THE
CONSTITUTION

OF THE
POLISH ROMAN CATHOLIC
UNION OF AMERICA

ADOPTED AT THE
60th CONVENTION, Rosemont, IL

AS AMENDED AT THE:
61st CONVENTION, Toledo, OH
62nd CONVENTION, Dearborn, MI
63rd CONVENTION, Oak Brook, IL

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CERTIFICATE OF INCORPORATION

STATE OF ILLINOIS
Department of State
Henry D. Dement, Secretary of State

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETINGS:

WHEREAS, a Certificate duly signed and acknowledged having been filed in the Office of the Secretary of State, on the 16th day of December, A.D. 1887, for the organization ofthe

POLISH ROMAN CATHOLIC UNION OF AMERICA

under and in accordance with the provisions of "an Act concerning Corporation" approved April 18, 1872, and in force July 1, 1872, a copy of which certificate is hereto attached.

Now, therefore, I, Henry D. Dement, Secretary of the State of Illinois, by virtue of the powers and duties vested in me by law, do hereby certify that the said POLISH ROMAN CATHOLIC UNION OF AMERICA is a legally organized corporation under the laws of this State.

IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the great Seal of State. Done at the City of Springfield, this 16th day of December, in the year of our Lord, one thousand eight hundred and eighty seven, of the Independence of the United States the one hundred and twelfth.

HENRY D. DEMENT
Secretary of State

Recorded in Cook County, Illinois, July 16, 1889 Doc. 1129263, Book 30, Corporation Records page 602.

WILLY S. SCRIBNER,
Recorder

LICENSE

STATE OF ILLINOIS
Insurance Department

Springfield, September 17, 1898

WHEREAS, the POLISH ROMAN CATHOLIC UNION OF AMERICA, located at Chicago in the State of Illinois, a fraternal beneficiary society, has made application for permission to continue to transact business within this State under the provisions of an act of the General Assembly of the State of Illinois entitled "An Act to provide for the organization and management of fraternal benefit societies for the purpose of furnishing life indemnity of pecuniary benefits to the 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, 1895. And has otherwise complied with the requirements of the said act which are applicable to said Society.

Now, therefore, I, James R.B. Van Cleave, Insurance Superintendent of the State of Illinois, by virtue of the power vested in me and the duties imposed upon me by the act aforesaid, do hereby authorize and grant permission to said POLISH ROMAN CATHOLIC UNION OF AMERICA to transact business in the State of Illinois as a fraternal beneficiary society in conformity with the provisions, requirements and conditions of the act aforesaid.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of my office at Springfield, the day and year first above written.

JAMES R.B. VAN CLEAVE,
Insurance Superintendent.

(SEAL)

SECTION ONE

Article 01A Preamble

1. The Polish Roman Catholic Union of America (the "UNION") is incorporated under the laws of the State of Illinois, and its principal office is located in Chicago, Illinois. It was organized on the 3rd day of October, 1873, granted a Charter by the State of Illinois on December 16, 1887, which was recorded in Cook County, State of Illinois, on July 16, 1889.

Article 01B UNION

1. The UNION is a Fraternal Benefit Society (as the term is defined under Illinois Statutes) which operates and maintains a Life Insurance Department and a Fraternal Department for the benefit of its members.

2. The UNION maintains a close bond with the Roman Catholic Church. It also maintains cultural union with Poland, the country of our forefathers.

Article 01C Purposes

1. The Purposes of this Fraternal Benefit Society, which exists solely for the benefit of the members of the UNION, and their beneficiaries, shall be to:

    a. unite its members fraternally for social, cultural, religious, benevolent and intellectual improvement, in accordance with the Constitution and By-Laws of the UNION;
    b. operate and maintain a Life Insurance Department and a Fraternal Department;
    c. engage in any lawful and moral, social, cultural, religious, benevolent, intellectual, educational, charitable, fraternal, or patriotic activity for the benefit of the members of this UNION or the public as the Board of Directors may determine;
    d. promote the spirit of charity through support of worthwhile endeavors:
    e. arrange patriotic gatherings commemorating American and Polish national and religious affairs;
    f. publish the publication known as NARÓD POLSKI and such other publications, collateral materials and/or websites as may be deemed necessary by the UNION; and
    g. engage in the insurance business and in any other business reasonably incidental to the insurance business and to form or acquire subsidiaries (in furtherance of the Purposes) to the extent permissible under state laws.

Article 01D Language

1. The UNION is bilingual in character and has two official languages, English and Polish. The minutes and records of the Convention, the Board of Directors, and Executive Committee shall be officially kept in English and any in Polish will be considered translations.

2. All pronouns and any variations thereof are deemed to refer to the masculine, feminine, neuter, singular or plural as the identity of the person, persons, or entity may require; this word usage applies to the Articles of Incorporation, Constitution and By-Laws of the UNION.

3. When a time period in which to act ends on a Saturday, Sunday, or holiday the period continues to run until the next business day that is not a weekend or holiday.

4. Unless otherwise stated, the terms "Articles of Incorporation," "Constitution," "By-Laws," "Directors," "Officers," "Executive Committee," "President," "Vice-President," "Secretary-Treasurer," and "Chaplain" shall refer to and be defined as the Articles of Incorporation, Constitution, By-Law, Directors, Officers, Executive Committee, President, Vice-President, Secretary-Treasurer, and/or Chaplain of the UNION.

Article 01E Robert's Revised Rules of Order

1. ROBERT'S REVISED RULES OF ORDER shall govern except where otherwise specifically provided in the Articles of Incorporation and the Constitution and By-Laws of the UNION.

SECTION TWO – MEMBERSHIP

Article 02A Membership

1. Individuals of Polish ancestry or those who support the Purposes of the UNION, may be eligible for membership in the UNION if they meet the requirements for membership established by the UNION, apply for membership upon a form in use by the UNION, and are accepted into membership in accordance with the rules, procedures and rituals of the UNION.

Article 02B The UNION and its Members

1. Membership of the UNION is limited to insured, social, and honorary members who shall be considered adult members unless they meet criteria of being a juvenile member.

2. An insured member shall be defined as follows:

    a. Any member who pays their insurance premium to their Society or annuity deposit to the Home Office, Society dues, and who upholds the Constitution and By-Laws of the UNION; and
    b. Any member whose Benefit Certificate is "Paid Up", or who has a Single Premium Certificate, and continues to pay their dues to their Society, and who upholds the Constitution and By-Laws of the UNION.

3. A social member is one who pays their dues to the Society and who upholds the Constitution and By-Laws of the UNION. This member currently has no Benefit Certificate. Social members shall have the privileges of membership, except for:

    a. matters pertaining to insurance;
    b. participation in Nationally Subsidized Programs offered by the UNION unless approved by the Board of Directors;
    c. holding office;
    d. voting for Officers, Directors, Chaplain, or Delegates; and
    e. serving as a Delegate to the Convention from their Society.

4. An honorary member is a distinguished personage whom the Convention or the Board of Directors has deemed fit to select because of their exemplary contributions to the UNION or among the Polish people. Such member shall only have the privileges expressly granted by the Convention or Board of Directors and no others.

5. A juvenile member is one who has Certificate(s) in force in the Juvenile Division of the UNION; such Certificate(s) shall be issued upon the lives of children for

whose support and maintenance a member of the UNION or one eligible to be a member of the UNION is responsible.

A Child may be admitted as a juvenile member from birth up until age of sixteen (16); at age sixteen (16) the child will become an adult member.

When the ownership provision is selected at the time of completion of the original application, an applicant on a Juvenile member Certificate or the duly appointed successor of the applicant will have control and continue to be the owner of the insurance Certificate until such time as the applicant or duly appointed successor deems it appropriate to transfer ownership of the Certificate to the Juvenile member. If no ownership provision is elected at the time of completion of the original application, then the applicant will be the owner of the insurance Certificate until the adult attained age of the Juvenile member. At that time, ownership is automatically transferred to the insured member.

Article 02C Application for Membership

1. One may become a member of the UNION only by joining a Society already in existence or one being organized.

2. A candidate shall be entitled social member status, if Society dues are paid, until their application is approved.

3. Initiation fees and dues to the Society are left to the discretion of the Society. The Society may abolish the initiation fee temporarily orpermanently.

SECTION THREE – CONVENTION

Article 03A Convention

1. The supreme legislative, judicial and executive power of the UNION, the ability to revise, edit and/or adopt a Constitution and By-Laws shall be vested in the Convention.

2. The Convention shall meet every four (4) years commencing not later than the second Sunday in August 1982, and each quadrennial thereafter, chosen by the Executive Committee and approved by the Board of Directors no less than one (1) year prior to the Convention.

3. The Board of Directors may, by a vote of two-thirds (2/3) of its members, direct that the Convention be held virtually or as a hybrid event.

4. The President convokes the Convention by a proclamation in March of the Convention year.

5. The word Delegate as used in the Constitution, By-Laws and other official documents of the UNION shall mean elected Delegates and Delegates-at-Large, except when it is specifically referenced to an elected Delegate of a Society, which in that case excludes Delegates-at-Large.

6. One-third (1/3) of the Delegates present at the Convention shall constitute a quorum. A session of the Convention not having a quorum shall, however, have the right to adjourn sessions and to compel any absentee Delegates to be present at the session under fine to be imposed in each case.

7. The Convention shall have the power to:

    a. pass, levy assessments and prescribe the ways of collecting;
    b. establish all offices and define the manner in which they shall be filled;
    c. declare and interpret rules of conduct for the Societies, Departments, Branches, Officers and Officials;
    d. correct, change and improve the Constitution and By-Laws;
    e. hear the Officers' reports;
    f. elect the Officers, Directors and Chaplain;
    g. fix the salary of the Officers and Officials;
    h. give instructions to the Board of Directors;
    i. change and improve on the order of deliberations;
    j. sit as a court and to render decisions; and
    k. make decisions that will accrue to the welfare and development of the UNION within all applicable laws, rules, and regulations.

8. The Convention shall elect the following:

a. President,
b. Vice President,
c. Secretary-Treasurer,
d. National Chaplain
e. Directors of the UNION shall consist of nine (9) Directors-at-Large

Article 03B Special Convention

1. A Special Convention may be called into session by a two-thirds (2/3) vote of the entire Board of Directors at a Board Session and a proclamation by the President, whenever the circumstances are so critical that the welfare, progress, peace or existence of the UNION is placed in jeopardy. Such call and proclamation for the Special Convention will clearly and distinctly set forth the purpose for which the Special Convention is called. Reasonable notice shall be given to eligible Delegates to the Special Convention. The Special Convention shall be composed of the Delegates (or their Alternates) and Officers of the preceding Convention and of newly elected Delegates or Alternates to fill vacancies. Each Society shall have the same number of Delegates as at the preceding regular Convention. No business may be taken up at such Special Convention except for the purpose for which called.

2. The Board of Directors may, by a vote of two-thirds (2/3) of its members, direct that a Special Convention be held virtually or as a hybrid event.

Article 03C Ballot in Lieu of Special Convention

1. In lieu of calling a Special Convention, and provided such circumstance exist as set forth in Article 03B(1), the Board of Directors may send a ballot containing a proposed resolution to all the Delegates for a Special Convention. Each Society shall have the same number of Delegates as at the preceding regular Convention. A resolution shall be adopted upon receipt of signed ballots with votes equal to the number of votes that would have been needed to adopt the resolution at a Special Convention at which all Delegates were present.

Article 03D Amending Constitution by Convention

1. To add or to change the Constitution requires the approval of two-thirds (2/3) of the Delegates at the Convention.

2. Any change to the Constitution enacted becomes effective thirty (30) days after it has been approved by all required State Insurance Commissioners.

Article 03E Delegates to the Convention

1. Every adult member with a Benefit Certificate may become a Delegate to the Convention provided they have been a member of the UNION and Society for at least one year on the opening date of the following regular Convention, and provided the member fulfills all of the obligations applicable to members of the UNION as outlined by the Constitution and By-Laws.

2. The Convention of the UNION shall be composed of Delegates, or their Alternates elected by Societies.

3. All national Officers, Chaplains, and members of the Board of Directors during their term and past national Officers, Chaplains and Directors are automatically Delegates to the Convention. This does not reduce the Delegate count of the Societies in which they belong. They are Delegates-at-Large.

4. Insured Members that are not qualified to be a Delegate:

    a. A member delinquent to the UNION more than two (2) months in payments of their assessments may not be a Delegate.
    b. A member who is a current officer, director, or chaplain of the central body of any other Fraternal Benefit Society or Insurance Company or an officer of any of its branches or a delegate to any other Fraternal Benefit Society Convention cannot be a Delegate to any of the Conventions of the UNION. This prohibition does not apply to any officer, chaplain, or director of an insurance company or any of its branches, in which the UNION has a financial investment and interest, such an officer, chaplain or director may be a Delegate to the Convention of the UNION

5. Societies that are not entitled to send a Delegate:

    a. Societies that do not meet the requirements of being an active Society as defined by the By-laws of the Union by the date of the Proclamation of Convention are not allowed to submit Delegates to the Convention.
    b. A Society delinquent to the UNION more than two (2) months in its assessments loses its right to representation at the Convention.

