

CHARTER AND BYLAWS

SECTION 1

Name

The name of this corporation shall be KSKJ LIFE, AMERICAN SLOVENIAN CATHOLIC UNION, herein after referred to as, "KSKJ Life."

Declaration of Principle

KSKJ Life hereby declares that its membership shall be forever restricted to members of the Catholic Church and other baptized Christians and that the guiding principles of the society shall never depart from the spirit and teachings of the Church.

SECTION 2

Location of Home Office and Jurisdiction

The Home Office of KSKJ Life shall be located at Joliet, County of Will, State of Illinois. The jurisdiction of KSKJ Life shall be restricted to the United States of America and its territories.

SECTION 3

Object

301. The object for which KSKJ Life is formed is to maintain a fraternal benefit society, with a lodge system having a ritualistic form of work and representative form of government, composed of members of the Catholic Church and other baptized Christians and to be carried on for the sole benefit of its members and their beneficiaries and not for profit; to enact laws and rules for the government thereof; to aid the members, widows, orphans and kin of its members; promote and encourage friendship, unity and true Christian Charity; inspire compliance with their religious and civic duties among its membership; preserve adherence to the Catholic Church and cherish among its members their native language, as well as love and pride in their national origin; to provide for the payment of death and other benefits as permitted by the laws of the State of Illinois and the Bylaws of this society, and to do all things necessary to carry out the objects for which formed.
302. The motto of KSKJ Life shall be: "All for Faith, Home and Country."
303. KSKJ Life shall be under the spiritual patronage of St. Joseph, and Marija of Brezje as Mary Help of Christians.

SECTION 4

Membership

401. Any person who is a baptized Christian is eligible for membership in KSKJ Life.
402. A member in good standing is a person who is in good financial standing in KSKJ Life. A person in good financial standing in KSKJ Life, and who is not a limited member, is considered an active member.
403. A non-Christian spouse of a Christian in good standing is eligible for limited membership.
404. Members may belong to only one local lodge of KSKJ Life.
405. Members may be permitted to transfer from one local lodge to another.
406. Solicitation or coercion of members to transfer from any existing lodge to any new lodge formed in the same vicinity is prohibited.

SECTION 5

Limited Members

The following limited members may participate in all KSKJ Life activities except they cannot be a local lodge officer, delegate, National Officer or Director.

- 501.** Members less than 16 years of age.
- 502.** Members who are non-Christian spouses of Christian members.
- 503.** Members found guilty of any of the following acts or omissions:
 - (a)** Fraudulently collecting or attempting to collect any benefit from KSKJ Life.
 - (b)** Converting, stealing, embezzling or appropriating to his or her own use any money or property of any local lodge of KSKJ Life.
 - (c)** Conspiring or assisting anyone else to collect any fraudulent claim against the local lodge or KSKJ Life.
 - (d)** Willful disobedience to any lawful decree or order of the National Board.
 - (e)** Using or attempting to use the name of KSKJ Life for commercial purposes.
 - (f)** Commencing proceedings in any Civil Court against KSKJ Life or any local lodge thereof before a member has exhausted his remedies within KSKJ Life by appeal or otherwise.
- 504.** Speaking, writing, printing or publishing anything that would injure or damage the welfare of KSKJ Life or which is calculated to bring into disgrace any officer or member of KSKJ Life could be considered grounds for disciplinary action by the National Board.

Appeal of Suspension

- 505.** The Board of Directors shall prescribe (1) The manner of filing charges on account of any of the offenses set forth in subparagraphs (a) to (f) inclusive of Paragraph 503 and Paragraph 504, Section 5; (2) The procedures to be followed in hearing and determining said charges; (3) The punishment that may be imposed, provided, however, that no punishment shall deprive a member of any rights to which he is entitled under the terms of any certificate; (4) The procedures governing all appeals.

SECTION 6

Periodical Payments and Dues

- 601.** All members shall make periodical payments into the fund established and maintained by the Board of Directors for life insurance, accident and health benefits, special relief, and providing for expenses of operation of KSKJ Life, in accordance with several schedules of rates and dues fixed by the Board of Directors of KSKJ Life. Such payments shall include local lodge dues as determined by the member's local lodge or by KSKJ Life.
- 602.** In addition to life benefit assessments, all active members admitted prior to January 1, 1958 shall contribute 29 cents per month; and those admitted between January 1, 1958 and December 31, 1965 shall contribute 39 cents per month until their life benefit certificates are fully paid-up.

SECTION 7

Official Language

The official language of KSKJ Life shall be the English language; all Bylaws, regulations, books, forms, blanks and correspondence may, however, be printed or written in either the Slovenian or English language, or in both languages.

SECTION 8
Supreme Legislative Body

- 801.** The supreme legislative body of KSKJ Life shall be composed of members of the Board of Directors, and delegates or alternates elected by the local lodges, as hereinafter provided, who shall vote in person only.
- 802.** Each person who is a member of the National Convention shall be entitled to one vote on any matter, which may come before the National Convention for decision.

SECTION 9
Organization of National Convention

Delegates and alternates to the National Convention of KSKJ Life shall be chosen in accordance with the following rules:

