to the making of monthly payments under the certificate). If the payment of the cash surrender value is deferred for a period of thirty days or more, interest will be paid for the period of deferral at the rate, if any, specified in the certificate as part of its reserve basis; otherwise, four percent yearly.

**SEC. 67. BENEFICIARIES.** – Any of the following persons may be designated as beneficiary: wife, husband, child, parent or other person related to the insured by blood, marriage, or legal adoption; foster parents of the insured; betrothed of the insured; dependents of the insured; or, where not prohibited by law and with the consent of the Society, any person or persons, trust or the estate of the insured. With the consent of the Society, any of the following may also be designated as beneficiary: a charitable institution; a nonprofit corporation; any corporation, community chest, fund, or foundation described in 501(c)(3) of the Internal Revenue Code of 1954 and its subsequent amendments, and operated exclusively for religious, charitable, scientific, literary, or educational purposes; or a person, corporation, partnership, or other legal entity which has an interest in the insured, provided that the proceeds are for the benefit, direct or indirect, of the insured or the insured’s family or dependents. Wherever the applicable laws conflict with the above, only beneficiaries permitted by such laws may be designated. No assignment or transfer of a certificate, by whatever method employed, shall empower an assignee or transferee to alter or avoid the restrictions on beneficiary designations contained herein.

**SEC. 68. CHANGE OF BENEFICIARY.** – The beneficiary may be changed at any time unless, where permitted by law, this right is waived by a specific request in writing that the beneficiary designation be irrevocable. Section 67, above, describes the persons and organizations who are eligible to be beneficiaries. Written notice of change on such form as the Society may require must be filed with the Society at its principal office. When acknowledged in writing by the Society the change will take effect on the date the notice was signed. The Society will not be liable for any payment made or action taken by the Society before the Society receives the notice.

**SEC. 69. NO VESTED INTEREST.** – Unless otherwise provided by the state or provincial law governing and controlling the certificate, no revocable beneficiary shall have or obtain any vested interest in the proceeds of any certificate until the certificate has become due and payable in conformity with the provisions of the benefit certificate.

**SEC. 70. ASSIGNMENT OF CERTIFICATE.** – The certificate may be assigned. No assignment will be binding on the Society until a duplicate of the assignment is filed at its principal office. The Society is not responsible for the validity of any assignment. However, the certificate may only be assigned to a person or entity who would qualify as a beneficiary under section 67.

**SEC. 71. DEATH OF BENEFICIARY.** – Unless otherwise specifically provided in the certificate or the state or provincial laws governing and controlling such certificate, if the death of a beneficiary designated by name in a certificate shall occur prior to the death of the insured, the amount payable to such deceased beneficiary shall be payable in equal shares to the surviving beneficiaries designated by name in such certificate, but if no designated beneficiary survives the insured, the amount payable on account of the insured's death shall be paid to the persons of the class and in the order mentioned in the following classes, the persons of one class sharing such amount equally to the exclusion of the classes following:

- (1) Insured's husband or wife.
- (2) Insured's children, natural or by legal adoption.
- (3) Insured's mother and father, or the survivor thereof, natural or by legal adoption.
- (4) Insured's grandchildren.
- (5) Insured's estate.

All of the foregoing provisions of this section shall be applicable to any person or persons named to administer the benefits payable under so-called Last Illness and Burial certificates.

**SEC. 72. CONTEMPORANEOUS DEATH.** – If both the insured and the beneficiary or beneficiaries of the insured die in a common calamity, any person, persons or entity, claiming to be entitled to the benefit in question, or any part thereof, upon the ground that such beneficiary or some one or more of such beneficiaries survived the insured, must make satisfactory proof to the Society within sixty days after the death of the insured that such beneficiary or beneficiaries survived the insured. If such proof is not so furnished within the time stated, it shall be conclusively presumed and considered as established that the insured survived such beneficiary or beneficiaries and the Society shall have full right and authority to dispose of the amount due, if any, accordingly.