6. Every Delegate has full rights as a member of the Convention. The Delegate may be deprived of their rights by vote of the Convention.

Article 03F Committees of the Convention

1. Arrangements Committee
2. Budget and Grievance Committee
3. Candidates Qualification Committee
4. Committee on Credentials
5. Committee on Rules and Order
6. Constitution Committee
7. Election Committee
8. Young Adult Committee
9. Other Committees the Convention deems necessary

Article 03G Order of the Convention's Business

1. On the first day of the Convention and before the opening of the first session of business, the Delegates, the UNION's Officers, and Board of Directors shall attend Holy Mass at a Roman Catholic Church. During the Convention, a Memorial Mass will be held for the deceased members at a place and time convenient to the Convention's Schedule.

Article 03H Duties of the Officers of the Convention

1. The Officers of the Convention consist of the Chair, Vice Chair and Secretary.

2. The Chair of the Convention as presiding Officer of the Convention:

    a. directs and rules on all the acts of the Convention;
    b. is an ex officio member of all Convention Committees;
    c. submits to the Convention business as heretofore outlined:
        i. opens and adjourns sessions;
        ii. recognizes and declares out of order Delegates wishing to speak;
        iii. decides all questions with reference to parliamentary rules;
        iv. supervises voting and announces its results;
        v. gives information with reference to the order of the Convention's business when asked by the Convention;
        vi. confirms all acts of the Convention;
        vii. excuses Delegates from sessions when the Chair decides;
        viii. appoints as outlined in the By-Laws all the Committees of the Convention and submits such appointments to the Convention for approval;
        ix. approves the minutes of the Convention;

x. has the right to vote upon every question, but can only vote once on a question; in the case of tie vote, the Chair can only break a tie vote if the Chair has not yet voted on the question;
xi. any decision of the Chair in matters or order and parliamentary rules may be appealed to the Convention; the Convention's decision on any such appeal shall be final; and
xii. if the Chair decides to run for an Office of the UNION, they must first resign as Chair before seeking any Office of the UNION.

3. The Vice Chair of the Convention, when performing the duties of the Chair, possesses the rights and privileges of the Chair.

4. The Secretary of the Convention:

   a. has charge over their assistants and has the right to assign to them any duties properly belonging to their office;
   b. has the duty to keep and supervise the keeping of true and accurate records of all the acts of the Convention, and to write the minutes of each session and to submit such to the Convention at the next following session for approval;
   c. shall conduct all correspondence and communications of the Convention, and present copies of same to the Convention at its or its Chair's request;
   d. shall note the Convention's disposition of motions made;
   e. with the Chair of the Convention must certify to the amendments to the Articles of Incorporation, the Constitution and By-Laws before the Convention adjourns;
   f. shall keep in charge all documents, write up all the minutes and authenticate them jointly with the Chair and surrender such to the President of the UNION within thirty (30) days from the adjournment of the Convention,

5. The Sergeant-at-Arms has charge over their assistants, and it is their duty to keep order on the Convention floor. The Sergeant-at-Arms and their assistants are subject to the orders of the Chair of the Convention.

6. The Convention minutes in their entirety shall be published and distributed to all Officers, Delegates, Societies and Circuits, and any member who so requests them within one hundred-eighty (180) days of the adjournment of the Convention.

7. Officers of the Convention shall not receive any compensation until all tasks and duties required by the Constitution and By-Laws and approved by the Conventions are completed. The completion of these tasks is to be certified by the Budget and Grievance Committee.

Article 03I Nomination of Officers, Directors, and Chaplain

1. Only a Delegate meeting the following requirements shall be nominated for the position of Officer, Director or Chaplain and may be a candidate for that office in the UNION:

    a. the Delegates must personally be present at the Convention within the time frame of the first session on the second day of the Convention;
    b. must have been a member of the UNION for at least five (5) years;
    c. is a citizen of the United States of America;
    d. has indicated their desire to run for the specified office or their name and qualifications have heretofore been presented to the Candidate Qualifications Committee with the consent of the candidate;
        i. such an announcement must be forwarded to the Candidates Qualification Committee and postmarked, deposited with a nationally recognized courier service or received electronically (i.e., via email or facsimile) by May 30 of the Convention year;
        ii. once approved by the Candidates Qualifications Committee, the names and qualifications of all qualified candidates for each office must be published in an issue of the NAROD POLSKI and provided to all voting members at least thirty (30) days prior to the Convention;
    e. has met the qualifications of either a Bachelor's degree, Chartered Life Underwriter (CLU), or a minimum of five (5) years of experience in financial planning, business administration, and/or managerial/organizational leadership;
    f. owns an annuity and/or life insurance policy with the UNION that has a value of at least, Five Thousand and 00/100 Dollars ($5,000.00);
    g. agrees to complete at least four (4) Life Office Management Association (LOMA) courses during the first six (6) months of the term of office;
    h. agrees to attain an Associate Life Management Institute (ALMI) designation within in twenty-four (24) months if nominated for an Officer position;
    i. agrees to attain an Associate Life Management Institute (ALMI) designation within in forty-eight (48) months if nominated for a position of Director or Chaplain; and
    j. agrees to comply with the Standing Rules for the Officers, Directors, and Chaplain of the UNION.

2. No two members of a family, either by birth or by marriage, shall be permitted during the whole or any part of the same term to be Executive Officers. Members of a family shall include spouses, children, children-in-law, stepchildren, parents, parents-in-law, grandparents, grandchildren, siblings and the children of siblings.

3. No two members of a Nuclear Family shall be permitted, during the whole or any part of the same term, to serve as a member of the Board of Directors. Nuclear

Family means familial relationships only including husband and wife, parent and child and brother and sister. If and in the event that two or more members of a Nuclear Family shall, at a Convention, run for and receive enough votes to be entitled to be a member of the Board of Directors, then only that member of the Nuclear Family who has received the most votes (between the two Nuclear Family candidates) from the Delegates at the Convention shall be entitled to take the oath and serve the term on the Board of Directors.

4. No person who has been convicted of a felony, before a court in the United States of America or in a foreign jurisdiction, may serve or hold office as an Officer, Director, or Chaplain of the UNION.

Article 03J Election of Officers, Directors, and Chaplain

1. The manner of casting the ballots by the Delegates and the order of election shall be arranged and announced by the Election Committee.

2. A candidate for Officer, Director or Chaplain of the UNION cannot be a member of the Election Committee.

3. Every candidate may be present at the counting of the votes either in person or by their representative.

4. The Election Committee shall count the votes immediately after the voting. To be elected an Officer, Director or Chaplain of the UNION, the candidate must receive a majority of the valid votes cast for that office.

5. If, for any office, there is no more than one candidate, then in that case, upon appropriate motion, duly seconded and passed, the Secretary of the Convention shall be directed to cast a unanimous ballot for that candidate, and the office and the candidate's name shall not be printed or appear on the ballot in any form.

6. A candidate for any office may demand a recount of votes immediately after the announcement of the results of the election.

SECTION FOUR – SUPREME GOVERNING BODY

Article 04A Executive Power

1. The Executive Power of the UNION between Conventions shall be vested in the Board of Directors, which shall be composed of the Directors and Chaplain, elected at the Convention and the Executive Committee, as provided in Articles of Incorporation as amended and the Constitution and By-Laws of the UNION.

2. The Executive Committee, composed of the President, Vice President and Secretary-Treasurer (who are Officers of the UNION) shall be vested with powers of day-to-day operations of the UNION, as set forth by the Convention and Board of Directors.

3. Any Officer, Director or Chaplain of the UNION may be suspended or removed from office by the Board of Directors at a Board Session, for nonfeasance, misfeasance, or malfeasance. A two-thirds (2/3) of the vote of the Board of Directors is required to remove such an Officer, Director or Chaplain. The Officer, Director or Chaplain thus suspended or removed may demand a trial and appeal the decision of the Board of Directors to the Convention.

4. The Board of Directors may suspend the salary of any Officer, Director or Chaplain who becomes incapacitated during the term of their office for a period of more than three consecutive months. The suspension of salary shall continue until such incapacity to carry out the duties of their office is removed. The Board of Directors shall be the sole judge of when such incapacity is removed.

5. In the event of a vacancy to the office of the President of the UNION by death, resignation, removal or permanent disability, the Vice President shall immediately succeed to the office of President of the UNION. In the event that the Vice President cannot or refuses to perform the duties of the office of the President of the UNION, the Secretary-Treasurer shall assume the office of President of the UNION until the next Convention.

   The Board of Directors then must go about the business of replacing the vacated position of Vice President or Secretary-Treasurer according to the procedure outlined in the Constitution of the UNION.

   Should the Secretary-Treasurer also choose not to assume the position of President of the UNION, then the Secretary-Treasurer shall give notice and call for a special meeting of the Board of Directors of the Union within thirty (30) days after the vacancy for President of the UNION has been declared for the purpose of filling that existing vacancy.

The Vice President assumes the position of "President Pro Tempore" until an Interim President is elected.
The vacancy for President of the UNION shall be filled by a current member of the Board of Directors in good standing, by a two-thirds (2/3) majority vote of the members of the Board of Directors. The person elected as "Interim President" will then fill the remainder of the previous President of the UNION's term of office.

The "Interim President" shall serve and have the same powers and duties of the President of the UNION until such time as the regularly scheduled elections are held at the next Quadrennial Convention of the Union.

6. In the event of the death, resignation, removal or incapacitation of all Officers of the UNION, the vacancy for President of the UNION shall be filled by a current member of the Board of Directors in good standing, by a two-thirds (2/3) majority vote of the members of the Board of Directors. The person elected assumes the position of "President Pro Tempore". The Board of Directors shall call for a Special Convention to elect interim Officers of the UNION.

7. The Board of Directors shall hold regular meetings at least quarterly and such meetings are to be referred to as Board Sessions of the Board of Directors.

8. A compilation of the reports from the Board of Directors shall be made available to any member in good standing requesting such reports from the Secretary-Treasurer of the UNION.

9. The salaries of the Officers, Board of Directors and Chaplain shall be approved by the Convention upon the recommendations of the Budget and Grievance Committee and shall be reviewed annually, adjusted by the Budget and Grievance Committee, and submitted for approval by the Board of Directors; the salaries of all appointed heads of Departments and office staff shall be determined and set by the Executive Committee.

10. The new Executive Officers and Board of Directors of the UNION shall take their offices on the second Sunday in September following the Convention. Before the installation of the new Executive Officers and Board of Directors, the retiring UNION Officers and Board of Directors must not pass resolutions, issue orders, or enter contracts binding upon the incoming Officers and Board of Directors.

11. In the event of the absence of any Officer of the UNION, except the President and Vice President, or their inability to act, the Board of Directors at a Board Session shall have the power to temporarily fill such vacancy.

12. The Board of Directors at a Board Session shall have the power and authority to pass upon and approve mergers with other Fraternal Organizations by a referendum to the Delegates to the last Convention.

13. The Board of Directors at a Board Session shall have the power to consolidate two or more inactive Societies upon the request of an Officer of the UNION or member of the Board of Directors and shall prescribe the necessary rules and regulations to carry the same into effect.

14. The Executive Committee shall recommend the General Counsel, Editor, Actuary, and Assistant Chaplain as deemed necessary for appointment by the Board of Directors.

15. The Board of Directors shall provide provisions for Committees as required by the Constitution of the UNION, outlined in the By-Laws and deemed necessary to protect and promote the welfare and best interests of the UNION, but limited by the powers granted the Board of Directors by the Constitution and By-Laws as amended.

16. The Board of Directors shall have the full power and authority to do any and all other acts necessary to protect and promote the welfare and best interests of the UNION but limited by the Constitution and By-Laws as amended and within the limits of the law.

17. The Board of Directors shall be empowered to create such additional business holding companies as for-profit subsidiaries, joint ventures or as otherwise legally necessary to conduct business found to be beneficial to the UNION.

Article 04B Amending the Constitution, By-Laws and Articles of Incorporation by the Board of Directors

1. In case any of the provisions of the Constitution, By-Laws and Articles of Incorporation may conflict with or shall hereafter conflict with any laws, statutes, ordinances, regulations, court decisions, and/or regulatory decisions and/or rulings by the Insurance Department or any other governmental entity or regulatory agency having jurisdiction over the UNION that have the effect of law in any State of the United States in which the UNION shall be licensed to do business, the Board of Directors shall have the authority from time to time to amend the Constitution, By-Laws and Articles of Incorporation by resolution so as to comply with such laws, statutes, ordinances, regulations, decisions, and/or rulings. When the Board of Directors, pursuant to the provisions of this Section, shall amend the Constitution, By-Laws or Articles of Incorporation, notice of such Amendments shall be given by publication in the NAROD POLSKI. From, and after the date of such publication, said amendment or amendments shall be binding upon every member of the UNION and upon all those deriving legal rights from every such member, until altered, amended, or repealed by the Convention at a Regular or Special Session.