- 901.** Each active local lodge having one hundred members may send one delegate, and for each additional two hundred members an additional delegate with a maximum number of delegates limited to (7) seven.
- 902.** Each active local lodge shall elect its delegates to the National Convention at either a regular or a special meeting to be held between March 1st and April 30th of the convention year.
- 903.** Five active members must be present for a quorum and the meeting to be valid.
- 904.** The Secretary of local lodge should publish a notice of meeting for election of delegates in the Official Publication. Said election shall be by public nomination and secret ballot and when three or more persons are nominated, a majority vote of the members present shall elect; if no one person receives a majority vote the two nominees receiving the most votes shall again be balloted upon and the one receiving a majority vote shall be elected. Local lodges entitled to more than one delegate shall elect each additional delegate according to the procedure specified above. After election of delegates, two or more alternates shall be elected. The first alternate elected shall fill any vacancy occurring in the delegates elected. The second and other alternates to fill the subsequent vacancies in the order in which they are elected. Official notification in writing of excused absence to the lodge president shall allow any eligible member to run for a convention delegate/alternate even though he/she is unable to be present at the election meeting.
- 905.** Within five days after the election, secretaries of local lodges shall certify to the Home Office Executive Staff the names and addresses of all elected delegates and alternates.
- 906.** (1) An active local lodge having less than one hundred members shall be merged with another lodge or lodges of KSKJ Life whose combined membership shall total at least two hundred members for the purpose of electing a delegate. Only lodges having eligible or qualified candidates shall be merged for the purpose of electing a delegate. It shall be the duty of the Home Office Executive Staff, and full power and authority is hereby conferred upon such Home Office Executive Staff, to effect such mergers.
- (2) Insofar as possible, local lodges should be merged in the same or nearby localities for the purpose of electing delegates. Nominations of candidates for delegates of lodges so merged shall be made at the lodge meeting in February of the convention year. The names and addresses of the nominees shall be reported to the Home Office Executive Staff, who shall cause such names and addresses to be published in the Official Publication of KSKJ Life. Each merged lodge shall nominate one eligible candidate only.
- (3) Election of delegates from merged lodges shall be held within the same time limit and under same conditions as provided for other lodges. Secretaries of local lodges so merged shall, within five days after such elections, certify to the Home Office Executive Staff the names and addresses of all candidates voted upon with the total vote cast for each and also the names and addresses of all members present at the meeting and participating in the voting. The Home Office Executive

Staff, thereupon, shall canvass such returns and shall declare the candidate receiving the most votes elected as delegate and the candidate receiving the next highest number of votes as alternate.

(4) In case of a tie vote, the candidate from the merged lodge having the largest number of members shall be declared the delegate, and the candidate from the lodge having the next largest number of members shall be declared the alternate.

- 907.** The delegate and alternate delegate so elected shall hold office until his successor is elected; in the event that such office is vacated by reason of death or otherwise, the vacancy shall be filled in the same manner as prescribed in paragraph 1102, Section 11.
- 908.** Delegates shall be provided with credentials by the Home Office and shall produce same at the National Convention.
- 909.** To be eligible to serve as a delegate or alternate, an active member must have been in good standing in KSKJ Life for one year continuously, and of his/her local lodge for not less than six months. Member must have attended at least four meetings of his local lodge in the year (during 12 months) preceding the first day of January in the Convention year. These requirements shall not be applicable in the case of local lodges chartered within the year preceding the first day of a regular National Convention.
- 910.** Only citizens of the United States shall be eligible to election as delegates or alternates to the National Convention.
- 911.** The following persons or classes of persons shall not be eligible to election as either delegate or alternate: (1) Any Supreme and/or National Officer of any fraternal insurance or burial organization other than KSKJ Life, (2) Any member who during the previous three years held an elective office in a local lodge or any fraternal insurance or burial organization other than KSKJ Life, (3) Any life insurance company full time captive agent, subagent or employee engaged in sales or underwriting other than KSKJ Life, (4) Any person elected as either delegate or alternate to the General Convention of any other fraternal insurance or burial organization, provided that such General Convention is scheduled to be held in the same year as the Convention of KSKJ Life.
- 912.** The membership roll of each lodge as of the first day of January of the convention year shall determine the number of delegates to which each lodge is entitled. Membership roll includes all members.
- 913.** Voting for delegate and alternate must only be at the time of election held during a regular or special meeting. Voting by proxy shall not be permitted. Members less than age 16 shall not be permitted to vote.

SECTION 10

Meeting of National Convention

- 1001.** The National Convention shall be held quadrennially at the place selected by the last preceding National Convention. In the event no decision is made at the National Convention, the Board of Directors has the authority to select the site and date.
- 1002.** A majority of the members of the National Convention assembled shall constitute a quorum, provided, however, that said National Convention when assembled shall be composed of at least a two-thirds majority of elective delegates or their alternates.
- 1003.** The business of the National Convention shall be:
- (1) Invocation.
 - (2) Pledge of Allegiance.
 - (3) Report of the Committee on Credentials and seating of delegates.
 - (4) Roll call of National Convention.
 - (5) Acceptance of rules and order of business.
 - (6) Report and recommendations of the National Chair of Board.

- (7) Appointment of necessary Convention Committees.
 - (8) Reports of Convention Committees and action thereon.
 - (9) Miscellaneous.
 - (10) Election of National Officers and Directors.
 - (11) Selection of place for next National Convention.
 - (12) With the permission of the Convention, the minutes of the final session will be reviewed by the persons appointed by the Convention.
 - (13) Taking of oath of office by newly elected National Officers and Directors.
 - (14) Singing by Convention - God Bless America.
 - (15) Benediction.
 - (16) Adjournment.
- 1004.** All National Convention Committees shall be appointed by the Chair of Board and the Chief Executive Officer.
- 1005.** The Committee on Credentials shall examine delegate and alternate qualifications and report the findings in writing to the National Convention.
- 1006.** Reimbursement for reasonable transportation, lodging and per diem for those in attendance shall be determined by the Board of Directors.
- 1007.** A majority of the National Convention assembled shall be sufficient to decide all matters and amendments to the Articles of Incorporation or Bylaws.
- 1008.** All proposed amendments to KSKJ Life Bylaws and Articles of Incorporation, and resolutions involving questions and proposals of an actuarial nature which by their adoption affect KSKJ Life finances or which might tend to weaken the KSKJ Life financial stability, including amounts of \$5,000.00 or more total, shall not be presented to the National Convention unless a copy of such amendments or resolutions had been filed with the Board of Directors at least 90 days prior to the convening of the National Convention. This provision shall not apply to proposals of the Board of Directors. All other resolutions, which are not of actuarial nature, must be filed with the Board of Directors and received not later than 60 days before the convening of the National Convention.
- 1009.** It shall be the duty of the Board of Directors to publish all new Bylaws proposed to it for enactment in the Official Publication, KSKJ Life website and/or other electronic media at least one month before the convention.
- 1010.** All proposals and recommendations coming before the Convention relating to financial matters and structure and/or organization of KSKJ Life shall be assigned to the appropriate Committee by KSKJ Life Program Committee.