**SEC. 73. FACILITY OF PAYMENT.** – At the discretion of the Society and anything in these laws or in the certificate to the contrary notwithstanding and to the extent not prohibited by state or provincial law, if the amount due under a deceased insured's certificate to any person or entity is \$1,500 or less and such person or entity does not make claim therefore within sixty days from the date of death of the insured, the Society may pay such amount to the husband, wife, relative by blood or connection by marriage of the insured or to any person or entity appearing to the Society to be equitably entitled thereto by reason of having incurred expense in any way on behalf of the insured for the insured's maintenance, last sickness or burial or for any other purpose. The payment of such amount as herein indicated shall be in full and complete discharge of the liability of the Society to the person or entity thus failing to make claim and to the extent of the amount thus paid.

**SEC. 74. MINOR BENEFICIARY.** – In the event a beneficiary is a minor, the Society may, in its sole discretion, pay the amount due such minor in a lump sum or in installments for a total of not in excess of \$2,000 in a 12 month period or any greater amount permitted by state or provincial law. Payments shall be made to the person or persons who, in the sole opinion of the Society, are caring for and supporting such minor and such payment shall be a complete discharge of the Society's liability to the extent of such payment.

**SEC. 75. BENEFICIARY CAUSING DEATH.** – An insured's beneficiary, who intentionally causes the death of the insured, shall thereupon automatically become an ineligible beneficiary of the insured and the benefit, if any, shall be paid in the same manner as if such beneficiary were eligible and had died before the death of the insured.

**SEC. 76. MISSTATEMENT OF AGE OR SEX.** – If the age or sex of the insured or of any other person is considered in determining the premium and it is found at any time before final settlement under the certificate that the age or sex has been misstated, and the discrepancy and premium involved have not been adjusted, the amount payable shall be such as the premium would have purchased at the correct age and sex.

**SEC. 77. SUICIDE.** – If the insured commits suicide while sane or insane within two years from the date of issue of the certificate, the Society's liability will be limited to the premiums paid under the certificate.

**SEC. 78. RESERVE IMPAIRMENT.** – If the Society's reserves become impaired, it shall have power to remedy such impairment by requiring the payment to the Society of the certificate's equitable proportion of such impairment which payment, if not made, shall be treated in the same manner as a loan there under, except that the interest on such loan shall be at the yearly rate of two and one half percent or, if higher, at the yearly rate specified in the certificate.

**SEC. 79. DUTY IN THE EVENT OF TAXATION.** – If, by virtue of the action of any taxing authority or the decision or order of any court or administrative body or officer therein, the Society shall at any time or times be required to pay a tax based upon the premiums required under a certificate, such premiums shall be increased by such portion of the total tax paid and interest and penalties, if any, as the Society is required to pay on account of such premiums. The amount to be thus paid shall be determined by the board of directors which determination thereof shall be final and conclusive.

Notice of such finding and determination and the date when such amount shall be due and payable, may be given by publication thereof in the official organ of the Society not less than one month before the date when such amount shall become due and payable and such publication shall conclusively charge each insured with such notice and no other notice shall be required.

In the event such amount as may be required to be paid by virtue of the provisions of this section is not paid within one month after the same is due and payable, as designated by the board of directors, all penalties and forfeitures provided in these laws for the non-payment of premiums, together with the provisions for reinstatement, shall be applicable.

In lieu of the foregoing provision for additional payments, the board of directors may direct that such additional payments be deducted from refunds or dividends that may accrue under any participation in the distribution of surplus.

**SEC. 80. PROOFS WITHIN EIGHTEEN MONTHS.** – If the required claim for death or any other benefit and proof thereof are not filed with the Society within eighteen months (or such minimum period, if greater, permitted under the state or provincial laws controlling the certificate upon which such claim is based), from the time the death or other benefit is claimed to have matured, all claims whatsoever which any member, junior, beneficiary, claimant or entity might have had against the Society for such benefit shall lapse and become absolutely null and void, and any benefit which might otherwise have been paid shall revert to the Society.

**SEC. 81. LIMITATION OF ACTION.** – No action at law or in equity shall be brought or maintained on any claim arising out of any certificate before due proof of such claim has been filed with the Society, nor unless action is brought within two years (or such minimum period, if greater, permitted under the state or provincial law controlling such certificate) after the cause of action shall accrue.