2. To add or change the By-Laws, by the Board of Directors, the following actions

will be required:

a. any proposals from the Board of Directors or members of the UNION should be directed towards the Secretary-Treasurer of the UNION;
b. the Secretary-Treasurer should direct the correspondence to the Constitution Committee or if not present, to the President;
c. once reviewed by the Constitution Committee, it shall be presented to the Board of Directors in language appropriate to the context of the By-Laws, and be published in the NAROD POLSKI a minimum of thirty (30) days prior to the review by the Board of Directors as a notice to the members of the UNION;
d. if within sixty (60) days of the notice to members of the UNION, there are no written complaints, approval by the Executive Committee and adoption shall require two-thirds (2/3) votes at a Board of Directors Session;
e. written complaints subject to the By-Laws must be in writing and sent to the Secretary-Treasurer of the UNION within sixty (60) days of notice to members of the UNION who will then forward to the Constitution Committee or Executive Chair as required.

Article 04C Term of Office for Officers, Directors, and Chaplain

1. All Officers, Directors, and Chaplain of the UNION shall be elected for the next ensuing quadrennial term and shall serve until their successors are duly elected and qualified.

2. All elected Officers and Directors may hold office for three (3) consecutive full four year terms, but after expiration of such terms, they may seek some other office.

Article 04D Duties of Elected Officers, Directors, and Chaplain

1. All elected and appointed Officers of the UNION shall perform their duties as prescribed by the applicable federal and state insurance statutes and laws, Constitution and By-Laws of the UNION, and approved actions of the Convention. Further the Officers of the UNION shall:

    a. have custody of all deeds, leases, contracts and other important corporate documents;
    b. see that all reports, statements and other documents required by law to be filed are properly filed; and
    c. perform such other duties as are specifically imposed upon them by the Board of Directors.

2. No Officer, member of the Board of Directors, or Chaplain of the UNION

a. may hold more than one office in the UNION; and
b. may serve on any special Committee of the UNION except the Committees of the Board of Directors.

3. No spouse, parent, parent-in-law, child, child-in-law or sibling of an Officer, member of the Board of Directors or Chaplain of the UNION shall be a salaried or contract employee of the UNION in its offices.

4. No Officer, member of the Board of Directors, or Chaplain of the UNION acting in their official capacity, shall transact any business for their personal benefit or the benefit of their immediate family that would pose a conflict of interest or the appearance of a conflict of interest.

5. Officer, Director, and Chaplain Education Requirements

   a. Each Officer, Director and Chaplain shall complete four (4) Life Office Management Association (LOMA) courses, selected by the Executive Committee, and paid for by the UNION during the first six (6) months of their elected term of office;
   b. Each Officer of the UNION shall complete courses for the ALMI (Associate Life Management Institute) designation and obtain an insurance producers license within state of residence, within twenty-four (24) months of their elected term of office;
   c. Each Director or Chaplain shall complete courses for the ALMI Associate Life Management Institute (ALMI) designation within in forty-eight (48) months of their elected term of office; and
   d. Any Officers, Director, or Chaplain of the UNION who fails to comply with the applicable Education Requirements, listed in paragraphs 5a., 5b., and 5c., above shall be removed from office by the Board of Directors by majority vote at a regular Board Session unless the Officer, Director, or Chaplain shows good cause for their failure to comply. Any Officer, Director, or Chaplain thus removed may demand trial and appeal from the decision of the Board of Directors to the Convention. Said procedure for removal shall be exclusive to this section, notwithstanding the provisions of Article 04A.3 of the Constitution.

Article 04E Appointed Officers' Duties

1. The First Vice Chaplain and Second Vice Chaplain are ex officio members of the Board of Directors without voting rights.

2. The General Counsel, Editor, Medical Director, Actuary, and Chaplain shall provide reports to the Board of Directors' Board Sessions and shall be present at Board Sessions as requested by the Board of Directors to review the progress of the UNION.

3. No appointed officer of the UNION, executive or head of department acting in their official capacity, shall transact any business for their personal benefit or the benefit of their immediate family that would pose a conflict of interest or the appearance of a conflict of interest.

4. All past presidents of the UNION are "Honorary Presidents" of the UNION. The immediate past President shall serve as an ex officio member of the Board of Directors, without voting rights or remunerations, for one (1) year following the election at the last Quadrennial Convention.

Article 04F Official Bonds

1. Corporate surety bonds shall be secured and the premiums paid for by the UNION for the President and any other Officer, employee or agent of the UNION designated by the Board of Directors in an amount as determined by the Board of Directors.

Article 04G Limitation of Director Liability and Indemnification

1. To the extent permitted by law, the UNION does hereby agree to indemnify and hold harmless each Officer, Director, Chaplain, or employee serving the UNION against liability for any claims or causes of action which may be made against any of the above stated individuals, of any kind or nature, for such acts or omissions which would arise in the performance of their duties. The UNION shall agree to pay any damages on behalf of any of the above stated individuals for which they may be held liable. The UNION shall agree to pay any and all expenses which may be incurred by any of the above stated individuals, including, but not limited to payment of reasonable attorney fees for defense of any claims or cause of action made whatsoever. The foregoing shall not apply in the event such claims are a result of the above referenced individual's own intentional, malicious, or criminal acts.

2. The UNION shall maintain insurance on Officers, Directors and Chaplain against liability for acts or omissions in the performance of their duties as determined by the Board of Directors.

Article 04H Committees

1. Designation

    a. By resolution, the Board of Directors may designate Committees. Each

Committee will consist of two or more Directors. The Board of Directors may designate other Directors as alternate members of any Committee. In the absence or disqualification of any member of any Committee and any alternate member in the Committee member's place, the member or members present at the meeting and not disqualified from voting, whether the member or members constitute a quorum, may by unanimous vote appoint another Director to act at the meeting in the place of the absent or disqualified Committee member.

b. To the extent provided by resolution of the Board of Directors or this Constitution, a Committee shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the UNION; however, no Committee shall:
    i. authorize or approve distributions except according to a formula or method, or within limits, prescribed by the Board of Directors;
    ii. fill vacancies on the Board of Directors or, except as provided in Article 04H (1a), on any of its Committees; or
    iii. adopt, amend or repeal By-Laws.

2. The creation of a Committee and appointment of its members must be approved by the greater of (a) a majority of all the Board of Directors in office when the action is taken, or (b) the number of Directors of the Board of Directors required to take action outlined in the Constitution, By-Laws or Charter of the Committee.

3. Committee Rules

    a. Unless the Board of Directors provides otherwise, each Committee of the Board may make, alter, and repeal rules for the conduct of its business. Each Committee shall keep minutes of its meetings, and all action taken by it shall be reported to the Board of Directors.

4. Other Committees

    a. The Board of Directors may establish such other standing or special Committees the Board of Directors as it may deem advisable, consisting of not less than two (2) Directors. The members, terms, and authority of any such Committee shall be as stated in the resolutions establishing the same.

SECTION FIVE – DISTRICTS AND CIRCUITS

Article 05A Organization of Districts

1. Societies of the UNION shall be organized into ten (10) Districts. Societies within the boundaries shall be part of that District and all aspects of the District allowed by the Constitution and By-Laws of the UNION. The boundaries of these Districts are:

District 1	Composed of Massachusetts, Vermont, New Hampshire, Connecticut and Rhode Island.
District 2	New York
District 3	Pennsylvania
District 4	Composed of Delaware, Florida, Georgia, Maryland, New Jersey, and North Carolina
District 5	Composed of Ohio and West Virginia
District 6	Composed of Arizona, Arkansas, California, Kansas, Minnesota, Missouri, Nebraska, Texas and Wisconsin.
District 7	The entire state of Illinois NORTH of the dividing line defined as Roosevelt Rd (RT 38) from Lake Michigan continues west on Rt. 38 to Dixon, Illinois to Route 88 West in Dixon, Illinois and continue west on Rt. 88 through the state of Illinois to the Mississippi River.
District 8	The entire state of Illinois SOUTH of the dividing line defined as Roosevelt Rd (RT 38) from Lake Michigan continues west all the way down to the Mississippi River except the area of Illinois from 67th Street on the north, west from Lake Michigan to Western Avenue, south on Western Avenue to Southwest Highway, west on Southwest Highway to Cicero Avenue, Cicero Avenue south to Interstate 57 to the boundaries of Cook and Will County.
District 9	The entire state of Indiana and the included area of the state of Illinois from 67th Street on the north, west from Lake Michigan to Western Avenue, south on Western Avenue to Southwest Highway, west on Southwest Highway to Cicero, Cicero to Interstate 57, east to Interstate 57 to the boundaries of Cook and Will County.
District 10	Michigan

Article 05B Organization of Circuits

1. The Circuits that are grandfathered since the 54th Quadrennial Convention are within the boundaries of the District to which the Societies belong.

2. No new Circuits will be formed after the closing date of the 54th Convention. Those Circuits that are in active existence as of the closing date of the 54th Convention shall be allowed to remain active and shall be accorded all of the rights and privileges as enumerated in the Constitution and By-Laws of the UNION as of and amended by the 53rd Convention of the UNION.

SECTION SIX – SOCIETIES

Article 06A Organization of Societies

1. An application for the formation of a new Society must be filed with the Secretary-Treasurer of the UNION and will be forwarded to the Board of Directors. The Board of Directors, at a regularly scheduled Board of Directors session, will then grant or refuse the application. Such application must be signed by at least eleven (11) applicants, who shall be known as Organizers of the Society.

2. The several members of the UNION shall group into local Societies recorded in the books of the UNION by name and in numerical order.

Article 06B Societies, Their Suspension and Reinstatement

1. A Society is active and in good standing when it has paid all its dues and assessments in the prescribed time, and has fulfilled all of the requirements of the Constitution and By-Laws of the UNION.

2. The Board of Directors may order the suspension of a Society or Circuit for one or more of the following causes:

    a. for failure to hold regular meetings;
    b. for non-payment of assessments or other dues to the UNION within the prescribed time;
    c. for failing to fulfill the requirements of the Constitution and By-Laws of the UNION and the mandates of the Board of Directors;
    d. for non-response from all officers of the society.

3. The Secretary-Treasurer informs the Society as to whether the amount remitted for its assessments corresponds with his records and for this purpose the Secretary-Treasurer should maintain a complete and accurate list of members of each Society.

4. In case of an unjust suspension of the Society, the Society may appeal to the Board of Directors within sixty (60) days by filing of the proper declaration with the Secretary-Treasurer.

5. A suspended Society may be reinstated within ninety (90) days from the date of suspension. A Society suspended for more than ninety (90) days cannot be reinstated nor can the suspension be annulled by anyone, unless all of its members submit satisfactory evidence of insurability and pay up all assessments and dues for the period of their suspension; however, any member of a suspended Society who can furnish proof that his assessments and dues have been paid up to date

shall have the privilege of transferring to another Society by petitioning the Board of Directors, without submitting evidence of insurability.

6. Five (5) or members of a suspended Society may present to the Board ofDirectors a petition for reinstatement and then, the President, upon receipt of such petition, may reinstate it. These reinstated members, together with other members that have joined them shall receive the license of the Society or its copy, should the original be lost, together with the personal property and all the effects in the custody of the Board of Directors.

7. A petition for reinstatement must be filed within six (6) months following notice of suspension. Failure to file a petition for reinstatement within six (6) months of suspension will cause the local Society to be dissolved.

8. A suspended Society cannot dispose of any funds until it has paid the assessments due for each member; in any event, the claims of the UNION shall have priority. Every Officer of a Society opposing the forwarding of assessments to the UNION or delaying or neglecting such, may be removed from office by an order of the Board of Directors, without charges being preferred.

Article 06C Officers and Their Election

1. Each Society shall elect and maintain elected Officers so as to maintain conformity with state and federal statutes. These Officers shall be reported to the Secretary-Treasurer on a yearly basis after all Society elections.

BY-LAWS

OF THE
POLISH ROMAN CATHOLIC
UNION OF AMERICA

ADOPTED AT THE
60th CONVENTION, Rosemont, IL

AS AMENDED AT THE:
61st CONVENTION, Toledo, OH
62nd CONVENTION, Dearborn, MI
63rd CONVENTION, Oak Brook, IL

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SECTION ELEVEN

Article 11A UNION

1. The UNION shall issue to each insured member a certificate specifying the amount or amounts of insurance benefits provided thereby. The application for insurance and the declaration of insurability, if used in lieu of a medical examination as herein provided, shall be signed by the applicant, and, unless the UNION does not make the application part of the contract or agreement with the member or applicant, a copy thereof shall be attached thereto, and all statements made by the applicant therein shall be deemed representations and not warranties. The certificate, together with any riders or endorsements attached thereto, the Articles of Incorporation, Constitution and By-Laws of the UNION, and the application and declaration of insurability, if any, attached as aforesaid, shall constitute the entire contract as of the date of issuance, between the UNION and the insured member; and copies of the same, certified by the Secretary to show the terms and conditions of such contract. Any changes, additions or amendments to said Articles of Incorporation, Constitution and/or By-Laws duly made or enacted subsequent to the issuance of any such certificate, shall bind the member and their beneficiaries, and shall thereafter govern and control the agreements in all respects from the effective date of said changes, additions, and amendments herein referred to, except that no change, addition, or amendment shall destroy or diminish benefits which the UNION contracted to give the members as of the date of issuance.