SECTION 11

Special National Convention

- 1101.** A two-thirds vote of the Board of Directors shall be necessary to call a Special Convention. The members (or their alternates) of the last preceding regular National Convention shall be the duly accredited members of a special National Convention. Notice shall be given to all such members by mail, also by publication in the Official Publication of KSKJ Life, not less than twenty nor more than forty days prior to the convening of a special National Convention; said notice shall designate the time and place of the meeting and shall include a synopsis of the business to be transacted, and such special National Convention shall have power to act only upon those matters included in such call. The Board of Directors may opt to hold the special National Convention via electronic media.
- 1102.** In event neither the member nor alternate of the last preceding regular National Convention can serve, a delegate and alternate shall be elected by the local lodge in the same manner as prescribed for their election to the regular National Convention, except that the regulations as to the time when such elections must be held shall not apply when same are impractical.

- 1103.** Such special National Convention shall adopt its own order of business and all actions and proceedings taken at such special conventions shall be equally effective as if adopted at a regular convention and shall take effect at the time fixed by such special convention.
- 1104.** Reimbursement for reasonable transportation, lodging and per diem for those in attendance shall be determined by the Board of Directors.

SECTION 12

Amendments of Articles of Incorporation and Bylaws of KSKJ Life

- 1201.** The Articles of Incorporation and Bylaws may be amended by a majority vote at any regular National Convention or at any special National Convention called for the purpose, provided the elected delegates or alternates from the local lodges assembled in such National Convention shall constitute a two-thirds majority of such National Convention.
- 1202.** The Articles of Incorporation and Bylaws may also be amended by a referendum vote of the members (or their alternates) of the last preceding regular National Convention by the affirmative vote of a majority of the members voting in such referendum, such referendum to be conducted as provided in the Bylaws.
- 1203.** Power and authority is hereby conferred upon the Board of Directors to amend the Bylaws and Articles of Incorporation in the event that statutory changes, Insurance Department rulings or recommendations, regulatory rulings or recommendations or judicial decisions so require.

SECTION 13

Initiative and Referendum

- 1301.** Any local lodge, by a two-thirds vote of its members present at a meeting held for that purpose, may propose amendments to the Articles of Incorporation and Bylaws of KSKJ Life, except that any such proposal shall not relate to payments required of members of KSKJ Life, nor to actuarial questions and shall not be submitted in regular convention year.
- 1302.** Every initiative proposal originating in a local lodge must be made by a member in good standing at a regular meeting, in writing; whereupon, the proposition shall be open for discussion. A vote shall not be taken thereon, however, until the next regular meeting and it shall be the duty of the Secretary to notify all members by mail and/or publish notice of meeting in the Official Publication, KSKJ Life website, and/or other electronic media of the time of holding such meetings and that such initiative proposal will be voted upon thereat. When a vote is taken, if the proposition fails to secure a two-thirds vote of the members present, it is automatically defeated.
- 1303.** The Board of Directors, by a two-thirds vote, may submit any proposal to vote by referendum in the manner specified.
- 1304.** Such proposal shall be certified to the Home Office Executive Staff, who shall submit same to the Board of Directors for approval or rejection and the decision of the Board of Directors shall be final and nonappealable. In the event of rejection, the reasons therefore, shall be published in the Official Publication of KSKJ Life.
- 1305.** If approved by the Board of Directors, the Home Office Executive Staff shall within thirty days thereafter submit the proposed amendments in written or printed form to each member of the National Convention by mail, postage prepaid, addressed to each member at his last known address. The affirmative or negative vote of each member of the National Convention shall be recorded on the ballot, his own proper signature placed on the return envelope and returned to the Home Office Executive Staff within thirty days after mailing. Upon receipt by the Home Office Executive Staff within thirty days following expiration of said thirty-day period, of the votes of at least a majority of the members of the National Convention, they shall certify the results setting forth the number of affirmative and negative votes cast, separated between members of the Board of Directors, delegates or alternates.

- 1306.** In the event there are proposed amendments to the Articles of Incorporation or Bylaws, a majority or more affirmative votes shall be required, provided not less than two-thirds of the total votes shall have been cast by elected delegates or alternates. The amendments shall be effective upon the official announcement published in the Official Publication of KSKJ Life, together with a copy of the resolution of the Board of Directors and the results of the referendum vote in such publication shall be made within sixty days after the result is determined.

SECTION 14

National Officers and Directors

- 1401.** The financial management, governance, control and responsibility of the Corporation shall be and is hereby vested in the Board of Directors composed of the following Officers and Directors: Chair of Board, Chief Executive Officer, Vice Chair of Board, Chair of the Audit Committee, Chair of the Finance Committee and four (4) At Large Financial Directors. This Board shall also be referred to as the Financial Board.
- 1402.** All of said Officers and Directors shall be elected by a majority vote of the National Convention, except the Chief Executive Officer, who shall be appointed by the Board of Directors.
- 1403.** All elected officers and directors shall hold office for a period of four years, beginning the first of the month after 30 days following the completion of the National Convention or until their successors are duly elected or appointed.
- 1404. a)** Only active members of KSKJ Life in good standing, who are citizens of the United States, who are less than 70 years of age on the first day of the National Convention in session or at the time when a vacancy occurs on the Board of Directors, and who do not hold any Supreme and/or National Office in any other fraternal insurance benefit society, or any full time captive agent/subagent shall be eligible for a National Office or Director in KSKJ Life.
- b)** A KSKJ Life salaried employee, except the Chief Executive Officer, or any full time KSKJ Life insurance agent, shall not be eligible for the KSKJ Life National Office or Director. No member of the board shall be related to any other member of the board or employee of KSKJ Life (this will not apply to current board members and their continuous future terms) as spouse, children, parents, grandchildren, grandparents, siblings, siblings-in-law, or parents-in-law. Each calendar year, members of the Board of Directors are required to complete and sign a Conflict of Interest Certification.
- c)** Board of Directors candidates shall have a sufficient background, so as to enable said individual to comprehend and take an active role in KSKJ Life operations as a director. Candidate shall have displayed experience in one or more of the following areas: finance, insurance, fraternal leadership and participation. Board members will participate in an independent study course covering fundamental concepts of insurance operations.
- d)** Current Board Members shall declare their intentions for re-election at the first Board meeting in the convention year and submit a current resume listing related KSKJ Life accomplishments. New candidates for the Board are required to submit a resume to the Board for screening and publication in the Voice and/or KSKJ Life website and/or other electronic media at least 60 days prior to the convention. All candidates for the Board shall identify the position or positions they are seeking. No candidate shall be elected to more than one position. Any positions not filled at the convention will be appointed at a later date.
- e)** All nominations to the board shall be reviewed by the Screening Committee for qualifications. The Screening Committee will be composed of one member from each region.
- 1405.** The salaries of all elected National Officers and fees for elected Directors shall be set by the National Convention, provided, however, the salaries of all appointed full time officers, directors and employees shall be reviewed and may be adjusted each year by the Board of Directors,

