



Constitution *and* Laws

as amended by the

23rd Quadrennial Convention
August 8-9, 2014
Oak Brook, IL

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Articles Of Incorporation

NATIONAL CATHOLIC SOCIETY OF FORESTERS

To the Insurance Superintendent of the State of Illinois:

We the undersigned, David J. Crimmins; John W. Clancy; James D. Kelly; William A. Hoyne; Leo P. Dwyer; Francis W. Fitz-Gerald; Thomas H. Cannon; John C. Schubert; James O'Connor and Patrick J. Cahill—citizens and voters of the State of Illinois, hereby associate ourselves together for the purpose of forming a corporation under an act of the General Assembly of the State of Illinois, entitled, 'An Act to provide for the organization and management of fraternal beneficiary societies for the purpose of furnishing life indemnity or pecuniary benefits to beneficiaries of deceased members, or accident or permanent indemnity disability to members thereof; and to control such societies of this State and of other States doing business in this State and providing and fixing the punishment for violation of the provisions thereof and to repeal all laws now existing which conflict herewith,' approved and in force June 22, 1893, and for the purpose of such organization we hereby certify as follows, to wit:

- (1) The name or title by which such corporation shall be known in law is National Catholic Society of Foresters.
- (2) The principal business office shall be located in County of Cook, the State of Illinois, or any other county within the State of Illinois determined by the Board of Directors.
- (3) The name of the incorporators are as follows, respectively, to wit: Rev. David J. Crimmins; John W. Clancy; James D. Kelly; William A. Hoyne; Leo P. Dwyer;

Francis W. Fitz-Gerald; Thomas H. Cannon; John C. Schubert; James O'Connor; Patrick J. Cahill.

- (4) This corporation is a fraternal benefit society, without capital stock, organized and carried on for the sole benefit of its members and their beneficiaries and not for profit, having a lodge system with ritualistic form of work and representative form of government. The purposes of the Society are to: promote friendship, unity and true Catholic charity among its members, foster fraternal and benevolent activities, further the progress of the Catholic Church, encourage patriotism and loyalty to the United States of America, and provide death, disability and other benefits, rights and privileges, as authorized by its Constitution and Laws and in accordance with the laws of Illinois. It may also provide for the establishment of a junior department in accordance with its Constitution and Laws and shall have all the rights, powers, privileges and benefits now or hereafter granted by the laws of the State of Illinois pertaining to fraternal societies.
- (5) The National Convention, while in regular session, shall be the supreme governing body and shall meet at least once in four calendar years. In the interim between sessions, the governing body of the Society is the Board of Directors (the Board), to be made up of beneficial members of the Society. The Board will consist of Directors elected by the membership in a manner prescribed by the Bylaws. The Board of Directors shall be composed of 11 members and shall consist of the National President, National Vice President, National Secretary, National Treasurer and seven (7) National Directors, all of whom shall be elected at regular sessions of the National Convention. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors for the unexpired term. During the interim between meetings of the National Convention,

the management of the business of the Society shall be vested in the Board of Directors to the fullest extent permitted under the Illinois Insurance Code.

- (6) No person shall become a member of this Society unless such person is a member of the Catholic Church or the family member of a member of the Catholic Church. Membership in the Society shall be subject to the requirements of the laws of Illinois pertaining to fraternal benefit societies and the Constitution and Laws of this Society. Applicants for beneficial membership as well as juniors shall be required to submit evidence of insurability as shall be required by the Board of Directors.

The Society has three classes of membership: Benefit Membership, Junior Membership and Social Membership.

- (7) The National Convention will have the power to enact laws and to repeal or amend such laws. Upon adoption, such changes will be filed with the Director of Insurance of the State of Illinois and notice of amendments, following their adoption, will be published in the Society's official publication.
- (8) The following person are hereby selected as the Board of Directors to control and manage said corporation for the first year: Elizabeth Rodgers, Catherine Hughes, Christina Hoffman, Margaret O'Connor, Mary Crowley, Annie E. Daley, Celia M. Gilmore, Jennie Clancy, Mary Farrell, Minnie Keefe and Maggie Dugan

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Constitution *and* Laws

NATIONAL CATHOLIC SOCIETY OF FORESTERS

NAME AND COMMON BOND

The name of this fraternal benefit society is the National Catholic Society of Foresters. As a fraternal benefit society, the Society is organized, incorporated and operated solely for the benefit of its members and their beneficiaries as a not for profit organization. The Society operates under a lodge system, uses a representative form of government and conducts its activities in accordance with the laws governing fraternal benefit societies.