**SEC. 82. SHORTAGE, PROVISION FOR AUTOMATIC LIEN.** – If any member shall fail to handle faithfully any funds accumulated directly or indirectly in connection with any activity or object of the Society, such member shall thereby automatically become indebted to the Society to the extent of the shortage thereby arising in such funds. The Society shall establish the date of such indebtedness which shall not be earlier than the date the shortage occurred.

Such indebtedness together with accumulated interest thereon from the date thereof shall be a lien against such member's protection and shall be deducted in any settlement thereof. Such lien shall bear interest from the date of such indebtedness at the rate of six per cent per annum payable on each anniversary of such protection and, if not then paid, such interest shall be added to the principal and bear interest at the same rate. The total indebtedness, or any part thereof not less than five dollars, may be repaid at any time while the protection is in force. At any time when the total indebtedness and accrued interest thereon equal or exceed the reserve under such protection according to the mortality and interest bases stated in the certificate, or if not so stated, used in the calculation of rates therefore, the protection shall become null and void if the Society notifies the member to this effect in writing. In such event the Society shall have the right to recover from the member any excess of such total indebtedness and accrued interest over such reserve.

The automatic operation of the provisions of this section shall not make the disciplinary provisions of these laws inapplicable to such member.

## **CHAPTER VIII**

### **Admission To Benefit Membership**

**SEC. 83. APPLICATION.** – Application for benefit membership shall be made on forms prescribed by the board of directors, and shall contain the recommendation of a member or field worker. The application must be accompanied by the initial premium if required by the rules and regulations adopted by the board of directors and be processed in accordance with membership rules and regulations adopted by the board of directors.

**SEC. 84. ACTION BY LOCAL UNIT.** – Any local unit may direct its president to appoint an investigating committee of three benefit members to investigate the character and qualifications of the applicant and report its findings to the local unit. The application shall then be accepted, rejected or subsequently reconsidered, all in accordance with the said membership rules and regulations.

**SEC. 85. ACCEPTANCE AND INITIATION.** – A benefit certificate shall be issued after said acceptance and upon approval of the application by the Society's home office. Reconsideration of the election of an applicant may only be made prior to the issuance of a benefit certificate. Once issued a benefit certificate may not be voided or rescinded, except in accordance with the provisions therein contained. Time of initiation shall be scheduled by the vice-president of the local unit and shall be in conformity with the rituals, rules and regulations of the Society.

## **CHAPTER IX**

### **Admission To Social Membership**

**SEC. 86. APPLICATION.** – Application for social membership must be made to a local unit on the forms prescribed by the board of directors and shall contain recommendation of two members of the local unit. The application must be accompanied with the remittance of membership dues for a period of one year.

**SEC. 87. ACTION BY LOCAL UNIT.** – In the event the local unit has appointed an investigating committee, that committee shall report back to the local unit all as set forth in section 84 dealing with benefit members. The local unit shall then accept or reject the applicant or may subsequently reconsider its action all in accordance with the membership rules and regulations adopted by the board of directors.

**SEC. 88. ACCEPTANCE AND INITIATION.** – Upon acceptance by the local unit the application and the favorable report thereof shall be forwarded, along with the dues remittance to the national secretary, who shall issue a certificate of social membership.

Time of initiation shall be scheduled by the vice-president of the local unit and shall be in conformity with the rituals, rules and regulations of the Society.

**SEC. 89. DUES OF SOCIAL MEMBERS.** – The board of directors shall establish the dues requirements for social members. Dues of social members must be paid annually and are due within 30 days after the expiration of the dues paying period. If not paid when due, the member shall be automatically suspended from social membership.

**SEC. 90. REINSTATEMENT OF SUSPENDED SOCIAL MEMBERS.** – A suspended social member may be reinstated during the first eleven months following date of suspension by the payment of the amounts due at the date of suspension and which may have become due in the meantime. Thereafter, to become again a social member the suspended social member must be readmitted as elsewhere provided in these laws for the admission of social members.

## **CHAPTER X**

### **Transfer of Membership**

**SEC. 91. REMOVAL TRANSFER.** – When a member in good standing changes residence permanently, application for transfer of membership from the local unit to which such member belongs may be made by presenting to the national secretary an application for admission by transfer. The procedure in connection with such application for admission by transfer shall be the same as for admission as a new member.