between meetings of the National Convention. A majority vote shall be required to make any such adjustment.

- 1406. The Society shall procure and maintain in force surety bonds on all National Officers and Home Office employees in an amount based on the admitted assets of the Society as required by the Illinois Insurance Department.
- 1407. KSKJ Life will not name Honorary Board members after January 1, 1991.

SECTION 15

Duties of National Officers and Directors

- 1501. Chair of Board – The Chair of Board shall preside at all meetings of the Board of Directors and over KSKJ Life National Convention and submit appropriate written reports to both bodies; appoint standing and ad hoc KSKJ Life Committees as needed, serve as an ex-officio member of any other KSKJ Life Board or National Convention Committees; serve as a voting member of the KSKJ Life Finance Committee, sign official documents requiring his signature, including general account disbursement checks; receive official complaints filed against members of the Board of Directors; receive official grievances from KSKJ Life employees, lodges and agents, once the official grievance standard operating procedures have been exhausted; contribute to the mission and vision of the good of KSKJ Life supporting formulation of the KSKJ Life Strategic Plan and strategic initiatives. The position of Chair of Board is limited to three consecutive four-year terms, but he/she is eligible for any other position duly elected.
- 1502. Vice-Chair: The Vice Chair of Board shall temporarily succeed to the office of Chair of Board, in the event of a vacancy, until such time as a new Chair of Board shall be elected by the Board of Directors.
- 1503. Chief Executive Officer: The Chief Executive Officer of KSKJ Life is also the Chief Operating Officer and is in complete charge of the KSKJ Life Home Office. He will report to the National Board regarding all business matters of KSKJ Life. He will also perform any other duties as elsewhere may be prescribed in the Bylaws or as may be delegated by the Board of Directors of KSKJ Life.
- 1504. Audit Committee: The Audit Committee shall be composed of the following: The elected Chair of the Audit Committee and two members appointed by the Board of Directors from the At Large Financial Directors. The Audit Committee shall regularly report to the Board on KSKJ Life's outside independent CPA auditor reports, and monitor KSKJ Life's compliance with federal and state laws and regulations. The Audit Committee shall recommend to the Board of Directors the appointment of an independent auditor.
- 1505. Finance Committee: The Finance Committee shall be composed of the following members: Elected Chair of the Finance Committee, two members appointed by the Board of Directors from Directors at Large, Chair of Board, Chief Executive Officer and the Investment/Asset Manager, who shall be a non-voting member. The Finance Committee shall direct all investments of KSKJ Life according to State of Illinois and National Association of Insurance Commissioners (NAIC) regulations. The Finance Committee shall regularly report to the KSKJ Life Board of Directors summaries of various investment transactions and other financial matters. The Finance Committee shall recommend to the Board of Directors the appointment of the Investment/Asset Manager. The Committee shall have the authority to consult with financial advisors when deemed necessary.
- 1506. The National Program Committee: The National Program Committee of KSKJ Life shall be composed of the Chair of Board, Vice-Chair and Home Office Executive Staff and shall meet before each regular National Convention to formulate a program of business to be submitted to said Convention.
- 1507. All National Officers and Directors, including the members of the Standing Committees and Home Office Executive Staff, shall prepare and make recommendations, as individuals and/or as a body,

for the general welfare of KSKJ Life, which shall be published not more than ninety days, nor less than thirty days before each regular quadrennial convention in the Official Publication.

- 1508.** Home Office Executive Staff: The Home Office Executive Staff shall be composed of the Chief Executive Officer and at least three other Home Office Executives, who shall be recommended by the Chief Executive Officer, confirmed and ratified by the KSKJ Life Board of Directors.

SECTION 16

Management of KSKJ Life

- 1601.** The management of KSKJ Life, in the interim between National Conventions, shall be vested in the Board of Directors, which is composed of Officers and Directors of KSKJ Life.
- 1602.** Regular meetings of the Board of Directors shall be held semiannually and are to be attended by all Board Members. Meetings can be held via electronic media. Such meetings shall be called by the Home Office Executive Staff with the consent of the National Chair or by the Audit Committee. Special meetings can be held via electronic media.
- 1603.** Special meetings of the Board of Directors may be called by the National Chair or by the Audit Committee. Special meetings can be held via electronic media.
- 1604.** The presence of two-thirds of the members of the Board of Directors qualified to attend, shall constitute a quorum and a majority vote of such members shall be sufficient to decide any matter pertaining to KSKJ Life.
- 1605.** Members of the Board of Directors who are present at meetings of the Board shall be paid lodging and transportation expenses for a distance not greater than from their place of residence to the meeting and a fee of \$500.00 per meeting. The Home Office Executive Staff regularly employed in the Home Office shall receive reimbursement for expenses incurred.
- 1606.** In the event of the death, resignation or other inability to act of any member of the Board of Directors, then full power and authority to fill such vacancy is hereby conferred upon the Board of Directors.
- 1607.** The Board of Directors shall appoint a Spiritual Advisor and Chief Executive Officer, set their salaries or fees and establish their duties.