The Society's common bond is to unite people who have an interest consistent with the objectives of the Society as stated in the Articles of Incorporation.

ARTICLE I MEMBERSHIP

Sec. 1.01 QUALIFICATIONS FOR MEMBERSHIP

Any person who is a member of the Catholic Church or the family member of a member of the Catholic Church, shall be eligible for any classification of membership in the National Catholic Society of Foresters.

Sec. 1.02 HOW ACQUIRED

- (a) Any person having the qualifications prescribed in this Constitution and Laws may be admitted to membership upon application submitted and approved under conditions set by the Board of Directors which are consistent with this Constitution and Laws. Admission to membership in a court shall be required of all members except junior members.

- (b) Application for a benefit certificate shall be made by an adult for a child less than sixteen (16) years of age, nearest birthday.

Sec. 1.03 CLASSIFICATION OF MEMBERSHIP

- (a) A beneficial member is one named as the Insured or Annuitant in a benefit certificate issued by this Society and is in good standing and entitled to all privileges of membership when:
 - (1) the certificate is being maintained in force by payment of the premiums due or in accordance with premium waiver, automatic premium loan or non-forfeiture provision or is a paid up certificate;
 - (2) the member otherwise meets all provisions of this Constitution and Laws; and
 - (3) the member is not a junior member.
- (b) A junior member is one who is less than sixteen (16) years of age and is named as the Insured or Annuitant in a benefit certificate issued by the Society. All junior members having attained the age of sixteen (16) years shall be transferred to the adult membership of the court. Junior members shall not have a voice or vote in the management of the affairs of the Society at large, but may have a voice or vote in their local courts.
- (c) A social member is one who is not named as the Insured or Annuitant in any benefit certificate issued by the Society and is in good standing as long as the social dues as determined by the Board are paid and the member otherwise meets all provisions of this Constitution and Laws. They shall be at least sixteen (16) years of age. Social members shall have no voice or vote in the management of the affairs of the Society, but may have a voice or vote in their local courts.

**ARTICLE II
ELECTIVE NATIONAL OFFICERS
AND DIRECTORS**

Sec. 2.01 ELECTED OFFICIALS

The elected officials of this Society shall be a National President, a National Vice President, a National Secretary, a National Treasurer and seven (7) National Directors.

Sec. 2.02 ELIGIBILITY

To be eligible for nomination and election, a member must:

- (a) Be a member of the Catholic Church;
- (b) Be a beneficial member for a continuous period of 2 years or more prior to the date of election;
- (c) Meet all qualifications as required by the Insurance Code of Illinois and any rules promulgated by the Illinois Director of Insurance for fraternal benefit society officers and/or directors.
- (d) Meet all the qualifications for officers and/or directors adopted by a resolution approved by the Board of Directors prior to the call for candidates;
- (e) Be under 75 years of age;
- (f) Not be an officer, director or agent of another fraternal benefit society or life insurance company;
- (g) Submit a written resignation from service to the Society as an employee or insurance producer of the Society when filing their nomination for any office. The resignation shall become effective only upon their election to office.

Sec. 2.03 TERM OF OFFICE

National Officers and Directors shall be in office for a term of four (4) years or until their successors are elected and qualified. Their term of office shall begin thirty (30) days after the close of the National Convention at which they are elected. One (1) day after reaching the age of seventy-five (75), the term of an officer or director shall cease. By a majority vote, the Board of Directors may allow the officer or director to complete the term of office. Upon conclusion of the term of office, every National Officer and Director shall deliver to the Board of Directors all property belonging to the Society.

Sec. 2.04 NOMINATION AND ELECTION PROCEDURES

- (a) At least six (6) months prior to the beginning of the National Convention, the Board of Directors shall approve the application form that will be required of all individuals seeking election. Within thirty (30) days of said approval, such application will be made available to all individuals. The National Secretary shall publish the form together with the call for candidates in the official publication and website.