**SEC. 92. TRANSFER TO ANOTHER LOCAL UNIT IN SAME LOCALITY.** – A member in good standing wishing to transfer membership to another local unit in the same locality shall make application for a transfer card to the national secretary who may, unless otherwise directed by the board of directors or the national president, issue a transfer card if such member was in good standing and has no liabilities in such unit at the time the original application for transfer was made. Upon issuance of the transfer card, such member shall cease to be a member of such local unit.

If such member is a treasurer of such local unit, before a transfer card shall be issued, it shall be necessary for the prescribed special application blank to be executed and for such officer to resign regularly from office and turn over to such officer's successor all books, papers, money or other property of the Society or of such local unit, after such books have been audited and all accounts are found to be in proper condition.

A member, after receiving a transfer card, shall be treated in all respects as a member-at-large until such time as membership in a local unit is accomplished. Such transfer card shall expire by limitation three months after its issuance unless renewed by the national secretary upon such member's application therefore.

**SEC. 93. HOW ADMITTED BY TRANSFER.** – Except in the case of removal transfer, a member desiring to join a local unit by transfer, shall make application therefore in the space provided on the transfer card and present it at any regular meeting of such local unit.

If the application is approved by such local unit, the applicant shall be enrolled as a member thereof and the transfer card shall be forwarded to the national secretary.

If such application is rejected, the transfer card shall be returned to such applicant. A rejected application cannot be renewed in the same local unit until after the expiration of three months after the date of rejection.

The board of directors may transfer or refuse transfer of, any member or members of a local unit to any other local unit or to membership-at-large, whenever, in its judgment such transfer or refusal of transfer is advisable.

## CHAPTER XI

### Local Unit, Duties, Powers, Funds, Property, No Power to Waive

**SEC. 94. DUTIES OF LOCAL UNIT.** – A local unit shall have the following duties, among others:

- (1) To act, at all times, in conformity with the laws, rules and regulations of the Society;
- (2) To observe and follow, at all times, the provisions of the rituals of the Society;
- (3) To provide for its own support and maintenance;
- (4) To fix, in the manner provided in these laws, its time and place of meeting; and
- (5) To be responsible for judicial handling of funds received from the membership dues account.

**SEC. 95. POWERS OF LOCAL UNIT.** – A local unit, while acting in conformity with the laws, rules and regulations and rituals of the Society, shall have the following powers, among others:

- (1) To initiate members;
- (2) By resolution, to fix the time and place of meeting, to levy (upon two-thirds vote of members voting thereon) special assessments of not more than ten dollars in any one year, and to control its own management in matters not specifically provided for in such laws, rules, regulations and rituals; provided, however, that any such resolution adopted shall not become effective unless and until approved by the national president; and provided, further, that in the case of resolutions relating to matters affecting the funds of finances of such local unit or the rights of members, the resolution shall not be acted upon until the next regular or special meeting following the meeting at which such resolution was introduced and the total affirmative and negative vote on such action shall be recorded in the minutes of such local unit;
- (3) To grant from its general funds, upon favorable vote of two-thirds of its members present at any meeting, special relief to any distressed member in good standing;
- (4) To create, if special dispensation is received from the national president, auxiliary bodies intended to meet the needs of the members of such local unit; and
- (5) To purchase or sell real estate upon affirmative vote of two-thirds of the members present at a meeting called for that purpose and approval of the Society board of directors.

**SEC. 96. FUNDS OF LOCAL UNIT, CREDITS TO AND DISBURSEMENTS OF, NO DIVISION AMONG MEMBERS, BANK ACCOUNT.** – A local unit shall have a general fund and such special funds as may be necessary.

To such general fund shall be credited all moneys received from membership dues and money-making projects held for the benefit of such local unit and disbursements shall be made only when authorized by vote of such local unit at a regular business meeting. Such action shall be duly entered in the minutes of the recording secretary. Such fund shall not be divided among the members or juniors of a local unit in any manner, at any time or under any circumstances.

To the appropriate special funds shall be credited all moneys raised for special purposes. Disbursements shall not be made for any other purpose except upon a majority vote of the members of such local unit and the approval of the national president. No part or all of any special fund shall be divided among any members or juniors unless such fund was raised for that specific purpose.