SECTION 17

Powers and Duties of the Board of Directors

- 1701.** The Board of Directors shall have full and supreme administrative and executive power and authority to conduct the business of KSKJ Life in such manner as is not inconsistent with the Bylaws of KSKJ Life and the Statutes of the State of Illinois. It shall not have authority to nullify any of the decisions of the National Convention unless such decisions are in conflict with statutory regulations, decisions of a court of law or rulings by the Insurance Departments of the States in which KSKJ Life operates. The Board of Directors shall have the authority to expend monies for advertising and charitable purposes as it sees fit for the best interest of KSKJ Life.
- 1702.** The Board of Directors shall have full power to construe and interpret the Bylaws of KSKJ Life and when deemed necessary to edit, compile, or number its sections and to print same in such manner, form and style as considered advisable.
- 1703.** The Board of Directors shall direct the enforcement of the Bylaws of KSKJ Life; carry out mandates resulting from referendums; make and enforce all necessary rules and regulations for the proper supervision of local lodges and members; receive and accept or reject proposals from local lodges.

- 1704.** The Board of Directors shall have power to organize new local lodges and to provide compensation for the securing of new members; to deny membership to any applicant whose membership in the opinion of the Committee would be injurious to the welfare of KSKJ Life; to dissolve local lodges and recall their charters for non-compliance or violation of the Bylaws, Rules and Regulations of KSKJ Life; any or all of the local lodge officers may be removed from office for nonperformance of their duties after proper notification and a hearing by the Board of Directors.
- 1705.** The Board of Directors shall have charge of all assets of KSKJ Life, and from payments and dues collected from members of KSKJ Life and from any other sources, shall establish and maintain such funds as it shall deem necessary for the purpose of carrying out the objects of KSKJ Life.
- 1706.** The Board of Directors shall have full power and authority to provide for the payment of death benefits and to issue to members term, life, annuity and other certificates authorized under statutes of the State of Illinois and combination and riders thereof and may provide for the payment of benefits in case of temporary or permanent partial disability resulting from sickness or accident and also for permanent total disability, and may grant loans, withdrawal equities and such nonforfeiture options as are permitted and authorized by state insurance regulations; that said Board of Directors shall further have full power and authority to determine the conditions, provisions, options and values to be incorporated in insurance contract; also, to fix the schedules or rates, payments and dues to be required of members on each form of certificate or rider, or for any additional benefits granted which are not in conflict with statutory regulations, and for the expenses of KSKJ Life; also, to discontinue the issuance of any form of benefit certificate or rider at any time, provided that such action shall not effect outstanding certificates and riders.
- 1707.** The Board of Directors shall have full power and authority to establish all rules and regulations necessary for its own conduct and operation, including but not limited to discipline, censure and/or removal from office of any of its members for malfeasance or misfeasance in office by a majority vote of the Board. Each Director must attend at least six valid meetings of a local KSKJ Life lodge during each calendar year while in office. Failure to do so will result in that Director being ineligible for re-election at the next Convention.
- 1708.** The Board of Directors shall have full power and authority to classify applicants for insurance with respect to personal and family history.
- 1709.** The Board of Directors shall keep a record of all business transacted at its meetings and may publish a summary of same in the Official Publication of KSKJ Life, and perform all other duties as elsewhere may be prescribed in the Bylaws of KSKJ Life.
- 1710.** At the expiration of their terms of office all members of the Board of Directors shall turn over to their successors all records, books, property and assets belonging to KSKJ Life, which are in their possession and for which they are responsible.
- 1711.** The Chair of Board and Home Office Executive Staff, acting jointly, shall have the power to make any purchase or procure equipment necessary for the Home Office without the consent of the other National Officers or Directors, providing, however, that the amount of the purchase price involved does not exceed \$10,000.00.
- 1712.** In any transaction involving the investment of monies of KSKJ Life, all premiums and commissions shall belong to KSKJ Life and be paid into its Treasury.
- 1713.** The Board of Directors shall have full power and authority to merge local lodges, which can no longer function independently. This includes all inactive lodges. An active lodge is defined as having qualified officers, valid meetings, participation in fraternal activities and membership campaigns.
- 1714.** In the event any distribution due from KSKJ Life shall be unclaimed for the requisite period according to law, said distribution shall be paid to the appropriate state agency in charge of handling such matters.

- 1715.** The Board of Directors shall have full power and authority to establish annually the level of surplus distribution to the members, the method of equitable apportionment and to prescribe the methods of distribution to be employed.
- 1716.** Indemnification - Each person, who at any time is, or shall have been, a Director or Officer of the Corporation, or is or shall have been serving at the request of the Corporation as a Director or Officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against all expenses, (including the amount of judgments and the amount of reasonable settlements made with the view to the curtailment of costs of litigation) reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Corporation in accordance with, and to the full extent permitted by the laws in such case provided. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise. In no event shall anything herein contained be so construed as to protect, or other authorize the Corporation to indemnify, such Director or Officer against any liability to the Corporation to which he would otherwise be subject by reason of his willful misfeasance, bad faith or reckless disregard of the duties involved in the conduct of his office as such Director or Officer. If authorized by the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by law.
- 1717.** The Board of Directors shall be the highest judicial tribunal of KSKJ Life, having both original and appellate jurisdiction to receive complaints and appeals from local lodges or individual members of KSKJ Life, hear evidence and impose penalties in the case of charges submitted in writing against any National Officer or Director of KSKJ Life or an officer of a local lodge. The decision of the Board of Directors shall be conclusive and final if not reversed or modified by the next regular National Convention.
- 1718.** If the periodical payments required for General Fund of KSKJ Life shall be insufficient to pay all claims in full against said fund, including expenses of operation of KSKJ Life and to provide for the accumulation and maintenance of the necessary reserves, extra or additional payments shall be required in such amounts and in such manner as may be determined by the Board of Directors of KSKJ Life, or the benefit certificate shall be charged with a just and proper share of any impairment in reserves.