Article 11B Funds of the UNION

1. There shall be a General Fund and all income of the UNION shall be credited to the General Fund and all disbursements made from that fund.

2. The Convention shall allocate from the General Fund to a Fraternal Fund such sums of money as the Convention deems necessary for the promotion of fraternal, charitable, patriotic and benevolent activities of the UNION.

3. In addition to the funds allocated from the General Fund, the Fraternal Fund shall be authorized to receive any and all funds as are specifically contributed to the Fraternal Fund and designated for the promotion of fraternal, charitable, patriotic and benevolent activities of the UNION.

4. Unclaimed Funds: In the event that no claim is made under any certificate, rider, or endorsement from one qualified to submit such claim within five (5) years from the date it is established from the records of the UNION that monies become due and payable, or if the proper claimant cannot be located within said period of time, the benefits provided in the member's certificate, rider, or endorsement shall

be paid according to the Abandoned and Unclaimed Property Laws of the various States as applicable.

5. Any commissions, bonuses, so-called points on any investment or fees for the preparation of a mortgage paid by the investor or borrower are to be allocated to the General Fund of the UNION.

6. The assets of the General Fund shall be invested only in such classes or kinds of securities as now or hereafter may be authorized by the statutes relating to investment of funds of Fraternal Benefit Societies.

Article 11C Patron, Emblem-Seal

1. The Patron of the UNION is the Sacred Heart of Jesus.

2. The emblem of the UNION shall be in the form of a disc surrounded by a thick blue border in which shall be written in white, capital letters: FRATERNALISM in the upper quadrant, SERVICE in the right quadrant, BENEFITS in the lower quadrant, facing upward, and PROTECTION in the left quadrant with one white star between each word. This shall be surrounded by a thick red border in which is written in capital letters: POLISH ROMAN CATHOLIC UNION *** OF AMERICA *** and in the center there shall appear the image of the Sacred Heart of Jesus in the upper quadrant, the Polish flag in the right quadrant, the Polish eagle with crown on a shield in the lower quadrant and the American flag in the left quadrant.

   When printed in Polish the wording shall be:
   a. Polish Roman Catholic Union of America – Zjednoczenie Polskie Rzymsko-Katolickie w Ameryce
   b. Fraternalism – Braterstwo
   c. Protection – Bezpieczeństwo
   d. Service – Usługa
   e. Benefits – Korzyści

SECTION TWELVE

Article 12A Assessments and Dues

1. Regular monthly assessments are payable by every member of the UNION, without notice, on the first day of each calendar month, and if not paid on or before the first day of the following month, the member shall, by the fact, stand suspended from the UNION and shall forfeit all privileges of membership and rights to benefits except where a member is entitled to a non-forfeiture value as provided in his certificate or in the Constitution and By-Laws of the UNION.

2. If the periodical assessments of the members are insufficient to pay all reported death and disability claims and all other benefits promised in the certificates, to maintain the reserves required by law, or an adequate General Fund, the Board of Directors in Board Session is authorized to determine the member's equitable share of such deficiency and levy increased or extra assessments for mortuary or expense purposes, and if same is not paid by the member, the deficiency shall stand as an indebtedness against the individual's certificate and shall bear interest at the rate of five percent (5%) per annum, or in lieu thereof or in combination therewith, the owner may consent to a proportionate reduction in benefits.

   The foregoing provisions shall be applicable to all members to the extent of the equitable share of each in any deficiency shown on the valuation including those certificates that have become paid up by their terms or the certificates being carried as extended term insurance. It is understood that there shall be no personal liability for the assessment payments provided for in the certificate and for the additional assessments provided for either in the certificate, Constitution, or By-Laws.

3. The insertion in the official publication of the UNION of the notice of regular or special assessments and also other official notices shall be sufficient notice to the members. The sending by mail of the official publication to each individual member, addressed to his last known address according to the books of the UNION shall be deemed as regular.

4. Certificates issued prior to May 1, 1938 are based on the American Experience Table of Mortality with four percent (4%) interest, Illinois Standard Method of Valuation; certificates issued from May 1, 1938 to May 31, 1942 are based on the American Experience Table of Mortality with three and one-half percent (3 1/2%) interest, Illinois Standard Method of Valuation; certificates issued from June 1, 1942 to August 31, 1951 are based on the American Experience Table of Mortality with three percent (3%) interest, Illinois Standard Method of Valuation; and all certificates issued on and after September 1, 1951 are based on the 1941 Commissioners Standard Ordinary Table of Mortality with two and one-half percent (2 1/2%) interest, Commissioners Reserve Method of Valuation. Certificates issued after January 1, 1965 to December 1, 1988 are based on 1958 Commissioners Standard Ordinary Table of Mortality with two and one-

half percent (2 1/2%) interest, Commissioners Reserve Method of Valuation. Life Insurance Policies issued after December 2, 1988 are based on the 1980 Commissioners Standard Ordinary Table of Mortality with five percent (5%) interest, Commissioners Reserve Method of Valuation.

Life Insurance Certificates issued by the UNION after January 1, 2007 will be based upon the 2001 Commissioners Standard Ordinary Mortality Table.

The maintenance of funds to the full amount of the tabular reserves required by such standards after providing for all death claims and other liabilities, is hereby made obligatory.

SECTION THIRTEEN - CONVENTION

Article 13A Determination of the Number of Society Delegates to the Convention

1. A Society that does not send a Delegate to the Convention may submit matters to the Convention in writing or through a Delegate of a different Society.

2. The Society shall issue to each Delegate credentials signed by the President and Financial Secretary of the Society. A duplicate of the Delegate's credentials shall be forwarded to the Secretary-Treasurer of the UNION.

3. Every Society shall elect an equal number of Alternates, to the number of Delegates electable by that Society, who, if a Delegate fails to present themselves at the Convention, shall fill their place with the same rights. No Delegates may vote on behalf of more than one Society. The Society has the right to rotate Alternates, however a list of succession must be forwarded to the Secretary-Treasurer of the UNION. Furthermore, if the Delegate is unable to attend all sessions of the Convention and must leave, they must surrender their credentials to the Alternate, if the Alternate is at the Convention. The Alternate may serve as a Delegate for the remainder of the sessions with full rights as a Delegate upon verification by the Credentials Committee and after taking the oath of a Delegate.

4. A Society having from eleven (11) to one hundred (100) insured members has the right to one (1) Delegate; Societies having more than one hundred (100) insured members have the right to one (1) additional Delegate for each additional one hundred (100) insured members or fraction thereof. (By way of example: A Society with 101 members has the right to select two (2) Delegates to the Convention.) The number of insured members in each Society shall be the number indicated in the Premium Statement of April 1st of the Convention year.

5. Societies having less than eleven (11) insured members shall be combined by the Board of Directors into groups comprising as nearly as possible one hundred (100) insured members, and each such group shall be instructed at the appropriate time for the election of Delegates that they are to convene and elect one Delegate for each such group comprising one hundred (100) insured members or less. The number of insured members in each Society shall be indicated in the Premium Statement of April 1st of the Convention year.

6. All Credentials, either for the Delegates, Alternate, and the list of succession for Alternates must be postmarked, deposited with a nationally recognized courier service or received electronically (i.e., via email or facsimile) by May 30 of the Convention year. All Credentials not postmarked, deposited with a nationally recognized courier service or received electronically (i.e., via email or facsimile) by May 30 of the Convention year nor having the signatures of the President and

Financial-Secretary of the Society, shall be presented to the Convention for approval or disapproval of the member's Delegate application.

Article 13B Election of Society Delegates

1. Election of Delegates and their alternates to the Convention shall be held in the months of April or May during a regular or special Society meeting.

2. The Society shall notify each member at least seven (7) days in advance of the date and place of the meeting at which the election of Delegates will be held.

3. Nominations for Delegates shall be oral. The Chair of the Society must give each member of the Society a chance to nominate their candidate for Delegate.

4. A Society member may vote for as many candidates for Delegates as the Society has the right to elect. No candidate may receive more than one vote from one member. A member may vote only for candidates whose names have been presented before the closing of nominations.

5. The election of Delegates may be either by ballots or by raising of hands. In either case a committee of judges composed of three (3) members, appointed by the Chair of the Society or elected by the Society before the voting takes place, shall count the votes. Every Delegate and Alternate must, however, be elected by a majority of the votes cast.

6. If the Society votes by ballot, it is the duty of the judges to hand to each member a ballot, on which the voter shall write the names of candidates they wish to elect as Delegate and return the ballot to the judges.

7. To watch the counting of votes by the election judges, each candidate for Delegate may have their representative present or they may be present themselves.

8. The judges of election must be sworn in before the votes are counted; they must elect from among themselves a Chair who announces the results of the voting to the members.

9. In case of a disagreement regarding the results of an election, the candidate or any interested member may, within fifteen (15) days from the time the results of the election have been announced, appeal to the Board of Directors. The Board of Directors may, after an investigation, order a new election for good cause shown.

10. Members eligible to vote for Delegates to the Convention are all those described in Article 02B of the Constitution.

11. The Secretary-Treasurer of the UNION, when notifying a local Secretary of the

number of active members, must include the names and addresses of "Paid Up" members belonging to that Society.

Article 13C Convention Committees – Responsibilities and Duties

1. The Committees of the Convention shall consist of a minimum of three (3) members unless otherwise stated.

2. Arrangements Committee

    a. is nominated by the President of the UNION, and approved by the Board of Directors, not later than one year before the Convention;
    b. consists of five (5) members from the locality in which the Convention shall be held;
    c. consults with the President of the UNION in all matters;
    d. may, with the consent of the President of the UNION, name sub-committees for special work;
    e. Arrangements Committee Chair shall be an ex officio member of all its sub-committees;
    f. work within the scope set forth within the Constitution and By-Laws of the UNION and Mandates set forth from previous Conventions; and
    g. it is the duty of the Arrangement Committee to:
        i. make preparations for the Convention;
        ii. recommend to the Board of Directors a facility suitable for a Convention;
        iii. furnish information and give advice to the Delegates;
        iv. arrange lodging accommodations for the Delegates and their guests;
        v. furnish the local press the necessary information;
        vi. invite to the Convention the press and local guests; and
        vii. publish in the NARÓD POLSKI the Committee's addresses thirty (30) days before the Convention and to furnish all necessary information.

3. Budget and Grievance Committee

    a. is appointed by the Chair of the Convention and shall serve until the next Convention;
    b. consists of five (5) members, at least one of whom shall have served on the Budget Committee at any previous Convention or shall have served as a Director or an Officer of the UNION;
    c. meet the qualifications of either a bachelor's degree, financial/accounting certification, or a minimum of five (5) years of experience in financial planning/reporting, business administration, accounting and/or managerial/organizational leadership;
    d. meets at least sixty (60) days before the next Convention;

e. investigates the expenditures, salaries and other related financial matters;
f. prepares a budget for the UNION and its recommendations to the Convention for the ensuing four years. In arriving at the budget, the Committee shall consider all projected income and expenditures and other financial plans as submitted by the Executive Committee and/or Board of Directors Long Range Planning Committee;
g. between Conventions attends at least one meeting annually of the Board of Directors and reviews the Budget as approved at the Quadrennial Convention;
h. makes adjustments annually based on the proportion of income to expenditures and submit for approval to the Board of Directors;
i. upon completion of the Budget and Grievance Report for the Quadrennial Convention, a printed report shall be forwarded to all Delegates at least ten (10) days before the Convention; and
j. acts as the Committee on Complaints and Grievances. It shall examine all grievances and complaints as prescribed by this Constitution and Rules of the UNION.

4. Candidates Qualification Committee

a. is appointed by the Chair of the Convention;
b. consists of three (3) members who shall serve prior to the Convention, and at the next Convention;
c. meet at least sixty (60) days before the Convention, to scrutinize all of the applications of the candidates, whether forwarded by the candidate, by and individual, or a Society with the consent of the person so nominated, as to the qualifications of the candidate for the office, as to their eligibility in accordance with the Constitution and By-Laws;
d. any rejection by the Candidates Qualification Committee may be appealed to the Convention at its earliest session; and
e. any member of the UNION who is a member of the Qualifications Committee shall first resign from such Qualifications Committee before seeking any office of the UNION.