A local unit shall have at least one bank account: "Woman's Life Insurance Society No. \_\_\_\_\_" for the handling of all of the foregoing transactions with the treasurer and/or the national treasurer authorized to sign for all withdrawals.

**SEC. 97. RITUALS, FRATERNAL MANUALS, MUSIC BOOKS, PROPERTY OF SOCIETY, USE CHARGE, PENALTY FOR LOSS.** – Ritualistic books of all kinds, including the fraternal manual and the official music book, shall be the property of the Society, and the presiding officer of each local unit shall be the custodian of, and responsible for, all such books.

There shall be paid to the national treasurer a fee fixed by the board of directors for the use of each regular or special ritual, fraternal manual, or official music book.

The penalty for the loss of any of the books referred to in this section shall be as fixed by the board of directors.

**SEC. 98. LOCAL UNIT AND OFFICERS, NO POWER TO WAIVE.** – No local unit nor any of its officers or members shall have the power or authority to waive any of the provisions of the laws or articles of incorporation of the Society but such laws or articles shall be binding on the Society, each and every member and junior thereof, each and every applicant for junior protection therein, such local unit and on all beneficiaries of members or juniors. No custom or course of conduct in violation of any of the provisions of such laws or articles shall be held to constitute waiver or estoppel on the part of the Society. No act of commission or omission on the part of any local unit or of any officer or member thereof shall create, or be construed as creating, any liability on the part of the Society or any waiver of its rights, anything herein to the contrary notwithstanding.

## **CHAPTER XII**

### **Meetings of Local Units**

**SEC. 99. REGULAR MEETINGS.** – A local unit shall hold regular meetings at least once each month at such time as fixed in the manner provided in these laws. If the time so fixed falls on a legal holiday, such local unit shall hold such meeting at a time fixed by a majority vote of the members present at any meeting thereof.

**SEC. 100. SPECIAL MEETINGS.** – The president of any local unit shall call a special meeting of such local unit at any time such officer may deem it necessary, or at the written request of at least five members in good standing in such local unit. The recording secretary shall notify each member of such special meeting, stating the objects thereof, as defined by the president; or in lieu of such notice such secretary may cause same to be published in any local newspaper. In either event, such notice shall be given at least twenty-four hours prior to the time of such meeting. No business shall be transacted except that stated in the call for such meeting.

**SEC. 101. QUORUM.** – No local unit shall be opened unless five members thereof in good standing are present, which number shall constitute a quorum for the transaction of business, but a less number may take a recess to a specified time not beyond the next regular meeting.

**SEC. 102. ADMISSION TO BUSINESS MEETINGS OF LOCAL UNITS.** – All benefit and social members in good standing shall be eligible to participate in the deliberations and the conduct of business at a local unit meeting. Juniors of a local unit may also attend business meetings, but shall not be eligible to vote. Invited guests may attend the business meetings of a local unit as observers subject to the rules and regulations adopted by the board of directors.

## **CHAPTER XIII**

### **Reorganization and Consolidation of Local Units, Revocation of Charter, Division of Property**

**SEC. 103. REORGANIZATION OF LOCAL UNIT.** – Whenever in the judgment of the national president, a local unit is not properly managing or conducting its affairs, or is not fulfilling its functions, or its officers are not making progress in its growth, the national president may, in person or through a personal representative, take full charge of such local unit and, in so doing, shall have power to do any one or more of the following:

- (1) Notify such local unit to discontinue meetings until an investigation is made;
- (2) Order the officers of such local unit to submit to the person or persons designated by the national president, all books, accounts, bank books, bills, and such other records of such review as are necessary for a complete audit and accounting;
- (3) Order a new election to fill any local unit office or offices vacated, of which election, members of such local unit shall be given advance notice; and

- (4) Do any and all things necessary for carrying on the business of such local unit.

During such time, the interests of all members of such local unit shall be fully protected in the same manner as if this action had not been taken.