SECTION 18

Official Publication

- 1801.** The Official Publication of KSKJ Life shall be known as “KSKJ VOICE” in English and “Glasilo KSKJ Amerikanski Slovenec,” in Slovenian.
- 1802.** The Board of Directors, may at its discretion, appoint a governing board to manage the publication in regards to printing, distribution, and editorial content.

SECTION 19

Suspension of Local Lodges

- 1901.** Local lodges of KSKJ Life may be dissolved and their charters revoked, by a two-thirds vote of a quorum of the Board of Directors of KSKJ Life, for any of the following causes: violation of the Charter and Bylaws of KSKJ Life; failure or refusal to execute any lawful decrees, rules or regulations promulgated by the Board of Directors; doing or causing to be done any unjust act derogatory to KSKJ Life or any National Officer or Director thereof.
- 1902.** The suspension or dissolution of a local lodge shall not affect members belonging to said lodge who were in good standing at the date of such suspension or dissolution, nor shall the insurance protection provided under the benefit certificates of such members be affected thereby. Such

members may be organized into a new local lodge or may be permitted to affiliate with another local lodge, as directed by the Board of Directors of KSKJ Life.

- 1903.** Local lodges suspended by KSKJ Life may be reinstated upon compliance with the conditions imposed by the Board of Directors.

SECTION 20

BYLAWS REGULATING LOCAL LODGES

- 2101.** To create a new local lodge, at least eight persons must make written application to the Home Office Executive Staff, and therein pledge allegiance to the Bylaws and rules of KSKJ Life. The Secretary shall cause said application to be published in the Official Publication. If no objection in writing is filed within thirty days after said publication, with the Secretary, such application may be approved by the Home Office Executive Staff. Notice of the approval must be published in the Official Publication.
- 2102.** After the members of said new local lodge have completed all requirements necessary to secure admission into KSKJ Life, as defined by these Bylaws, a meeting shall be called of said lodge, which shall be attended, if possible either by a member or representative of the Board of Directors. New lodges may select a patron who shall either be a Saint or a deserving American Catholic Slovenian, preferably the former.
- 2103.** The installation of the new lodge shall be reported to the Home Office Executive Staff by the installing officer and the Home Office Executive Staff shall then issue a charter to the new lodge, signed by the National Chair and a member of the Home Office Executive Staff. The new local lodge shall have four years from the time of admission to KSKJ Life in which to attain a minimum membership requirement of one hundred members.
- 2104.** KSKJ Life shall be the owner of all the assets and property of the lodge, which shall be held for the benefit of the members of KSKJ Life. Lodge assets and property include all assets and property, which have been acquired directly or indirectly, in whole or in part, through the use of the funds, property or efforts of KSKJ Life, and of its lodge or any of its members. KSKJ Life shall be owner of the assets and property regardless of how the assets or property are titled or in whose name they are held. Active lodges are authorized by the Board of Directors to equitably and prudently manage lodge assets for the benefit of lodge members, local community and KSKJ Life membership growth. Each lodge shall provide to the Home Office a written inventory of all its assets and property as of December 31 of each year within 30 days. No lodge or any member thereof shall transfer or dispose of any asset or property of any lodge without the written approval of the Board of Directors of KSKJ Life or in strict compliance with any applicable rules and

regulations, which may be issued in writing by the Board of Directors. If any lodge becomes inactive or upon the direction of the Board of Directors of KSKJ Life, all lodge assets and property shall immediately be transferred to KSKJ Life for use as determined by it. In this paragraph, lodge pertains to local lodges, associations, federations, and similar entities.

- 2105.** Local lodges may enact rules and Bylaws for their own conduct, but such rules shall not be in conflict with the Bylaws of KSKJ Life.
- 2106.** Each local lodge shall hold at least one meeting a month, (meetings may be held via electronic media) at such hour, day and place as may be determined by the lodge. If such time is changed, it shall be the duty of the lodge secretary to notify the Home Office thereof. Five active members must be present for a quorum and a meeting to be valid. To be considered active, lodge must:
- a) have a required number of elected officers
 - b) hold a minimum of four valid meetings each calendar year
 - c) be active in sponsoring KSKJ Life fraternal and charitable programs
 - d) have an active Lodge Membership Committee
 - e) reasonably comply with all Bylaw provisions and board directives
- 2107.** The fiscal year of all local lodges shall begin on January 1st and end on December 31st of each year.
- 2108.** Special meetings of the lodge may be called by a majority of the elected officers, or by written demand of two per cent of the membership or ten members, whichever is greater.
- 2109.** No local lodge may act either to levy a special assessment or imposition on the membership or expend any funds of the lodge for any other purpose than the payment of assessments to KSKJ Life and normal expenses of the lodge without prior approval of the membership at a regular or special lodge meeting. A minimum of two officer signatures are required to authorize lodge banking and asset investment transactions.
- 2110.** Every lodge has the right to assess its members reasonable lodge dues and conditions for payment thereof at any regularly scheduled meeting.
- 2111.** The officers of local lodges should be President, Vice President, Financial Secretary, Recording Secretary, Treasurer, Fraternal Activities Coordinator and three (3) Auditors. The positions of President, Secretary-Treasurer, and Fraternal Activities Coordinator are the minimum requirements. All officers shall be elected at the regular meeting in December of each year, shall assume office at the next following meeting and hold office for one year or until their successors are elected and qualified. The term of President is limited to 12 consecutive years. Election shall be by public nomination and secret ballot. A majority of the votes cast shall be required to elect. The National Board has the authority to allow a temporary exemption of the above office requirements.
- 2112.** The Spiritual Advisor and Sergeant at Arms should be appointed by the lodge president. If possible, the Spiritual Advisor should be an ordained priest in good standing in the Catholic Church.
- 2113.** All active lodge members in good standing are eligible to be elected to any lodge office. Official notification in writing of excused absence to the lodge president shall allow any eligible member to run for local lodge office even though he/she is unable to be present at the election meeting.
- 2114.** No person is eligible to hold any elective position in a local lodge who is, at the same time, holding or occupying an elective position in any other fraternal insurance or burial organization, on the National or local level, or a life insurance company full time captive agent, subagent or employee engaged in sales or underwriting other than KSKJ Life.
- 2115.** All officers of local lodges elected must present themselves at the next meeting for installation and if an officer neglects to attend such installation meeting, without good cause, the office may be declared vacant by the President and another election held forth-with to fill such vacancy.
- 2116.** All vacancies on account of death, resignation, removal or otherwise shall be filled by a regularly called meeting; officers who fail to perform their duty may be removed from office.