5. Committee on Credentials

a. is nominated by the President of the UNION, and approved by the Board of Directors, prior to the Convention;
b. consists of three (3) members, two (2) or more members may be added to the Committee by the Chair of the Convention;
c. begins its duty not later than six (6) weeks before the Convention;
d. the first meeting is called by the President of the UNION;
e. works within the scope set forth within the Constitution and By-Laws of the UNION and mandates set forth from previous Conventions;
f. it is the duty of the Committee on Credentials to:
    i. verify and examine all duplicates of Credentials of Delegates as

submitted to Secretary-Treasurer of the UNION, the Secretary-Treasurer of the UNION shall furnish the Committee all information necessary to verify the Credentials;

ii. prepare an accurate list of all the Delegates;

iii. render its decisions in conformity with the Constitution and By-Laws and report to the Convention at each session until the business is exhausted; and

iv. pass upon complaints and petitions in connection therewith and submits its findings to the Convention for approval;

g. decisions upon credentials questioned cannot be postponed except for very important reasons; and

h. a delegate whose credentials have been questioned and who has been harmed by the delay of the decision may appeal to the Convention at the next following session.

6. Committee on Rules and Order

a. is appointed by the Chair of the Convention;

b. consists of five (5) Delegates;

c. its duty is to prepare a rule of action for each session of the Convention;

d. is continuously in contact with other Convention Committees and other subdivisions performing the Convention's business who may wish to communicate with the Convention, and to place them on the program as soon as their work is completed, and they are ready to report to the Convention; and

e. at the beginning of each session, they shall announce the program for that session; such program must be complete enough to occupy the full time of the session and should be of such nature as to permit its full execution.

7. Constitution Committee

a. is appointed by the Chair of the Convention;

b. consists of five (5) members, at least one of whom shall have served on the Constitution Committee at any previous Convention or shall have served as a Director or an Officer of the UNION, and one member to be an attorney;

c. will have the duty to examine all proposed amendments and changes to, the Articles of Incorporation, the Constitution and By-Laws of the UNION and to compare them with those in force and to make written recommendations to the Delegates of the Convention;

d. all amendments to the Articles of Incorporation, Constitution and By-Laws proposed by the Societies, Circuits, Districts, individual members, Officers or Directors are to be forwarded to the Constitution Committee at the Main Office of the UNION not later than June 1st of the Convention year;

e. the first meeting of the Constitution Committee will be not later than June 1st prior to the Convention, at the first meeting of the Committee it will adopt a standing order of business, and upon completion of the amendments

and recommendations, will forward a printed (or electronic) report to all Delegates at least ten (10) days prior to the Convention;

f. at the Convention, the Committee presents its recommendations and moves for the adoption of same. Any amendments proposed from the floor of the Convention will be referred to the Constitution Committee prior to submission to a vote by the Convention for its review and recommendation; and
g. after the Convention, the Committee will meet to complete work on any of the amendments or proposals adopted for inclusion in the Articles of Incorporation, Constitution and/or By-Laws.

8. Election Committee

    a. is appointed by the Chair of the Convention;
    b. consists of five (5) Delegates to conduct the election to be held at and during the Convention:
        i. a candidate for Executive Officer of the UNION, for the Board of Directors or Chaplain cannot be a member of the Election Committee;
    c. works within the scope set forth within the Constitution and By-Laws of the UNION and mandates set forth from previous Conventions;
    d. arranges and announces the manner of casting ballot by Delegates and the order of election;
    e. it is the duty of the Election Committee to ensure that:
        i. the ballot or voting system will conform with Article 13F(1);
        ii. the names of the nominees shall be placed upon the ballot or voting system in alphabetical order;
        iii. a ballot or voting system is signed by the Chair or a member of the Election Committee designated by the Chair, and is given to each Delegate upon the showing of their credentials;
        iv. the Delegates can appropriately exercise their right to vote according to the requirements of the paper ballot or system being used pursuant to the laws of the State of Illinois;
        v. the Delegates shall vote in the booths provided by the Election Committee;
        vi. the entrance to the voting booths is carefully watched and monitored by one of the members of the Election Committee;
        vii. the votes are counted immediately after the voting is completed;
        viii. the Chair of the Election Committee announces the result of the election to the Convention as soon as the votes are counted; and
        ix. upon approval of the election, the Election Committee surrenders the sealed ballots or voting system to the Chair of the Convention.

9. Young Adult Committee

    a. The Young Adult Committee is appointed by the Chair of the Committee and shall serve until the next Convention; and

b. Consists of at least five (5) members.

Article 13D General Rights and Duties of Committees of the Convention

1. All the reports of the committees approved by the Convention must be in writing and signed by the members of the respective committees.

2. The President and Secretary-Treasurer of the UNION must make arrangements to pay the members of the several committees for services rendered to the Convention before its adjournment.

3. All the members of Board of Directors of the UNION are obliged to present themselves before the Convention Committees, upon their request, to explain matters to them and to produce records and documents whenever needed.

Article 13E Program of the Convention

1. Opening of the Convention by the President of the UNION, who acts as Chair until the election of a Chair of the Convention.

2. The Secretary-Treasurer of the UNION acts as the Secretary of the Convention until the election of a Secretary of the Convention.

3. Invocation by the Chaplain of the UNION.

4. Report of the Committee on Credentials.

5. Roll Call of Convention Delegates.

6. Administration of Oath to the Delegates.

7. Determination of the number of Vice Chairs, the number of Assistants to the Secretary of the Convention and the number of Assistants to the Sergeant-at-Arms of the Convention.

8. Voting on compensation for the Chair, Vice Chairs, Secretary, Assistant Secretaries, Sergeant-at-Arms and Assistant Sergeants-at-Arms of the Convention.

9. Appointment by the Chair of Convention of an Election Committee of five (5) Delegates to conduct the election to be held at and during the Convention. A candidate for an Officer of the UNION, for the Board of Directors, or Chaplain cannot be a member of the Election Committee.

10. Nomination and election of a Chair, Vice Chair, and Secretary of the Convention.

11. If, for any position of Convention Chair, Vice Chair and Secretary, there is no more than one candidate, then in that case, upon appropriate motion, duly seconded and passed, the Acting Secretary of the Convention shall be directed to cast a unanimous ballot for that candidate, and the office and the candidate's name shall not be printed or appear on the ballot in any form.

12. Election of Officers of the Convention should be by ballot in conformity with the voting requirements as prescribed in this Section of the By-Laws.

13. Announcement of the results of the election by the Chair of the Election Committee.

14. Officers of the Convention take the Oath of Office.

15. Handing over of the gavel by the President of the UNION to the elected Chair of the Convention.

16. Appointment of Assistant Secretaries to the Secretary of the Convention and the appointment of Sergeant-at-Arms and Assistants shall be made by the Chair of the Convention.

17. Other Committees of the Convention are appointed and announced by the Chair of the Convention.

18. Appointment of the Committee on Rules and Order by the Chair of the Convention.

19. Adjournment of session.

20. Program of the succeeding sessions is arranged by the Committee on Rules and Order. The Committee on Rules and Order shall order that all corrections and amendments to the Articles of Incorporation and the Constitution and By-Laws be presented on the second day of the Convention and be disposed of before the nomination of Officers of the UNION be opened.

21. During the regular order of business at the first session, the Chair may call upon guests to address the Convention.

22. Each session of the Convention shall be recorded by court reporter and/or by whatever legally acceptable recording methods are available at the time of the Convention (by way of example use of videographer).

Article 13F Voting Procedures at the Convention

1. The system of voting will be one in which the voters mark their choices in privacy

on uniform ballots as printed and distributed. The names of the nominees shall be placed upon the ballot or voting system in alphabetical order.

2. A ballot or voting system signed by the Chair or a member of the Election Committee designated by the Chair, must be given to each Delegate upon the showing of their credentials.

3. Delegates shall appropriately exercise their right to vote according to the requirements of the paper ballot or system being used pursuant to the laws of the State of Illinois.

4. The Delegates shall vote in the booths provided by the Election Committee.

5. The entrance to the voting booths shall be carefully watched by one of the members of the Election Committee.

6. Should the election be illegal the Chair of the Convention orders a new election.

7. If there are multiple candidates running for Officer, Director or Chaplain of the UNION and none of those candidates receives a majority of the valid votes cast for that office or position, then there shall be a run-off election in which the candidates who received the two highest total numbers of the valid votes cast in the election will participate as eligible candidates for that office or position.

8. As soon as the votes are counted the Chair of the Election Committee announces to the Convention the result of the election and the Convention approves it.

9. Upon approval of the election, the Committee surrenders the sealed ballots or voting system to the Chair of the Convention, who delivers them to the newly elected President before the adjournment of the Convention.

SECTION FOURTEEN – SUPREME GOVERNING BODY

Article 14A Elected Officers, Directors, and Chaplain

1. The President of the UNION:

    a. presides at all meetings of the Board of Directors;
    b. presides at the Convention until a Convention Chair is elected;
    c. votes at the Board of Directors meeting only when the votes are equally divided, with the exception of elections or in case of the removal of one of the Officers;
    d. shall perform all duties incident to the office of President, including:
        i. participates in investing funds of the organization;
        ii. represents the PRCUA at national and local events;
        iii. develops and implements Business Plan;
        iv. oversees Compliance, Investments, Human Resources and General Counsel;
    e. shall see that all orders and resolutions of the Board of Directors are performed;
    f. reports to the Board of Directors on the President's official activities;
    g. subject to the direction of the Board of Directors, shall have general charge of the business affairs and property of the UNION and general supervision over its Officers, employees, and agents;
    h. the President, or any other Officer of the UNION appointed or designated by the President (and such other Officers as are authorized by resolution of the Board of Directors), may execute bonds, notes and other evidence of indebtedness, mortgages, contracts, leases, and other agreements except where such documents are required by law to be otherwise signed, and except where the signing thereof is exclusively delegated to some other Officer or employee of the UNION by the Board of Directors. All official UNION documents shall bear the signatures of the members of the Executive Committee or their appointed representatives.

2. The Vice President:

    a. shall attend all sessions of the Board of Directors;
    b. shall perform all duties incident to the office or as delegated by the President;
    c. shall oversee Sales, Marketing, Fraternal, and Publications Departments;
    d. represents the PRCUA at national and local events.

    In the case of the removal of the President from office, or of the President's death, resignation, or inability to discharge the powers and duties of said office, the same shall devolve on the Vice President.

3. The Secretary-Treasurer:

    a. shall keep the minutes of the Board of Directors;
    b. shall report in detail at the sessions of the Board of Directors, and more often when called upon to do so; the Secretary-Treasurer must render an accurate statement of his official action to the Convention;
    c. shall receive all monies belonging to the UNION and keep an accurate record thereof. The Secretary-Treasurer makes, upon receipt of proper requisitions signed by the President and the Secretary-Treasurer, payments for mortuary benefits, salaries, etc., and keeps a detailed record of them in his books. The emoluments of the Secretary-Treasurer's office belong to the UNION;
    d. shall, at least once each calendar year, furnish a detailed financial statement of the UNION to the Board of Directors. The Secretary-Treasurer signs checks according to the resolutions of the Board of Directors adopted at the Board Sessions of the Board of Directors;
    e. shall see that all notices required to be given by the UNION are duly given and served;
    f. shall have custody of the seal of the UNION;
    g. shall have custody of all deeds, leases, contracts and other important corporate documents; shall see that all reports, statements and other documents required by law to be filed are properly filed;
    h. shall perform all duties incident to the office or as delegated by the President;
    i. oversees Information Technologies, Member Services, Risk Management, Auditing, Treasury, Underwriting Departments, and Building and Property Management; and
    j. represents the UNION at national and local events.

4. The Directors:

    a. are duty bound to participate in all Board Sessions of the Board of Directors;
    b. supervise the locations of funds of the UNION;
    c. approve the bond of the President and all other Officials of whom a bond is required;
    d. examine and approve all reports and official actions of the respective Officers and are responsible for the safety, development of, and order of the UNION;
    e. upon the advice and written recommendation of the UNION's actuaries, may make an equitable distribution of surplus by the payment of dividends;
    f. shall be bound to operate within the budget as approved by the Convention and reviewed annually and adjusted accordingly by the Budget Committee; and
    g. shall conduct annual self-assessments.

5. The National Chaplain:

    a. shall serve as an advisor to the President, Officers and members of the Board of Directors on all spiritual matters;
    b. is a member of the Board of Directors and shall have the same duties of Directors as noted in Article 14A (4) of the By-Laws;
    c. may request that the Board of Directors appoint a National Vice Chaplain, who will assist the National Chaplain in performing the duties of the office as outlined herein. The National Vice Chaplain, if appointed, will perform the duties of the National Chaplain when he is unable to do so, until the National Chaplain is able to do so or the expiration of the term of office, whichever is sooner;
    d. shall attend quarterly meetings of the Board of Directors, to open and close said meetings with a prayer, participate in the meeting as a National Director, and to celebrate Mass for the Officers and Directors at the end of the meetings;
    e. shall plan and coordinate the Annual Sacred Heart Mass each June to honor our Patron, the Sacred Heart of Jesus;
    f. shall prepare, plan and coordinate the two main Masses of the Quadrennial Convention: the Opening Mass of the Convention and the Fraternal Mass for deceased members on the third day of the convention;
    g. shall attend the Quadrennial Convention to lead the prayer at all sessions, administer the Oath to the Convention Delegates, to celebrate daily Mass with the Delegates, administer the Oath of Office to those newly elected to serve the UNION and to fulfill any other spiritual matters that arise during the convention;
    h. shall write a monthly column for the NARODPOLSKI that instructs and inspires the members of the UNION about matters of faith; and
    i. shall coordinate all Liturgical celebrations of the UNION, including those that regularly occur and special events and anniversaries as they arise. This includes the appropriate Liturgical aids that may be needed for these celebrations. To fulfill all duties that are placed upon him by virtue of his office of Chaplain.