**SEC. 104. CONSOLIDATION OF LOCAL UNITS.** – Any two or more local units may consolidate, if such consolidation is approved by the national president and by at least two-thirds of all the members voting thereon in each of such local units. If consolidation is thus approved, the national president shall appoint an instituting officer, and as soon thereafter as possible, such local units shall hold a joint meeting, at a time and place selected by them, advance notice of which meeting shall be given to all members of such local units. Upon at least a two-thirds vote of all members voting at such joint meeting for such consolidation, such instituting officer shall proceed with the consolidation and such local units shall surrender immediately to such officer, their respective charters, dispensations, rituals, funds, books and all other property, for which such officer shall issue a receipt.

Such officer shall then proceed to organize the new local unit resulting from such consolidation, in the same form and manner as any new local unit is organized; shall destroy such surrender charters, dispensations and other property which is of no further use; shall deliver to such new local unit all funds, books and other property which may be useful to it; and shall report such consolidation to the national president.

Such new local unit shall be liable for all the debts of the local units so consolidated.

**SEC. 105. REVOCATION OF CHARTER, CAUSES FOR, NO VOLUNTARY SURRENDER.** – The board of directors shall have power to revoke the charters of local units for any of the following causes:

- (1) Violation, by such local unit or any of its officers, of any of the provisions of the laws, rules, regulations or rituals of the Society;
- (2) After one year from date of organization, the membership of such local unit is less than ten;
- (3) Any act by such local unit or any of its officers, of willful insubordination to, or in contempt of, any superior authority of the Society;
- (4) Circulating, or causing to be circulated, by such local unit or any of its officers, any newspaper, pamphlet or other publication, not authorized by these laws, and purporting to be issued, by or under the approval of, the Society of such local unit; or
- (5) Whenever, in the judgment of the board, the welfare of the Society requires such action.

No local unit shall voluntarily surrender its charter without permission of the board, unless otherwise provided in these laws.

**SEC. 106. EXPIRATION OF CHARTER.** – When all of the members of a local unit have transferred, or have been transferred, from a local unit, the charter of such local unit shall automatically expire.

**SEC. 107. DUTY OF OFFICERS.** – Upon reorganization of a local unit, or upon revocation or expiration of the charter of a local unit, it shall be the duty of the officers thereof, to surrender to the national treasurer or to a person designated by the national president, its funds, records, books and all other property belonging to the Society or to such local unit, and, in the case of revocation or expiration of charter, its charter.

**SEC. 108. PROPERTY OF LOCAL UNIT IN EVENT OF REORGANIZATION, CONSOLIDATION, REVOCATION OR EXPIRATION OF CHARTER.** – When a local unit is reorganized, its funds and property shall become the funds and property of such reorganized local unit. When local units consolidate, all of the property and funds of each such local unit shall become the property and funds of the new local unit arising from such consolidation. When the charter of a local unit is revoked or expires, all of its funds and property remaining after satisfying its debts shall revert to the Society to be distributed for such charitable purpose as the national president shall direct.

## CHAPTER XIV

### Local Unit Officers, Election, Installation, Duties, Removal, Vacancies

**SEC. 109.** LOCAL UNIT OFFICERS. – The officers of the local unit shall be:

#### Elective

President  
Past President  
Vice President  
Recording Secretary  
Treasurer  
Auditing Committee, one elective member  
Chaplain

#### Appointive

Service Secretary (appointed by national president)  
Hostess/Host, two  
Junior Supervisor  
Welfare Supervisor  
Press Correspondent  
Musician  
Such other appointive officers as may be designated by action of the local unit.

The local unit shall elect the president, vice president, recording secretary, treasurer, one member of the auditing committee, and chaplain.

The retiring president shall be the past president.

Service secretary shall be appointed by the national president.

The remainder of the local unit officers, shall be appointed by the incoming president.

**SEC. 110.** QUALIFICATIONS. – Only benefit and social members in good standing in a local unit shall be eligible to hold office in such unit.

The treasurer shall not be a relative of the president by blood, marriage or adoption, nor hold the office of president.

No member indebted to a local unit or who resides outside of the area in which such unit is located shall be eligible to hold any office of such local unit. No member who has been removed from any office of a local unit for any cause shall be eligible to hold office again without the consent of the board of directors.

**SEC. 111.** WHEN AND HOW NOMINATED AND ELECTED. – Elective officers of a local unit and one member of the auditing committee of such local unit shall be nominated and elected by ballot at the first regular meeting in November or December of each year.