- (b) At least ninety (90) days prior to the National Convention, the Board of Directors shall appoint a nominating committee consisting of five (5) members of the Society all of whom shall be ineligible to run for an elective office. Any individual desiring to run for elective office shall submit their application along with any other required documentation to the National Secretary at least sixty (60) days prior to the beginning of the National Convention. The Nomination Committee shall review all candidates' applications to determine the individual's qualifications (including compliance with all insurance regulations concerning qualification) for the elective office sought by the candidate.

- (c) The Nomination Committee shall report its findings to the voting body and said report shall be the basis of nominations of candidates. Nominations from the floor of the National Convention shall not be permitted due to the Illinois Department of Insurance requirement that all elected officers and directors meet minimal qualifications. In the event that an insufficient number of individuals are qualified for a particular office as determined by the Nominating Committee, and as a result the office is not filled by an election, the Board of Directors as constituted at the time of the National Convention shall fill the vacancy for the next term through appointment or election. In all events, the individual chosen to fill the office must be qualified.
- (d) Following the nominations, and prior to voting, the committee on elections shall present the ballot for approval of the membership at the National Convention. After voting, the ballots will be tabulated, with the election results presented to the membership at the National Convention.

Sec. 2.05 ELECTION

The nominee receiving the majority of votes cast for a National Office, and the seven (7) nominees receiving the highest number of votes cast for National Director shall be declared elected to office. In the event any office shall not be filled by reason of a tie vote, a second ballot will be presented to the appointed delegates for a vote. Voting shall be limited to the nominees who are parties to the tie vote.

Sec. 2.06 COMPENSATION

The compensation of the officers and directors shall be determined based on the recommendation of the Elected Officials Compensation Committee consisting of delegates from the last meeting of the National Convention. Proposed compensation levels shall be included in the call for candidates in the official publication. Prior to election of the

officers, the National Convention shall fix the compensation of the newly elected officials based on recommendations of the new Elected Officials Compensation committee as well as the education and experience of each elected official.

Sec. 2.07 REPORTS OF OFFICERS

All elected National Officers shall submit at the end of their term accurate summary reports of their respective office. These reports shall be printed and distributed to the delegates at the regular session of the National Convention.

**ARTICLE III
DUTIES OF NATIONAL OFFICERS**

Sec. 3.01 NATIONAL PRESIDENT

The National President:

- (a) Shall oversee the management and business affairs of the Society, delegating the daily operations to a hired insurance professional.
- (b) Shall be the presiding officer of the National Convention, the Board of Directors and the Executive Committee;
- (c) May assign duties to the National Vice President and other officers of the Society except as otherwise herein provided;
- d) Shall charter and install or cause to be chartered and installed new courts and may admonish, suspend or disband any court failing to maintain an active status or failing to comply with this Constitution and Laws;
- (e) May declare vacant any office of a court for just cause and appoint another member of the court to fill such office temporarily until the next regular meeting of the Board of Directors. At that time the action shall be reviewed and if approved by the Board of Directors, the vacancy shall be filled by the court in the manner

provided herein, but if not approved, the officer shall be reinstated;

- (f) May sign contracts, leases, agreements, charters and other instruments, which the Board of Directors has authorized to be executed and which require the signature of the National President to authenticate;
- (g) May appoint an attorney, a director of public relations and a medical examiner subject to approval of the Board of Directors;
- (h) Shall perform other duties as directed by the Board of Directors or the Constitution and Laws.

Sec. 3.02 NATIONAL VICE PRESIDENT

The National Vice President:

- (a) Shall be the presiding officer in case of absences or inability of the National President to serve;
- (b) Shall have the power and perform the duties of the National President when a vacancy in the office of National President occurs, and until a qualified successor is elected by the Board of Directors at the first regular board meeting or a special meeting following the vacancy;
- (c) Shall perform other duties as the National President or the Board of Directors shall direct.

Sec. 3.03 NATIONAL SECRETARY

The National Secretary:

- (a) Shall assure the keeping of accurate records of the proceedings of the National Convention, of the Board of Directors, and the Executive Committee.
- (b) shall assure that notices of meetings of the National Convention and the Board of Directors are given in accordance with the provisions of the Constitution

and Laws, and that credential forms are issued for delegates and alternates to said Convention.