- 2117.** The following ritual may be used for the installation of officers of local lodges:
Each officer shall repeat after the installing officer the following oath: "I promise on my honor that I will perform all duties of my office and carefully comply with all Bylaws of KSKJ Life and my lodge. As an officer, I will execute all laws, now in force or, which may be enforced during my term of office, impartially; I will avoid any act calculated to bring dishonor on the name of my lodge or KSKJ Life, my fellow members or myself. When my term ends, I will without delay, deliver all lodge property to my successor. I will do all things within my power to assist in the progress of the lodge. All this I pledge myself to do as a Christian."
- 2118.** The order of business at meetings of the local lodges should be as follows:
- (a) The opening prayer.
 - (b) Roll call of the officers.
 - (c) Reading minutes of previous meeting.
 - (d) Announcement and introduction of new members.
 - (e) Reading of reports and communications.
 - (f) Reports of officers.
 - (g) Reports of special committees.
 - (h) Announcements of deaths.
 - (i) Grievances, claims and appeals.
 - (j) Unfinished business.
 - (k) New business.
 - (l) Election of committees.
 - (m) Adjournment with prayer.
- 2119.** The officers of the local lodges and the duties of each of said officer shall be as follows:
- (1) President:** The President shall conduct all meetings and be the chief executive of the lodge. It shall be his duty to direct the enforcement of all Bylaws and rules of KSKJ Life and lodge, to introduce new members, assist in the adjustment of complaints, conduct all elections as Judge, announce the result of elections, appoint all committees unless the Bylaws of the lodge otherwise provide, sign all vouchers drawn on the Treasurer for the payment of money, cast the deciding vote in case of a tie. Unless his vote is needed to break a tie, the President has no right to vote except at election of officer's nomination of candidates for office. The President is empowered to appoint local officers on a temporary basis to fill a vacancy. The President is responsible to foster the spirit of fraternalism in the lodge and local community, to initiate, encourage and supervise other lodge officers in organizing local fraternal and charitable activities, promote the lodge and KSKJ Life to attract new members as directed by the Board of Directors and the Home Office Executive Staff. The President shall perform all other duties outlined in these Bylaws.
- (2) Vice-President:** If the President is unable to act for any reason, then the Vice-President shall assume the duties of the President.
- (3) Financial Secretary:** It shall be the duty of the Financial Secretary to keep an accurate record of the official business of the lodge, to conduct all correspondence, keep custody of lodge records, keep an accurate record of lodge membership and insurance benefits, and diligently process all claims as required by KSKJ Life. Home Office Executive Staff and the Board of Directors assist the Home Office Executive Staff in maintaining an accurate list of members' addresses and list of subscribers of the Official Publication shall assist the lodge President and other lodge officers in organizing and promoting various fraternal and athletic activities. Upon conclusion of his term, turn over and deliver to his successor all moneys, records and official papers in his possession.
- (4) Recording Secretary:** The Recording Secretary or recorder shall keep the minutes of all proceedings and substitute for the Secretary whenever necessary.

(5) **Treasurer:** The Treasurer shall receive all moneys due to the lodge, pay all vouchers as approved by the lodge, keep an accurate record of all receipts and disbursements, shall invest the funds and purchase such securities as may be determined by the lodge, retain custody of all evidences of indebtedness or investments, keep custody of the bonds of the officers and approve or reject the sureties thereon, maintain an inventory of lodge property. Upon conclusion of his term, turn over and deliver to his successor all moneys, records and official papers in his possession.

(6) **Fraternal Activities Coordinator:** The Fraternal Activities Coordinator shall have full authority to organize all lodge athletics, youth and adult activities and shall supervise, promote and execute all social, cultural, sports and recreational activities sponsored by his or her lodge. Also must attend any meetings called by KSKJ Life or National Athletic Director or Youth and Adult Activities Director involving the above.

(7) **Auditors:** The Auditors shall have the duty to examine all the assets of the lodge, conduct an audit of the books and records, preferably quarterly, but at least once a year, and give a report, preferably written, to the lodge of such audit. At their discretion, they may examine the books and records of the lodge at any time. If no auditors are available, these duties become the responsibility of the President and/or the Fraternal Activities Coordinator.

(8) **Sergeant at Arms:** It shall be the duty of the Sergeant at Arms to assist the President in preparing the meeting room for sessions, to guard the door, allowing entry only to those who are qualified to attend the sessions and as requested by the President.

2120. Burial Ritual:

(1) It is fitting and proper that the burial of deceased members be solemnized with a Mass and/or a final liturgical commendation and farewell when possible.

(2) Whenever the parish priest or the one officiating at the funeral does not object, the following ritual may be used either at the wake or at the graveside. Said ritual is to be read slowly and distinctly by the President or Secretary of the lodge, or a member delegated, of which the decedent was a member. The ritual follows:

KSKJ Life Burial Ritual

Dear Brothers and Sisters,

Since almighty God has called our brother (sister) N. from this life to himself, we commit his (her) body to the earth from which it was made.

Christ was the first to rise from the dead, and we know that he will raise up our mortal bodies to be like his in glory.

We commend our brother (sister) to the Lord: may the Lord receive him (her) into his peace and raise up his (her) body on the last day.

Lord God, we give you thanks and praise for you created the earth and the heavens and set the stars in their places. When mankind was caught in the snare of death, you set us free through baptism. In fulfillment of your will, our Lord Jesus Christ conquered death and rose to life to bring salvation and resurrection to those who belong to him by faith.