6. Officer, Director, and Chaplain Background

    a. No person who has been convicted of a felony, before a court in the United States of America or in a foreign jurisdiction, may serve or hold office as an Officer, Director, or Chaplain of the UNION.
    b. Any Officer, Director, or Chaplain of the UNION who fails to comply with Paragraph 6.a above shall be removed from office by the Board of Directors by majority vote at a regular Board Session. Any Officer, Director or

Chaplain thus removed may demand trial and appeal from the decision of the Board of Directors to the Convention. Said procedure for removal shall be exclusive to this section, notwithstanding the provisions of Article 04A (3) of the Constitution.

Article 14B Committees of the Board of Directors

1. Audit Committee

    a. The Board of Directors, at its annual meeting, shall designate an Audit Committee, which shall consist of three (3) or more Directors, each of whom shall satisfy any securities exchange independence requirements then in effect and applicable to the UNION.
    b. The responsibilities of the Audit Committee shall be stated in the committee's charter, as approved by the Board of Directors, and shall comply with the Illinois Administrative Code provisions relating to annual financial reporting and described in Part 925 of the Illinois Administrative Code, 50 Ill. Adm. Code 925.10, *et seq*.

2. Corporate Governance Committee

3. Enterprise Risk Management (ERM) Committee

4. Executive Committee

    a. The Executive Committee shall consist of the President, Vice President, and Secretary-Treasurer of the UNION.
    b. The Executive Committee shall have the right and authority to vote on all stocks and proxies of the UNION at all meetings of companies in which the UNION has a financial investment and interest.
    c. The majority vote of the Executive Committee shall decide and determine the position that the UNION shall take on all issues on which the UNION has a right to vote and cast its vote or votes accordingly.

5. Finance Committee

6. Investment Committee

    a. The Investment Committee shall consist of the President, the Vice President, the Secretary-Treasurer and two Directors.
    b. The two Directors are appointed by the Board of Directors at a Board Session for a period of one year.
    c. The Committee shall elect a chairman and a secretary and shall pass on all investments and no monies shall be invested unless approved by a majority

of the Committee.

d. Minutes shall be kept of all meetings and read at Board Sessions of the Board of Directors.
e. No investments shall be made unless the legality of such investments shall have been approved by the General Counsel.

7. Long-Range Planning Committee

    a. The Long-Range Planning Committee shall consist of five (5) members.
    b. It shall be the Committee's purpose to review changes taking place in our society and recommend suggestions and plans that will provide the UNION with the opportunity to keep up with these new changes.
    c. The Committee shall report annually to the Board of Directors and their report shall be made available for all members to view.

Article 14C Resolution of Disputes

1. All Appeals involved during the process of resolution to disputes shall be in written format bearing the written consent of

    a. all members, benefit certificate owners, beneficiaries and payers affected thereby, and
    b. the President of the Society.

2. Resolution of Disputes within Districts, and Societies shall follow their respective rules regarding the process of disputes before being appealed to the Budget and Grievance Committee as outlined in Articles 14D, 14E, and l4F.

3. A member involved with the resolution of disputes, whether on the Budget and Grievance Committee, Tribunal (as defined in Articles 14D and 14E as applicable), or Board of Directors, who is a member of the Society accused, or who are themselves under accusation, or who is the accuser with the grievance, cannot act as a voting member in the resolution.

4. The General Counsel shall promulgate and issue rules to implement for handling all matters submitted under each step in the procedures outlined in Articles 14D, 14E, and 14F. Those rules are incorporated by this reference and may be modified from time-to-time by the General Counsel of the UNION.

Article 14D Resolution of Matters Dealing with Constitution Disputes

1. The purpose of this Article is to provide a procedure to resolve disputes consistent with the fraternal nature of the UNION in matters dealing with Constitution, By-Laws, and other policies and practices implemented by the UNION, after dispute procedures outlined by and within Societies and Regions, if necessitated, have been exhausted.

2. No lawsuits or any other actions may be brought for any dispute covered by this Section. The following are steps and procedures for presenting and resolving disputes:
    a. Step 1. Appeal to Budget and Grievance Committee. All disputes will be sent in a written format outlining the grievance and bearing the signatures of all those involved to the Budget and Grievance Committee. The Budget and Grievance Committee shall review and provide a verdict on the matter by majority vote.
    b. Step 2. If the grieved wishes to Appeal the verdict of the Budget and Grievance Committee, they shall do so in writing to the Board of Directors at which time the Board of Directors shall establish a Tribunal which shall consist of the General Counsel, a grieved appointment, and a third-party neutral approved by both. The Tribunal shall review and provide a verdict on the matter by majority vote.
    c. Step 3. If the grieved wishes to Appeal the verdict of the Tribunal, they shall do so in writing to the Board of Directors at which time the Board of Directors at a Board Session shall review the complaint and provide a verdict on the matter by majority vote. This shall be the final verdict and there shall be no other course of action taken on the grievance.

3. The accused shall have the right to personally appear with Counsel, before the Board of Directors, to present a defense to the charges.

Article 14E Resolution of Matters Dealing with Fraternal Disputes

1. The purpose of this Article is to provide a procedure to resolve disputes consistent with the fraternal nature of the UNION in matters dealing with fraternal disputes after dispute procedures outlined within Societies and Regions, if necessitated, have been exhausted.

2. No lawsuits or any other actions may be brought for any dispute covered by this Section. The following are steps and procedures for presenting and resolving disputes:
    a. Step 1. Appeal to Budget and Grievance Committee. All disputes will be sent in a written format outlining the grievance and bearing the signatures of all those involved to the Budget and Grievance Committee. The Budget

and Grievance Committee shall review and provide a verdict on the matter by majority vote.

b. Step 2. If the grieved wishes to Appeal the verdict of the Budget and Grievance Committee, they shall do so in writing to the Board of Directors at which time the Board of Directors shall establish a Tribunal which shall consist of the Vice President or an Appointed Representative of the Vice President, the grieved appointment, and a third-party neutral approved by both. The Tribunal shall review and provide a verdict on the matter by majority vote. This shall be the final verdict and there shall be no other course of action taken on the grievance.

Article 14F Resolution of Matters Dealing with Insurance Disputes

1. The purpose of this Article is to provide a procedure to resolve disputes consistent with the fraternal nature of the UNION in matters dealing with Insurance Disputes. This Section applies to all past, current and future benefit certificates, members, benefit certificate owners, beneficiaries or payers, and the UNION, corresponding to all claims, actions, disputes and grievances of any kind or nature whatsoever. To the extent permitted by applicable law, this Section applies to all claims, actions, disputes, and grievances brought by the UNION against members, insureds, certificate owners or beneficiaries. This Section does not apply to any claims or disputes relating to interpleaded actions to determine proper owner, beneficiary, or payee.

2. No lawsuits or any other actions may be brought for any claims or disputes covered by this Section. The following are the steps and procedures for presenting and resolving disputes:

    a. Step 1. Appeal to Budget and Grievance. All disputes will be sent in a written format outlining the grievance and bearing the signatures of all those involved to the Budget and Grievance Committee. The Budget and Grievance Committee shall review and provide a verdict on the matter by majority vote.
    b. 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 accordance with the applicable mediation rules of the American Arbitration Association (or the rules of another neutral organization as agreed upon by the parties).
    c. Step 3. Arbitration. If Step 2 does not result in a mutually satisfactory resolution, arbitration administered by and in accordance with the applicable arbitration rules of the American Arbitration Association (or another neutral organization mutually agreed upon). The arbitrator may award any and all damages or other relief allowed for the claim in dispute by applicable federal or state law, including attorneys' fees and expenses if such attorneys' fees and expenses may be awarded for claims arising under

applicable law. Unless (and to the extent) prohibited by the applicable law with respect to the issue in dispute, the decision of the arbitrator shall be final and binding, subject only to the right to appeal such decision as provided in the arbitration rules and applicable law.

SECTION FIFTEEN – DISTRICTS AND CIRCUITS

Article 15A Districts

1. Districts shall be composed of the representatives of the several Societies of the UNION.

2. Every Society shall be represented by one delegate. Societies having more than twenty-five (25) members have the right to one additional delegate for each additional twenty-five (25) members or fraction thereof.

3. The right to represent a Society cannot be delegated to different persons. Only representatives in person may vote in a District.

4. A Society may release its delegate at any time and elect another in his place, provided it notifies the Secretary of the District.

5. Each District may adopt its own By-Laws provided they are not contrary to the Constitution and By-Laws of the UNION. These must be approved by the President. By-Laws adopted by a District shall not in any manner alter, modify, amend, replace, or repeal any provisions of the Constitution or By-Laws of the UNION.

6. All Societies existing or forming within the boundaries of the District are duty bound to belong to said District and to take part in its work through the delegates of the Society.

7. A Society belonging to a District for three successive months and not taking active part in its duties shall be reported by the District to the President of the UNION for suspension.

8. A Society suspended may be reinstated after it has made solemn declaration of its intention to share the duties of the District.

9. Election of delegates to the Districts shall take place in December of each year. Officers of other insurance organizations cannot be delegates to the Districts.

10. The delegates of the several Societies shall deposit their credentials with the Districts in the month of February. Election of the Officers of the District shall be held during February of each year.

11. The Presidents of the Societies are ex-officio delegates to the District.

12. The Secretary of the District shall advise each Society of District meetings and the approaching election by written notice timely mailed.

13. The regular meetings of the Districts shall be held at least twice during each year. The written minutes of the meetings shall be sent to the Secretary-Treasurer of the UNION.

14. One-third (1/3) of all of the lawful delegates to the District shall constitute a quorum.

15. The District shall have original jurisdiction over grievances pertaining to local and Society matters.

16. Any and all provisions set forth in this Section 15 shall pertain solely to Districts unless expressly referenced applicable to the UNION.

Article 15B Committees of the District

1. Every District shall elect the following committees:

    a. Committee on the Good of the District
    b. Committee on Festivals and Manifestations
    c. Committee on Grievances
    d. Committee on Finances
    e. Committee on Sports

    In addition to the foregoing, the District may create such other committees as conditions and exigencies require. Committees shall be composed of three (3), five (5), or seven (7) members.

2. The Secretary of the District shall furnish the Executive Board with a list of members of the Board, of the several committees and the several Societies constituting the District.

3. The Board of the District is composed of: The President, Chaplain, Vice President, Recording Secretary, Financial Secretary, Treasurer, Sergeant-at-Arms and two Trustees.

4. The Officers of the District shall fulfill the imposed duties in conformity with the Constitution and By-Laws of the UNION.

Article 15C District Duties

1. The Districts are the chief propagators and guardians of the ideas, aims and principles of the UNION within their confines.

2. It shall be the duty of the District to undertake every lawful action, which shall rebound to the growth and prestige of the Organization.

3. It shall be the duty of the District to arrange an Annual Sacred Heart Mass for the members within the boundaries of the District.

SECTION SIXTEEN – SOCIETIES

Article 16A Rules for Societies

1. No Constitution of a Society may be in conflict with the Constitution and By-Laws of the UNION, the laws of the United States or the laws of the State in which the Society operates. The provisions of any Constitution, By-Laws or any other rules or regulations adopted by a Society shall not in any manner alter, modify, amend, replace, or repeal any provisions of the Constitution or By-Laws of the UNION.

2. All laws and amendments passed by the Society must be submitted to the Board of Directors for examination and approval.

3. Societies shall not be permitted to undertake or participate in any activities which are not expressly authorized by the Board of Directors of the UNION. Example: "public activities such as fundraisers, leases, mortgages, rentals or purchase of real estate, among other similar activities which involve the public at large." Districts and Societies shall apply for consent to the Board of Directors to undertake or participate in such activities. A two-thirds (2/3) majority vote by the Board of Directors shall be required to approve any such activities of the Districts or Societies.

4. Any and all provisions set forth in this Section 16 shall pertain solely to Societies unless expressly referenced applicable to the UNION.

Article 16B Meetings

1. The regular meeting of the Society shall be held at the time and place determined by the By-Laws of the Society in intervals in compliance with 215 ILCS 5/283.1 of the Illinois Insurance Code.