- (c) shall be the custodian of the Society's records and official seal, and attest and affix the official seal to all documents when required;
- (d) shall oversee the payment of benefits to members and their beneficiaries and preserve all documents and correspondence pertaining thereto;
- (e) shall perform other duties as this Constitution and Laws, the Board of Directors or the National President shall direct.

Sec. 3.04 NATIONAL TREASURER

The National Treasurer:

- (a) shall oversee the funds and securities of the Society as shall be determined by the Board of Directors;
- (b) shall assure the keeping of a correct account of all receipts and disbursements and oversee the payment of all bills payable and benefits only upon vouchers signed by any two authorized individuals.
- (c) shall oversee the receipt of monies due and payable to the Society and oversee the deposit of same in the name of the Society in depositories designated by the Board of Directors;
- (d) shall withdraw no funds of the Society from any depository except upon check, draft or order signed in such manner and by such National Officers of the Society as may be authorized by the Board of Directors;
- (e) shall perform other duties as this Constitution and Laws, the Board of Directors or the National President shall direct.

Sec. 3.05 NATIONAL DIRECTOR(S)

The National Director:

- (a) shall establish the vision and oversee the strategic plan of the Society;
- (b) shall attend all regular and special meetings of the Board of Directors;
- (c) shall perform other duties as this Constitution and Laws or the National President shall direct.

ARTICLE IV BOARD OF DIRECTORS

Sec 4.01 MEMBERS OF THE BOARD OF DIRECTORS

The Board of Directors shall consist of the National President, the National Vice President, the National Secretary, the National Treasurer and seven (7) National Directors.

Sec. 4.02 MEETINGS

- (a) Regular meetings of the Board of Directors shall be held at least quarterly at such time and place as the Board of Directors may designate at a previous regular or special meeting. A majority of members of the Board of Directors shall constitute a quorum at any regular or special meeting.
- (b) Special meetings requiring travel of the Board of Directors may be called by the National President. Upon written request of a majority of members of the Board of Directors, a special meeting shall be called by the National President or National Secretary. Notice of each special meeting shall be given at least seven (7) days before the meeting.
- (c) A vote by alternative means may be taken when necessary. Action taken by alternative means shall be verified and made a part of the minutes at the next

meeting of the Board of Directors.

- (d) Meetings of the Board may be conducted with a 24 hour notice through the use of any means of communication by which all participating directors may simultaneously hear each other during the meeting or by which all communication is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors. Prior to the beginning of such a meeting, all directors will be informed that a meeting is being conducted at which official business may be transacted. A director participating in such a meeting is deemed to be present in person at the meeting.
- (e) A member of the Board of Directors who was present at any meeting when action was taken on any matter shall be presumed to have agreed with the action unless that member voted against the action or failed to vote and filed a written dissent with the secretary of the meeting before its adjournment.

Sec. 4.03 POWERS

The Board of Directors shall act as the governing body of the Society during the interim between meetings of the National Convention. It shall protect the charter, exercise the corporate powers and do any and all things by it deemed advisable and not otherwise expressly provided, reserved or prohibited in this Constitution and Laws to carry out the purposes and objects of the Society. It also shall have other powers and perform other duties as may devolve upon it by the laws of the State of Illinois and by this Constitution and Laws.

Sec. 4.04 DUTIES

Without prejudice to the general powers conferred by this section and other powers conferred by statute, by the Articles of Incorporation and by other provisions of this Constitution and Laws, the Board of Directors shall:

- (a) Annually review and may make adjustments to the percentage of adjustment of salary of the National Officers, as adopted by the National Convention and the compensation for the National Directors, fix the per diem to be paid members of the Board of Directors for attendance at meetings and authorize payment to them of their necessary expenses while engaged in the duties of the Society, and fix a per diem reimbursement for the convention delegates;
- (b) Make and change rules and regulations for the management of the Society's business affairs and thus carrying out its purposes and objectives providing they are consistent with this Constitution and Laws.
- (c) Oversee the issuance and payment of benefit certificates in amounts and with rates, mortality and interest bases, and provisions as the Board deems advisable and now are or hereafter may be permitted by the laws of the State of Illinois.
- (d) Remove from office any elected officer or director for improper conduct, failure to perform the duties of the office or other good cause. Any National Officer or National Director of the Society that is removed from office by action of the Board of Directors shall be declared ineligible to run, stand or campaign for any National Officer or National Director position in the future or appear at any National Convention in any official capacity.
- (e) Fill any vacancy in an elective position during the interim between meetings of the National Convention

and fix the salary/compensation for the same, using guidelines approved by the Board of Directors;