We ask you Lord, to bless this deceased member of the KSKJ Life, American Slovenian Catholic Union. Give him (her) peace and rest, and on the Day of Judgment raise him (her) up to eternal life with all your saints. We ask this through Christ our Lord. R: Amen.

For his (her) soul and for the relatives and friends of our departed member, we pray: Our Father . . . Hail Mary . . . Glory be.

May his (her) soul and all of the souls of the faithful departed through the mercy of God rest in peace. R: Amen.

2121. If any lodge becomes inactive according to specific bylaw provisions, any lodge property immediately falls under the supervision of the Board of Directors and/or the Home Office Executive Staff. In this paragraph lodge pertains to local lodges, associations, federations, and similar entities.

SECTION 21 Resolution of Disputes

2201. a) Purpose: The purpose of this section is to provide the sole means to present and resolve certain grievances, complaints and disputes that are within its scope. The procedures set forth in this section are meant to provide prompt, fair and efficient opportunities for dispute resolution, consistent with the fraternal nature of KSKJ Life, without the delay and expense of formal legal proceedings.

b) Scope: This subsection (b)(1) is subject to the exception in subsection (b)(2). This section applies whenever a member, insured, annuitant or beneficiary or any person claiming under such member, policy insured, annuitant or beneficiary claims damages or any other forms of redress against KSKJ Life or its directors, officers, lodges, financial representatives and employees. In the preceding sentence, the list of potential claimants includes all past, current and future certificates, members, certificate owners, insureds, annuitants and beneficiaries. The claims to which that sentence refers include all claims, actions, disputes, and grievances of any kind or nature whatsoever, including, but not limited to, claims based on breach of contract, fraud, misrepresentation, violation of statute, discrimination, denial of civil rights, conspiracy, defamation, and infliction of distress, against KSKJ Life or its directors, officers, financial representatives or employees.

(2) This section does not, however, apply to:

(A) any claim based entirely on a relationship with KSKJ Life other than as a sales prospect, member, policy owner, insured, annuitant or beneficiary;

(B) claims or disputes made after the applicable statute of limitations has expired;

(C) actions brought by KSKJ Life, including but not limited to actions for declaratory judgment, determining proper payees, recovering amounts due, and contesting insurance coverage or membership eligibility.

c) Procedures: No lawsuit or any other action may be brought against KSKJ Life or its directors, officers, financial representatives and employees for any claims or disputes covered by this section. The following are the steps and procedures for presenting and resolving disputes:

Step 1 – Appeal: Appeal of the dispute to a designated reviewer within the Society as appropriate to the dispute.

Step 2 – Mediation: If step 1 does not result in a mutually satisfactory resolution, either party has the right to have the matter mediated in accord with the applicable mediation rules of the neutral alternative dispute resolution organization to which the parties agree or, in the absence of agreement, the American Arbitration Association.

Step 3 – Arbitration: If there is still no mutually satisfactory resolution, the matter will be resolved by binding arbitration in accord with applicable arbitration rules of the neutral alternative dispute resolution organization to which the parties agree or, in the absence of agreement, the American Arbitration Association. The arbitrator(s) may award any actual damages incurred for which there is liability but may not award attorney's fees or exemplary, extra-contractual or punitive damages. The decision of the arbitrator(s) is binding and final. Additional procedural rules may be defined in policies established by the Society and made available upon request. If a claim or dispute is subject to law that prohibits parties from agreeing to submit future disputes to binding arbitration, arbitration results shall be non-binding unless both the individual and the Society voluntarily agree to binding arbitration after the claim or dispute has arisen.

d) Costs: Fees and expenses of the mediator and/or arbitrator, as well as expenses of providing a location for the proceedings shall be shared equally by the parties to the arbitration or mediator. Each party to the arbitration/mediation shall be responsible for payment of its own attorney's fees, experts' fees or other costs or expenses incurred by that party in connection with the proceeding.

e) **Joinder of Disputes:** No claim or dispute may be brought against the Society or its directors, officers, financial representatives, or employees in a representative capacity or on behalf of a class of persons or members. Claims of multiple persons may be joined and presented under this section provided that all affected members, owners, and beneficiaries consent in writing or if KSKJ Life determines that the joinder is appropriate.

f) All proceedings held in connection with the mediation or arbitration shall be held at a site determined by the parties which site shall be located in either Will or Cook Counties in the State of Illinois.

SECTION 22 General Provisions

2301. All laws and regulations contained herein shall become effective on the first day of January in the year of our Lord 2007 and all former laws and regulations are hereby repealed and declared null and void and of no effect.

2302. Whenever in these Bylaws appears the masculine gender, it shall include the feminine gender also, except in such matters which pertain to natural limitations of sex, or where distinctly otherwise designated.

2303. a) The phrases “National Committee”, “Board of Directors”, “Financial Board of Directors”, “Financial Board” or “National Officers and Directors” as used in various paragraphs and sections of the Articles of Incorporation and Bylaws are alike in meaning. Unless otherwise indicated, the terms National Officers, National Board, Officers, Directors or Board of Directors or the like shall refer to the Directors of the Financial Board of KSKJ Life and Board of Directors as defined in Section 14 of these Bylaws.

2304. Except as otherwise modified or amended, the Bylaws of KSKJ Life, American Slovenian Catholic Union as presently constituted shall remain in full force and effect.

* * * * *

I, Stuart B. Buchanan, do hereby certify that I am the Corporate Secretary of KSKJ Life, American Slovenian Catholic Union, a Fraternal Benefit Society, and as such, I am the keeper and custodian of its books and records; that among its books and records, of which I am the keeper and custodian, are the Bylaws of said society and the amendments thereto and that the attached is a true and correct copy of the Bylaws as revised and adopted pursuant to referendum by the last preceding regular National Convention and action by the duly elected National Convention on the ninth day of August, 2014, at Orlando, Florida, effective immediately.

Given under my hand and official seal of said society this ____ day of September, A.D., 2017.

(SEAL)

Stuart B. Buchanan Secretary