The president shall appoint a nominating committee of three members which shall select the names of the candidates to fill such elective offices, and report them to the local unit in writing at the meeting held for the purpose of electing officers. In addition to such nominations made by the nominating committee, nominations may also be made from the floor.

The president shall act as judge of the election and shall appoint three tellers, the chairman of whom shall announce at the close of each ballot, the number of votes received by each candidate. The president shall declare who has been elected.

If only one candidate is nominated for any office, such candidate shall be declared elected, without ballot, upon motion to that effect duly carried.

If two candidates are nominated for any one office, a majority of all votes cast shall be necessary to elect.

If three or more candidates are nominated for any one office, the candidate receiving the highest number of votes shall be declared elected although such votes may not constitute a majority of all votes cast.

No votes shall be regarded as part of the poll unless cast for a previously nominated candidate.

Only benefit and social members in good standing in such review shall be eligible to vote.

**SEC. 112. INSTALLATION OF OFFICERS.** – The duly elected officers shall serve for one year and shall be installed during the regular meeting held in January. The officers thus installed shall thereupon assume their respective duties and serve until their successors are duly installed. The installing officer shall be a member in good standing, selected, and appointed by the outgoing president.

**SEC. 113. PRESIDENT OF LOCAL UNIT.** – The president of the local unit shall preside at all meetings thereof, shall enforce the laws, rules, regulations and rituals, insofar as they are applicable to such local unit, shall enforce the action of such local unit, and shall perform such other duties as are prescribed by the laws, rules, regulations and rituals of the Society.

**SEC. 114. VICE PRESIDENT OF LOCAL UNIT.** – The vice president of a local unit shall assist and aid the president in performing the duties of the president's office, shall, in the absence of or when called upon to do so by the president, preside at the meetings of such local unit, and shall perform such other duties as are prescribed by the laws, rules, regulations and rituals of the Society.

**SEC. 115. RECORDING SECRETARY OF LOCAL UNIT.** – The recording secretary of a local unit shall have the following duties, among others:

- (1) To keep accurate minutes of the proceedings of such local unit;
- (2) To have charge of the records of such local unit;
- (3) To conduct the correspondence of such local unit;
- (4) To read all official communications received by such officer since the last regular meeting of such local unit and copies of the answers thereto; and
- (5) To perform such other duties as are prescribed by the laws, rules, regulations and rituals of the Society.

**SEC. 116. TREASURER OF LOCAL UNIT.** – The treasurer of a local unit shall have the following duties, among others:

- (1) To have charge of all of the funds of such local unit and to receive all funds derived in connection with any activity or object of the local unit, except in the case of any auxiliary body which has its own treasurer with proper surety coverage;
- (2) To keep separate accounts of the general and each special fund of such local unit;
- (3) To place in a depository, selected by such local unit, all moneys belonging to such funds, promptly upon receipt thereof;
- (4) To draw checks upon the proper fund for all authorized disbursements;
- (5) To prepare on the first day of every month a report of all receipts and disbursements of such office and promptly turn such report over to the national secretary. A copy of such report shall also be turned over to the chairman of the auditing committee of such local unit at least once a year.
- (6) To submit monthly at a regular meeting of such local unit, a report of all receipts and disbursements, and of the balance on hand in each of the funds, and a report in detail of any premiums advanced for needy members; and copies of such reports shall be filed in the minutes of each local unit; and
- (7) To perform such other duties as are prescribed by the laws, rules, regulations and rituals of the Society.

**SEC. 117. SERVICE SECRETARY OF LOCAL UNIT.** – The service secretary of a local unit shall have the following duties, among others:

- (1) To contact each member at least once during each year; to give service and information to members and juniors concerning their certificates;
- (2) To maintain a membership record card file of members and juniors;
- (3) To keep all home office reports on file; and
- (4) To perform such other duties as are prescribed by the laws, rules, regulations and rituals of the Society.

**SEC. 118. JUNIOR SUPERVISOR OF LOCAL UNIT.** – The junior supervisor of a local unit shall plan, and promote interest in, the activities of juniors of such unit and shall perform such other duties as directed by the president or as the laws, rules, regulations and rituals of the Society may prescribe.