- (f) Render decisions as to the interpretation of the laws of the Society, which decisions may be appealed to the National Convention at its next meeting and shall be final and binding on all officers and members, unless and until reversed or modified by the National Convention;
- (g) Employ the management of the Society, including but not limited to the chief operations officer and chief financial officer;
- (h) Employ certified public accountants who shall annually audit the financial records of the Society and submit to the Board a written report of the audit, which shall be published in summary form in the official publication;
- (i) Designate the banks, trust companies or depositories in which funds of the Society shall be deposited and in which investment securities of the Society shall be placed for safe keeping;
- (j) Strengthen the reserves on any and all classes of certificates as deemed necessary or advisable but such action shall not change or affect the contractual rights of any member under any certificate;
- (k) Revise or make such changes in the Ritual of the Society as may be deemed advisable;
- (l) Create or combine courts into regional courts when requested by the courts or when such an arrangement is deemed practical and advisable;
- (m) Approve disbursements of the funds of the Society or designate the officer or officers who may approve such disbursements.

**Sec. 4.05 SURETY BONDS AND
INSURANCE COVERAGE**

The Board of Directors shall procure and maintain in force surety bonds on such officers, directors and employees in at least the amounts as required by the State of Illinois Department of Insurance and insurance coverage in amounts as the Board deems advisable to protect the Society against fire, robbery, burglary, larceny and theft of property and forgery or alteration.

Sec. 4.06 FINANCES

All funds of the Society shall be available for the payment of benefits and of expenses incurred in conducting and furthering the work of the Society. All funds and assets shall be maintained and carried without separation or segregation, but with the maintenance at all times of adequate and sufficient reserves on all outstanding contracts and such contingent and other reserves as the Board of Directors shall determine. Any surplus in excess of required reserves and other liabilities may be distributed through the payment of equitable dividends to members of the Society as the Board may determine.

**ARTICLE V
THE EXECUTIVE COMMITTEE**

Sec. 5.01 EXECUTIVE COMMITTEE DEFINED

The National President, the National Secretary and the National Treasurer shall constitute the Executive Committee and shall, with the assistance of the Executive Vice-President/Chief Operations Officer, act in an advisory capacity to the National President.

Sec. 5.02 POWERS AND DUTIES

The Executive Committee shall have the powers and perform the duties as are provided in this Constitution and Laws and shall perform such additional duties as the Board of Directors may direct. During the interim between meetings

of the Board of Directors, the Executive Committee shall have the power to do and perform all things the Board of Directors might do or perform except as prohibited by this Constitution and Laws and the laws of the State of Illinois.

- (a) May employ any employee and agent as deemed in the best interest of the Society and fix their compensation subject to statutory limitations.

Sec. 5.03 MEETINGS

The Executive Committee may meet at such time as provided by its own rules and shall meet at the call of the National President or upon request of two (2) members of the committee. Two (2) members of the Executive Committee shall constitute a quorum. It shall submit at each meeting of the Board of Directors a summary of actions taken by it since the last Board meeting.

ARTICLE VI NATIONAL CONVENTION

Sec. 6.01 NATIONAL CONVENTION DEFINED

The National Convention shall be composed of the National President, the National Vice President, the National Secretary, the National Treasurer, the seven (7) National Directors and the delegates. Each voting member shall have only one (1) vote. There shall be no proxy votes. At least two-thirds (2/3) of the delegates to the National Convention shall be elected by the courts.

Sec. 6.02 POWERS AND DUTIES

The National Convention shall:

- (a) Be the supreme governing and legislative body of the Society while in session;
- (b) Officially elect the officers and director, and officially install such elected officers and directors

- (c) Fix the compensation and per diem for elected officers and directors as recommended by the Elected Officers Compensation Committee;
- (d) Amend Articles of Incorporation and the Constitution and Laws.
- (e) Ratify recommendations of the Board of Directors for amendments to the Articles of Incorporation and the Constitution and Laws.