2. Special Meetings may be called by the President of the Society, or at the written request of at least one-third (1/3) of the members of the Society; should the President refuse or fail to call a special meeting so demanded, then one-third (1/3) of members shall call the meeting.

3. At a Special Meeting only matters may be considered for which the meeting was called.

4. The Recording Secretary shall notify all the members of the Special Meeting, either personally or in writing at least two (2) days before the meeting.

5. Ordinary meetings do not require special notices.

6. In case of absence of the President, the Vice President opens the meeting and presides at the meeting, and in case of the absence of both, the next ranking Officer of the Society, who then suggests to the meeting the election of a “President Pro Tempore”. Any member elected by a majority of votes may act as a “President Pro Tempore”.

Article 16C Officers and Their Election

1. Every member in good standing who has not been convicted of a felony, by a court having competent jurisdiction in the United States of America, may be a candidate for any office in the Society, except an agent of a life insurance company or a field worker of other fraternal benefit Societies. This prohibition does not apply to an agent of a life insurance company in which the UNION has a financial investment and interest and such agent may be a candidate for any office in a Society.

2. Officers shall be nominated and elected by a majority of votes at the first regular meeting in December. The duration of their terms shall be one year or until successors are legally elected and inducted into office.

Article 16D Officers' Duties, Bonds

1. The Pastor of the local parish to which a Society may belong shall be ex officio the Chaplain.

    a. he may, however, designate another local priest to act as Chaplain. The Chaplain watches over the religious welfare of the Society and its members, and the moral side of the Society's aims and aspirations. He administers the oath to the newly elected Officers before they take over the duties of their office and performs all other duties connected with his office.

2. The President

    a. presides at all meetings and enforces the Constitution and By-Laws of the UNION and the Society and the mandate of the Board of Directors;
    b. decides all questions on the order of the day;
    c. does not vote but acts as a judge and decides the result of the elections. He votes, however, when Officers are elected and candidates are to be submitted to the Society and whenever the votes are equally divided;
    d. appoints all committees, unless the Society decides otherwise;
    e. signs orders of the Treasurer for monies to be paid out of the Society's treasury;
    f. convokes special meetings;
    g. receives and keeps in his care the bonds of the Officers, if bonds are required by the Board of Directors of the UNION, and all documents executed by them;

h. represents the Society outside the meetings and performs all other duties that the Constitution and By-Laws of the Society shall require of him.

3. The Vice President
    a. assists the President in conducting the meetings and in all other duties of his office, and
    b. in case of his absence or disqualification, he presides and performs the duties of the President as above set forth.

4. The Recording Secretary

    a. keeps the minutes of all regular and special meetings in a separate book;
    b. conducts the general correspondence and the correspondence with the Board of Directors, and the office of the Secretary-Treasurer;
    c. keeps in his charge all records and letters, read them at the meetings;
    d. keeps accurate addresses of the members and furnish them to the Board of Directors to whom he also sends all prescribed reports and statements;
    e. keeps the roll of candidates, informs the office of the Secretary-Treasurer in all matters pertaining to new members, as for instance, with reference to the names, the number, age, address and occupation of the new members;
    f. advises candidates of their admission within five (5) days after the meeting asking them to submit to medical examination, and notes the names of the rejected candidates.

5. The Financial Secretary

    a. furnishes the Recording Secretary with all the information concerning suspended, reinstated and expelled members, the names and number of the defaulting members, the amount of the assessments due and other dues in arrears;
    b. collects all assessments and dues and records them properly;
    c. shall be compensated for services as established by the Convention with the approval of the Illinois Department of Insurance.

6. The Treasurer

    a. shall receive from the Financial Secretary all monies paid to him for the assessments due to the UNION and the Society, receipt for same and deposit the funds so received in a bank designated by the Society in the name of the Society. The funds thus deposited may be withdrawn by check only signed by himself as Treasurer and attested by the President and Financial Secretary;
    b. shall keep accurate accounts of the mortuary fund and other funds in suitable books and does not permit use of these funds for purposes other than those they were made for;

c. shall keep the books in order and ready for examination at any time and shall close them not later than December 25th of each year.

7. The Sergeant-at-Arms

   a. shall have charge of the emblems, badges, regalia and other property of the Society;
   b. shall preserve order in the meeting hall and during the manifestations. In these matters he is assisting the President or any Officer taking the President's place.

8. The retiring Officers must surrender to the Society or their legally elected or appointed successors all the funds, books, records, badges and all property of the Society and render an account of their stewardship.

Article 16E Complaints, Adjudications and Fines

1. Any member of the UNION may have charges preferred against them.

2. A complaint filed with the Board of Directors must be signed by three (3) members in good standing and if a member is found guilty, the Board of Directors fixes the penalty by a two-third (2/3) majority vote at its regular or at a special meeting.

3. If a whole Society is under charge, it must not hold elections and installation of officers; it must not issue transfer cards, nor dispose of its funds or its property; in short, it cannot perform any function with exception of paying legal obligations, assessments and dues to the UNION, and sick benefits when insurance of members against sickness exists.

4. From all cases decided within the Society, an appeal may be made to the Board of Directors. In such cases the appellant must send their appeal to the President within thirty (30) days from the date the decision has been rendered by the Society, giving fully his reasons for such appeal.

5. When a member or Society is accused, all notices and summons, as well as copies thereof on members, officers and Societies, must be delivered personally to the parties involved, or sent by registered or certified mail to addresses as they appear on the books of the Secretary-Treasurer. The return receipt shall be sufficient evidence of the mailing of the documents to the involved parties.

6. Any member convicted by a Society's Judicial Committee of having committed offenses contrary to the Constitution, By-Laws, and Rules of the UNION may be punished by a fine, reprimand, suspension, or expulsion from the UNION.

7. A suspension shall not alter, change or modify the insurance benefits as provided in the member's certificate.

Article 16F Judicial Proceedings in Societies

1. The complaint must be in writing,

    a. specifically stating the offense and the section of the Constitution and By-Laws of the Society or the UNION violated;
    b. signed by the member or members making the complaint;
    c. and the complaint is to be filed with the President of the Society.

2. The complaint is read by the President at the next regular meeting of the Society and by a majority vote of the members present at the meeting; the complaint is referred to a Judicial Committee composed of five (5) insured members elected at the same meeting.

3. Immediately after election, the Committee shall meet, elect a Chairman and Secretary from its membership. The Secretary shall, at least five (5) days prior to the date of the trial of the accused member, serve personally or by registered mail a copy of the charges and a notice of the trial, giving the place, date, and hour when the trial will be held.

4. The accused has the right to defend himself or engage Counsel. Refusal or neglect to stand trial after having been duly served with notice of the time and place of trial, shall be an admission of guilt and a verdict of guilty shall be voted by the Committee. Only insured member and Counsel for the accused shall be admitted to the trial chamber.

5. After the trial is concluded, the Committee takes a vote and the majority vote decides the verdict, which verdict is reported by the Chairman of the Committee at the next regular meeting of the Society. If the verdict is “not guilty” and the majority of the members of the Society approve the verdict, the accused member shall be declared not guilty. If the Judicial Committee reports a verdict of "guilty of the charges" and a majority of the members approve the verdict, the accused member shall be declared guilty.

6. The Society shall determine by a majority vote of the members present the penalty for the offense, however, decision imposing the penalty of expulsion shall be by vote of two-thirds (2/3) of the members present.

7. The accuser, as well as the accused, in a trial for violation of a section of the

Constitution and By-Laws of the UNION, if the complaint is filed in accordance with the Constitution and By-Laws of the UNION, shall have the right before the commencement of the trial to demand in writing, a transfer of the case before a court of a different Society, also consisting of five (5) insured members. The purpose of such proceedings is to secure absolute impartiality, especially in more important cases. Such a written petition shall be duly founded and shall be addressed to the President of the UNION. The President then advises the Society that it shall elect a Committee to try the matter at issue.

8. From the decision of the Judicial Committee and Society, either the complainant or the accused may appeal to the Board of Directors by filing notice of appeal with the Recording Secretary of the Society and the Secretary of the Board of Directors within thirty (30) days thereafter, setting forth the reason for the appeal. The Recording Secretary shall, within ten (10) days, send all documents and a copy of all the minutes pertaining to the trial to the Board of Directors and it shall act on the appeal and render a decision as soon as practicable.

Article 16G Transfer

1. Every member in good standing wishing to transfer from one Society to join another must first obtain an acceptance from the Society he is joining, then present the application to the Society he is leaving.

2. When receipt of the application for a transfer card is properly filed, the Society must issue such to the member, unless he be under charges or unless charges shall be shortly preferred against him.

3. A member to whom a transfer card has been issued must file it within thirty (30) days with the Society he is joining, or he shall be suspended.

4. A member transferring to another Society must be a member of the new Society for one year before the Quadrennial National Convention before the transferee can qualify to become a Delegate from this Society.

Article 16H Consolidation of Societies

1. Two or more Societies of the Union may consolidate in accord with at least the following:

    a. The consolidating Societies shall give notice to the Secretary-Treasurer of the UNION of the proposed consolidation prior to the consolidation being effected, and also shall obtain from the Secretary-Treasurer current roster lists of all of the members of the consolidating Societies.

The Secretary- Treasurer must provide, in a timely manner, those roster lists to the Societies involved upon request;

b. The Secretary-Treasurer shall, prior to the consolidation being effected, inform the Directors of the proposed consolidation;
c. The Officers of the consolidating Societies shall, after notice to the members of the Societies involved of the possible consolidation, agree on the terms of the proposed consolidation, including the distribution or use of any funds in the treasuries of the Societies involved;
d. The consolidating Societies shall comply with any other reasonable rules and regulations of the Board of Directors of the UNION that are not inconsistent with any of the foregoing.

Article 16I Dissolution of a Society

1. A Society may be dissolved in accordance with the rules and regulations of the Board of Directors.

SECTION SEVENTEEN - MERGERS

Article 17A Mergers

1. If, and in the event that the UNION shall enter into an agreement whereby another fraternal organization shall merge into the UNION, then those persons who shall become new members of the UNION by and through such a merger shall be entitled to enjoy and exercise all of the rights and privileges afforded to them by virtue of their membership in the UNION. Such rights and privileges shall include those specifically provided for in an Agreement of Merger approved by the Board of Directors and thereafter by the requisite number of delegates to the Convention immediately preceding the merger, and may include, by way of example and not by way of limitation, eligibility to be a member of the Board of Directors of the UNION until the next Convention, eligibility to be a delegate at the next Convention and eligibility to be a candidate for elective office at the next Convention.

2. Notwithstanding anything to the contrary in Paragraph 1 of this Article 17A, the rights and benefits afforded in a Merger Agreement approved as set forth in Paragraph 1 of this Article, to those who would be new members of the UNION by and through any future merger, shall not:

    a. be deemed to amend any provision of this Constitution;
    b. permit any such new member to hold a position as an Officer of the UNION without running for election at the Convention next following the merger;
    c. permit more than one such new member to hold a position as a Director of the UNION during the period following the merger and until the Convention next following the merger; and
    d. if such a new member is permitted to hold a position as a Director of the UNION as part of the merger agreement, then such right and position shall continue only until the Convention next following the merger and at which time the position shall cease to exist and such new member must, if desirous of being a Director of the UNION, qualify and run for the position of Director of the UNION in accord with the provisions of the Constitution.

SECTION EIGHTEEN

Reserved

PROCEDURES & DOCUMENTS

OF THE
POLISH ROMAN CATHOLIC
UNION OF AMERICA

ADOPTED AT THE
60th CONVENTION, Rosemont, IL

AS AMENDED AT THE:
61st CONVENTION, Toledo, OH
62nd CONVENTION, Dearborn, MI
63rd CONVENTION, Oak Brook, IL

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SECTION TWENTY ONE – ORDER OF MEETINGS

Article 21A Order of Election Meeting for Delegates to Convention

On the day, at the time and place fixed, the members of the Society meet for the purpose of electing Delegates. The order of election is as follows:

1. Formal opening of the meeting by the President of the Society
2. Roll call
3. Resolution as to how the election shall be held
4. Election of the Chairman of the election
5. Election or appointment of three judges of the election
6. Nomination of candidates
7. Voting
8. Counting of votes
9. Announcement of the result of election

Article 21B District's Order of Business

The order of business transacted at the meetings of Districts belonging to the UNION shall in principle be as follows:

1. Opening and invocation
2. Roll call
3. Reading of minutes
4. Reading of correspondence
5. Reports of Officers of the Districts and committees
6. Unfinished business
7. New business
8. At yearly meetings – administration of oath to new Officers of the District and election of District committees
9. Prayer and adjournment

The manner of electing Officers and committees of the District is left to the discretion of the District.