**SEC. 119. WELFARE SUPERVISOR OF LOCAL UNIT.** – The welfare supervisor of a local unit shall serve such local unit in its relationship with its members; shall keep the Society spirit of harmony, good will and good fellowship between such local unit and its members; shall contact the stay-at-home members, the sick and afflicted.

**SEC. 120. PRESS CORRESPONDENT OF LOCAL UNIT.** – The press correspondent of a local unit shall be responsible for advance publicity of meetings and events in local news media and shall furnish details and newsclippings to the national office as a matter of record.

**SEC. 121. AUDITING COMMITTEE OF LOCAL UNIT.** – The auditing committee of a local unit shall consist of the president, who shall be chairman of such committee, the vice president and one member to be elected by such local unit.

Such committee shall have the following duties, among others:

- (1) To audit all bills and funds of such local unit and the books and reports of the treasurer of such local unit;
- (2) To submit a report of its findings to such local unit at its meeting in September each year; and
- (3) To recommend to such local unit at its meeting in September each year the amount of surety coverage in the case of the treasurer thereof, and, in the interim between such meetings, to recommend to such local unit an increase in such surety coverage whenever it appears that the funds in the possession of such local unit may exceed, or are in excess of, such coverage.

**SEC. 122. DUTIES OF ALL OFFICERS.** – It shall be among the duties of every local unit officer:

- (1) To comply strictly with the laws, rules, regulations and rituals in the performance of all of the duties of such office; and
- (2) To turn over immediately to the duly qualified successor of such officer, or when required by these laws so to do, to such other person as these laws may designate, all funds, books, records, bills and other property of such local unit or of the Society which are in the possession of such officer.

**SEC. 123. REMOVAL BY BOARD OF DIRECTORS OR NATIONAL PRESIDENT.** – The board of directors or in the interval between meetings of the board, the national president, may remove from office any officer of any local unit if, in the judgment of the board or the national president, such officer is incompetent or otherwise unfit for such office, is failing to perform the duties of such office as required by the laws, rules, regulations and rituals of the Society, or is in any manner injuring the interests or welfare of such local unit or of the Society, or if, in the judgment of the board of directors or the national president, such removal will advance the welfare or usefulness of such local unit or of the Society. In the event of such removal, such office shall be considered temporarily vacant, which vacancy may be filled by appointment by the national president who may order an election to fill any elective office thus vacated. Any officer appointed by the national president to fill the temporary vacancy shall hold office until such person's successor has been duly installed. Except in the case of an officer appointed by the national president, as elsewhere provided by these laws, any officer removed by the national president may appeal

to the board of directors for a review of the facts of the case, which board shall act upon such appeal and shall have the power to reinstate such officer.

**SEC. 124. VACANCIES, DECLARED AND AUTOMATIC.** – The president of a local unit may, at any regular meeting of such local unit, declare a vacancy in any office, held by any person or to which any person has been elected or appointed, if such person:

- (1) Fails to be installed within two months following election;
- (2) Fails to conform to the laws in the performance of all the duties of such office; or
- (3) Has been absent for two successive regular meetings.

An office shall be automatically vacated if the person holding such office:

- (a) Becomes indebted to the local unit, the Society or both;
- (b) Is absent for four successive regular meetings; or
- (c) Holds an office in any other fraternal benefit society or subordinate branch thereof, or is a deputy or agent of, or receives any remuneration for any services rendered to, any other fraternal benefit society or any other life insurance institution.

**SEC. 125. VACANCIES, HOW FILLED.** – Vacancies in elective offices of a local unit created by resignation, automatically created, declared by the president thereof, or created by removal by the board of directors shall be filled by election in the manner as elsewhere provided in these laws. Vacancies in such elective offices, if created by action of the national president, shall be filled in the manner as elsewhere provided in these laws. Vacancies in the appointive offices of a local unit shall be filled in the same manner in which such appointment was originally made, as provided in these laws.

**SEC. 126. PAST PRESIDENT OF LOCAL UNIT.** – The past president of a local unit is any benefit or social member who has held the office of president of such local unit for one full term after a charter has been issued to such local unit and who no longer holds the office of president. A past president who, at any time, discontinues benefit or social membership in the Society, cannot regain the rank of such solely by again becoming a benefit member of the Society.