Sec. 6.03 REPRESENTATION

The basis of representation to the Quadrennial National Convention shall be appointment as a delegate.

Sec. 6.04 QUORUM DEFINED

A majority of those registered and entitled to vote at the National Convention shall constitute a quorum.

Sec. 6.05 QUALIFICATIONS OF DELEGATES AND ALTERNATES

A member shall be eligible to be appointed as a delegate or alternate to the National Convention and serve as a delegate or alternate when the person is:

- (a) A beneficial member of the Society for at least one (1) year preceding the appointment as a delegate or alternate.
- (b) A member of a court whose audit, election and activity reports have been filed.

Because National Officers and National Directors of this Society are already members of the voting body, they shall not be appointed delegates or alternates from their courts. No officer, director or agent of another fraternal benefit society or life insurance company shall be eligible to be appointed or to serve as a delegate or alternate to the National Convention.

Sec. 6.06 CREDENTIALS

The National Secretary shall issue to each appointed national delegate credentials signed by the National President and the National Secretary.

Sec. 6.07 TERM OF OFFICE OF DELEGATE AND ALTERNATE

The term of office shall expire on the date on which the next regular meeting of the National Convention convenes or at any time that they are no longer a member.

Sec. 6.08 ADMITTANCE TO MEETING

- (a) Delegates whose credentials have been approved by the committee on credentials shall be entitled to be seated at each regular and special meeting of the National Convention. If any credentials were not approved by the committee or the right of any delegate to be seated is contested, the National Convention shall determine which, if any, of the delegates shall be admitted and seated. The National Convention shall be the judge of the election and qualifications of its own members.
- (b) Past members of the Board of Directors and the National Chaplain shall be admitted and entitled to an honorary seat. Members and persons other than members may be admitted on approval of the National Convention. Only accredited delegates and the Board of Directors shall have a voice or vote (on matters brought before the National Convention).

Sec. 6.09 REGULAR MEETINGS

Regular meetings of the National Convention shall be held in every fourth (4th) calendar year during July or August at a time and place as the Board of Directors shall designate. The Board of Directors may postpone any meeting as permitted by the laws of the State of Illinois.

Sec. 6.10 SPECIAL MEETINGS

Special meetings of the National Convention shall be called by the National President when requested by a majority of members of the Board of Directors. The meeting shall be held at a time and place the Board of Directors shall designate. A notice specifying the time, place and object of the meeting shall be mailed by the National Secretary at least twenty (20) days prior to the meeting, to each elected National Officer, National Director, delegate and alternate, and to the president of each court, at the last address of each as shown by the records of the National Secretary.

Sec. 6.11 DELEGATES' EXPENSES

Delegates to the National Convention shall be reimbursed for transportation expenses and receive an expense allowance as established by the Board of Directors.

ARTICLE VII APPOINTIVE OFFICES AND COMMITTEES OF NATIONAL CONVENTION

Sec. 7.01 APPOINTMENT

Prior to or at each meeting of the National Convention, the National President may appoint the offices and committees of the Convention. The term of office shall cease at the conclusion of the Convention unless otherwise ordered by the Convention. The National President shall determine the number of committees and member participants and prescribe the duties of the committees.

Sec. 7.02 COMMITTEES

Committees may be appointed on: constitution and laws, elected officials compensation, nominations, resolutions, appeals, credentials, elections, fraternal activities, rules, religion, and educational programs.

- (a) **CONSTITUTION AND LAWS:** All amendments to the laws of the Society proposed in accordance

with this Constitution and Laws shall be referred to the committee which shall report to the National Convention with its recommendations.

- (b) **ELECTED OFFICIALS COMPENSATION:** The committee on elected officials compensation shall make their recommendation of the compensation for elected officials prior to the call for candidates in the official publication.
- (c) **RESOLUTIONS:** All resolutions submitted to the National Convention by courts in accordance with this Constitution and Laws, except resolutions proposing an amendment to the laws of the Society, shall be referred to this committee which shall report to the National Convention with recommendations.
- (d) **APPEALS:** All appeals to the National Convention made in accordance with this Constitution and Laws shall be referred to this committee which shall report to the Convention with its recommendations.
- (e) **CREDENTIALS:** The committee on credentials shall register the attendance at the National Convention and report to the delegates the number of voting members who have registered.
- (f) **NOMINATIONS:** The committee on nominations shall be composed of a chairperson and five (5) members of the Society. The legal counsel of the Society shall act as an advisor to the committee. No member of the nominations committee may be a candidate for a National Officer position. Committee members cannot be directors or employees of the Society. All applications submitted by candidates for the positions of National Officer or Director shall be delivered to the Nominations Committee for review and determination if such individual meets the qualifications to run for such office. After background checks and review of all

applicants, the Nominations Committee shall prepare and submit a report prior to elections.

- (g) ELECTIONS: The committee on elections shall be composed of beneficial members who are not delegates. The committee shall prepare the ballots. When completed ballots have been counted, the results shall be reported to the National Convention. The presiding officer shall declare the election and install those elected.
- (h) FRATERNAL ACTIVITIES: The committee on fraternal activities shall:
 - (1) Recommend fraternal and benevolent programs;
 - (2) Make recommendations or suggestions for the junior programs (excluding educational programs);
 - (3) Encourage the members to participate in civic projects; and
 - (4) Foster other activities for the good of the Society.
- (i) RELIGION: The committee on religion shall strive to improve the spiritual endeavors of the members and shall encourage the reading of documents from the Vatican and spiritual literature.
- (j) EDUCATIONAL PROGRAMS: The committee on educational programs shall:
 - (1) Evaluate scholarship programs;
 - (2) Review such other educational programs as have been proposed or created by the Board of Directors;
 - (3) Make suggestions or recommendations for future educational programs.

- (k) **RULES:** The rules committee recommends rules for the conduct of the business session of the National Convention.

Sec. 7.03 COMPENSATION

The compensation, if any, for any appointive office or member of a committee who is not a member of the Board of Directors or delegate to the National Convention shall be fixed by the National President, but shall not exceed the amount allowed to a delegate to the Convention.

ARTICLE VIII BENEFIT CERTIFICATES

Sec. 8.01 MAINTENANCE OF RESERVES

If the Society's reserves become impaired, the Board of Directors is authorized to charge each member's certificate with its equitable share of such deficiency. If not paid, the amount of the deficiency so charged shall stand in the general provisions of the certificate (policy). The foregoing shall be applicable to all certificates to all members, including those certificates that have become paid up by their terms or are being continued in force as extended term insurance. No member shall be personally liable for such indebtedness.

Sec. 8.02 MISSTATEMENT OF AGE

If the age of the insured has been misstated, the amount payable under the certificate shall be such as the premiums would have purchased at the correct age, provided that if the correct age was not an insurable age under the Constitution and Laws of the Society, only the net premiums need be returned.

ARTICLE IX APPEALS

Sec. 9.01 TO THE BOARD OF DIRECTORS

All appeals submitted to the Board of Directors in accordance with the provisions of this Constitution and Laws shall be considered and determined by the Board of Directors. Any appeals from a decision of a court pertaining to the suspension or expulsion of an officer or a member shall be considered solely on the records, papers and documents submitted and no new matter of evidence shall be introduced. Its decision shall be final and binding on all officers and members unless appealed to the National Convention.

Sec. 9.02 TO THE NATIONAL CONVENTION

A court, an officer or a member of the Society aggrieved by a decision of the Board of Directors may appeal to the next National Convention; provided that written notice of the appeal, setting forth the conditions shall be filed with the National Secretary within sixty (60) days after the decision is rendered. The National Secretary shall refer the appeal to the committee on appeals at the next meeting of the National Convention together with all records, papers and documents in possession of the Board of Directors relating to the case. No appeal may be presented to the National Convention except through the committee on appeals. The decision of the National Convention on all appeals shall be final and conclusive.

ARTICLE X OFFICIAL PUBLICATION

Sec. 10.01 NAME AND PROVISION

The name of the official publication of the Society shall be *National Catholic Forester*. It shall be published at regular periodic intervals under the direction and approval of the Board of Directors. The National President shall supervise

its publication and with the approval of the Executive Committee, may appoint and fix the salary of an editor. The official publication shall be mailed to each member in good standing according to the records of the National Secretary. Any general notice printed in the publication shall constitute sufficient notice to the membership.

ARTICLE XI PARLIAMENTARY AUTHORITY

Sec. 11.01 RULES OF ORDER

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall guide the Society in all cases to which they are applicable and in which they are not inconsistent with this Constitution and Laws or any special rules of order as have been or may be adopted.

ARTICLE XII MISCELLANEOUS

Sec. 12.01 INDEMNIFICATION

Each director, officer or employee of the Society who is made a party to or threatened with any civil, criminal, or administrative action, suit or proceeding by reason of the fact that he or she is or was such a director, officer or employee, 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. The right of indemnification shall not be deemed exclusive of any right to which directors, officers or employees may be entitled.

The right of indemnification shall be abrogated if a director, officer, or employee is found to be guilty of gross negligence or, in case of criminal proceedings, the person is found to have had reasonable cause to believe that his or her conduct was unlawful.

Sec. 12.02 NOTICE

Written notice shall be considered given when deposited in the mail addressed to an officer of a court or a member at the last known address according to the records of the Home Office.

Sec. 12.03 DEFINITIONS

When used in this Constitution and Laws unless the context otherwise requires:

- (a) Society means National Catholic Society of Foresters;
- (b) Court when not immediately preceded by the word junior means a subordinate unit of the Society;
- (c) Home Office means the principal office of the Society;
- (d) Board of Directors means the Board of Directors of the Society;
- (e) Executive Committee means the Executive Committee of the Society.
- (f) Quadrennial means occurring every fourth year.
- (g) Qualified/qualifications refers to the criteria set forth by the State of Illinois Director of Insurance

ARTICLE XIII AMENDMENTS TO ARTICLES OF INCORPORATION AND CONSTITUTION AND LAWS

Sec. 13.01 BY NATIONAL CONVENTION

- (a) The Articles of Incorporation and this Constitution and Laws may be revised or amended at any regular, adjourned or special meeting of the National Convention by a two-thirds (2/3) vote of those members present and entitled to vote.

- (b) The Articles of Incorporation and this Constitution and Laws may be revised or amended during the interim between meetings of the National Convention in the following manner:
- (1) The Board of Directors, by resolution adopted by a two-thirds (2/3) vote of its members, may submit any proposal for amendment to a referendum vote of the elected delegates from the last meeting of the National Convention;
 - (2) A copy of the proposal shall be sent to the address of each delegate according to the records of the National Secretary. If the records show any delegate to be deceased or disqualified, a copy will be sent to the alternate. The referendum vote shall be taken by mail according to the plan and method approved by the Board of Directors;
 - (3) A proposed amendment shall be adopted upon receiving a two-thirds (2/3) vote in the affirmative of the ballots received within the time specified by the Board of Directors for counting the ballots. The amendment shall become effective on the date the ballots are counted unless a different effective date is specified in the proposal.

Sec. 13.02 PROPOSED AMENDMENTS BY COURTS

- (a) Amendments to the Articles of Incorporation and the Constitution and Laws may be proposed by resolution of the Board of Directors and in this event the Board of Directors may direct that the proposal be submitted at the next regular meeting of the National Convention or at a special meeting called for this purpose or to a referendum vote in accordance with Sec. 13.01.
- (b) Amendments to the Articles of Incorporation and the Constitution and Laws may be proposed by any court

in good standing by filing with the Board of Directors not less than one hundred and twenty (120) days prior to any regular meeting of the National Convention, a written statement signed by the proposer setting forth the proposed amendment or amendments.

- (c) Any amendment proposed by a court which has not been filed as directed in this Article shall not be acted upon by the National Convention unless:
 - (1) A written copy is furnished by the proposer to each delegate at the time of registration.
 - (2) Two-thirds (2/3) of the delegates present and eligible to vote consent to have them acted upon.
- (d) All proposed amendments shall be appended to the call of the National Convention or published in the Society's official publication not less than thirty (30) days prior to the commencement of the National Convention.

Sec. 13.03 EFFECTIVE DATE

All amendments to the Articles of Incorporation and to the Constitution and Laws shall take effect thirty (30) days after approval by the Illinois Department of Insurance, unless otherwise provided.

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