Article 21C Societies' Order of Business

The order of business transacted at the meetings of Societies belonging to the UNION shall in principle be as follows:

1. Opening of meeting with a prayer

2. Roll call of Officers
3. Reading, correcting and approval of minutes
4. Admission of candidates
5. Report of members of investigating committee
6. Balloting on candidates
7. Initiation of candidates
8. Appointment of committees
9. Reading and disposition of correspondence
10. Report on ailing members
11. Report of special committees
12. Receipt and settlement of accounts
13. Unfinished business
14. New business
15. Report of officers
16. Nomination and election
17. Installation of officers
18. Oath of office
19. Good of society
20. Suspension of members
21. Closing of meeting with a prayer

All meetings, regular and special, shall be held in the above order. Only by resolution of the Society is a change possible in the above order.

SECTION TWENTY TWO – OATHS OF THE UNION

Article 22A Oath of the Convention Delegates

When the Credentials have been examined and accepted by the Committee, the Chaplain or some other priest present at the Convention, will administer the oath to the delegates as follows:

> "We, delegates elected to the Convention of the POLISH ROMAN CATHOLIC UNION OF AMERICA, do solemnly swear that we will faithfully perform the duties placed upon us to the utmost of our ability. With all our strength we shall work for the good and development of the Organization. In our Counsels and Resolutions, we shall follow the dictates of our conscience always bearing in mind the good and welfare of the Organization. In the fulfilling of this oath so help us the Sacred Heart of Jesus. Amen."

Article 22B Oath of the Officers and Directors

After the approval of the election, the new Officers and Directors take the following oath:

> "I, (name) elected by the Convention to the office of (name of office), do solemnly swear that I shall conscientiously and faithfully perform the duties of my office in the spirit of the Constitution of the POLISH ROMAN CATHOLIC UNION OF AMERICA; that I shall earnestly promote the good and welfare of the Organization. In the keeping of this oath, so help me the Sacred Heart of Jesus. Amen."

Article 22C Oath of the District Delegates

This oath shall be administered by the Chaplain, or any other priest present. In case there is no priest present, the President or oldest members of the UNION shall administer the oath.

> "We_____, Delegates of the _____Society of the POLISH ROMAN CATHOLIC UNION OF AMERICA, do solemnly swear, that we honestly and conscientiously will perform all out duties as members of District No. _____, that we will advance the welfare of the Districts always bearing in mind the good of the Societies and the development of the POLISH ROMAN CATHOLIC UNION OF AMERICA, so help us the Sacred Heart of Jesus. Amen."

Article 22D Oath of the District Officers

"I, (name of officer) elected to the office of (name of office), of District No._, do solemnly swear that I shall conscientiously, honestly and justly perform the duties of my office and that I shall never violate the Constitution of the POLISH ROMAN CATHOLIC UNION OF AMERICA. The Sacred Heart of Jesus so help me to keep this oath. Amen."

Article 22E Oath of the Society Officers

"I, (name of officer) elected to the office of (name of office), of Society No. ___, do solemnly swear that I shall conscientiously, honestly and justly perform the duties of my office and that I shall never violate the Constitution of the POLISH ROMAN CATHOLIC UNION OF AMERICA, nor the Constitution of this Society, so help me the Sacred Heart of Jesus. Amen."

SECTION TWENTY THREE – FORMS

Article 23A Form of Credentials for Districts

At the annual meeting of Society No. _____ held the day of _____A.D. 20____ Delegate_____has been commissioned to represent our Society in District No. of the POLISH ROMAN CATHOLIC UNION OF AMERICA with full voting powers. Anything the above named Delegate shall do at the meetings of the District shall be fully binding upon this Society.

In witness whereof, we have hereunto set our hands and seal of the Society, this _____ day of _____ A.D. 20_____, at _____.

(SEAL)

_____
CHAPLAIN

_____
PRESIDENT

_____
RECORDING SECRETARY

SECTION TWENTY FOUR – CHARTERS

Article 24A Audit Committee Charter

POLISH ROMAN CATHOLIC UNION OF AMERICA
AUDIT COMMITTEE CHARTER

The Board of Directors of the Polish Roman Catholic Union of America hereby establishes an Audit Committee in accordance with the guidelines described below.

The Audit Committee shall meet at least twice annually, but more often if desired or necessary, in order to discharge its responsibilities. Meetings will be held at the home office of the PRCUA or any other physical location that may be convenient to the Committee. Committee members may also access the meeting though conference calls or other communication media should the need arise. Meetings will be held at the completion of the annual audit of the financial statements conducted by the PRCUA Certified Public Accountants in June of each year and a six-month internal review each December. The Committee will be charged with reporting to the Board of Directors after each review and present its recommendations to the Board for action.

The Audit Committee shall consist of three independent members of the Board of Directors. The minimum requirement of membership for this committee will be the completion of the four LOMA courses required as a Board member. However, the Chair must have further financial expertise acquired either through formal education or life experiences.

Unless otherwise authorized by the Board, the Audit Committee shall have no independent power to act on behalf of the Board.

Member qualifications include:

1. A clear understanding of the role of the PRCUA and its services.
2. A clear understanding of the financial reporting process.
3. Ability to ask probing questions and to follow up for answers.
4. A commitment to safeguard the organization and its assets.
5. A commitment to its members.
6. A commitment that the organization will report fairly, accurately, and regularly on its financial activities and condition.
7. Must have completed the four LOMA courses required of Directors.
8. The Chairman must have significantly more experience in financial matters either through education or career activities.

The Audit Committee's responsibilities shall include:

1. Selecting the audit firm to conduct an independent audit of the organization's financial statements.
2. Reviewing and approving the audit scope and fees.
3. Reviewing and approving any proposed involvement of the audit firm in activities other than the annual audit.
4. Ensuring a direct line of communications with the organization's auditor.
5. Providing oversight of management's performance with respect to required and recommended financial responsibilities and disclosure.
6. Consider and review, with management and the auditors, the adequacy of the organization's risk management methodology and internal controls, including computerized information system controls and security.
7. Reviewing the adequacy of financial reports provided by the board and making recommendations for their improvement.
8. Reviewing and addressing the management letter and auditor's comments.
9. Review any serious difficulties or disputes with management encountered during the course of the audits.
10. Review other matters related to the conduct of the audits that are to be communicated to the Committee under generally accepted auditing standards.
11. Review published documents containing the organization's financial statements and consider whether the information contained in these documents is consistent with the information contained in the financial statements.
12. Cause to be made an investigation into any matter brought to its attention within the scope of its duties. The Committee will promptly report any such actions to the Executive Committee.
13. Make recommendations to the board based on the committee's review activities.

Members of the Audit Committee shall be appointed by the Board of Directors for a two-year term.

Article 24B Corporate Governance Committee Charter

POLISH ROMAN CATHOLIC UNION OF AMERICA
CORPORATE GOVERNANCE COMMITTEE CHARTER

The Board of Directors of the Polish Roman Catholic Union of America hereby establishes a Corporate Governance Committee (CGC) in accordance with the guidelines described below.

The CGC shall consist of four independent members of the Board of Directors. The minimum requirement of membership for this committee will be the completion of the four LOMA courses required as a Board member.

The CGC shall meet at least four times annually, but more often if desired or necessary, in order to discharge its responsibilities. Meetings will be held at the home office of the PRCUA or any other physical location that may be convenient to the Committee. Committee members may also access the meeting though conference calls or other communication media should the need arise.

Membership to this committee is recommended by the Executive Committee of the PRCUA and approved by the Board of Directors.

Members to this committee shall serve a two-year term and may be reappointed subject to the approval of the Board of Directors.

The CGC may, in order to fruitfully carryout its' duties, engage outside professionals and consultants as advisors to the CGC.

Unless otherwise authorized by the Board, the CGC shall have no independent power to act on behalf of the Board.

Member qualifications include:

1. A clear understanding of the role of the PRCUA and its services.
2. A clear understanding of the need for good governance practices
3. Ability to ask probing questions and to follow up for answers.
4. A commitment to safeguard the organization and its assets.
5. A commitment to its members.
6. A commitment that the organization will report fairly, accurately, and regularly on the governance affairs of the PRCUA
7. Must have completed the four LOMA courses required of Directors.

The CGC responsibilities shall include:

1. A recommendation and justification of the appropriate number of Directors of the organization.
2. Determination of the educational requirements of board members.
3. The need for diversity in educational skills (i.e., Insurance competency, accounting skills, legal, fraternal, financial…etc.) in board members.
4. Determination on whether geographic redistricting of the organization with realistic justification of the number of directors and area representation is still necessary or shall board members be elected at large.
5. Determination as to whether there should be a two-tiered board with a fraternal board being subordinate to an "at large" business board. However, fraternal representation shall always be included on the "at large" board.
6. Determine whether the CGC should qualify and pass on board candidates seeking election at the National Convention
7. CGC to determine and recommend candidates to replace vacancies on the board created between conventions.
8. Identify clear job descriptions, duties and responsibilities of directors.
9. Determination whether Directors should be at large or regional representatives.
10. Review the existing Code of Ethics and Conflict of Interest policies and amend if necessary.
11. Oversee and review the performance and adherence of the Executive Committee to the principles of good governance and business practices beneficial to the PRCUA.
12. Annually review and assess the performance of individual board member commitment, participation and fulfillment of the duties and responsibilities of board membership.
13. Any additional effort not specifically identified that would apply to good governance practices.

Article 24C Enterprise Risk Management Committee Charter

POLISH ROMAN CATHOLIC OF AMERICA
ENTERPRISE RISK MANAGEMENT COMMITTEE CHARTER

Purpose:

The Board of Directors of the Polish Roman Catholic Union of America hereby establishes an Enterprise Risk Management Committee (ERM) in accordance with the guidelines described below.

The primary purpose of the ERM Committee of the Board of Directors is to assist the Board in providing oversight of the enterprise risk management of the PRCUA with respect to the effectiveness of the enterprise management framework of the Organization.

This oversight work will review the PRCUA enterprise risk management framework, including the strategies, policies, procedures and systems established by management to identify, assess, measure and manage the major risks facing the Organization.

Membership and meetings:

The ERMC shall consist of five independent members of the Board of Directors. The minimum requirement of membership for this committee will be the completion of the four LOMA courses required as a Board member. All members must complete the minimum LOMA requirements before the first ERM Committee meeting to remain on this committee. Failure to satisfy this requirement will dismiss the director from committee membership.

The ERMC shall meet at least twice annually, more often if desired or necessary, in order to discharge its responsibilities. Meetings will be held at the home office of the PRCUA or any other physical location that may be convenient to the Committee. Committee members may also access the meeting through conference calls or other communication media should the need arise.

Membership to this committee is recommended by the Executive Committee of the PRCUA and approved by the Board of Directors.

Members to this committee shall serve a two-year term and may be reappointed subject to the approval by the Board of Directors.

The ERMC may, in order to fruitfully carryout its' duties, engage outside professionals and consultants as advisors to the ERMC.

Unless otherwise authorized by the Board, the ERMC shall have no independent power or act on behalf of the Board.

Member qualifications include:

1. A clear understanding of the role of the PRCUA and its services.
2. An ability to identify qualitative and quantitative risk exposures to the organization.
3. A clear understanding of the need for good risk management practices.
4. A commitment to safeguard the organization and its assets.
5. A commitment to its members.
6. A commitment that the committee will report fairly, accurately and regularly the enterprise risk of the organization.
7. A commitment to hold accountable those individuals to their due diligence to minimize the risk exposures to the organization.
8. Must have completed the four LOMA courses required of the Directors.

Authority and responsibility:

1. The Committee shall oversee and receive reports on the PRCUA enterprise risk management framework and structure.
2. The Committee shall review and discuss management's assessment of the PRCUA aggregate enterprise risk profile and determine its adequacy.
3. The Committee shall review and recommend to the Board the articulation and establishment of the PRCUA overall risk tolerance and receive reports from management regarding the PRCUA policies and procedures relating to the PRCUA adherence to risk limits and risk tolerance.
4. The Committee shall receive and review reports from management and the organization's ERMC regarding matters relating to risk management and or other company risks and compliance issues.
5. The Committee shall perform such other duties and responsibilities as may be directed by the Board or required by applicable laws, rules or regulations.
6. The Committee shall have the resources and authority necessary to effectively fulfill the purpose and objective of the Enterprise Risk Management Committee.

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SECTION TWENTY FIVE – POLICIES

Article 25A Standing Rules for the Officers, Directors, and Chaplain

Officers, Directors, and Chaplain during their tenure will:

a. always represent the welfare, values, and best interests of the UNION;
b. as a representative of the UNION, always maintain the utmost respect toward all Officers, Directors, Chaplain, employees, and members of the UNION;
c. keep accurate activity and expense reports and shall submit such reports in a timely manner, but in no event less than on a quarterly basis;
d. participate in continuing education/professional development, i.e., LOMA or webinars as prescribed by the Board of Directors; and
e. acknowledge that proper decorum during their discourse with one another must be observed at all times to best represent the UNION as well as to retain their elected or appointed positions.

All Officers and members of the Board of Directors recognize and respect the distinction between a passionate discussion and any type of intimidation or threat. If any Officer, Director, Chaplain, or member witnesses or experiences any type of threatening or demeaning behavior from another Officer, Director, Chaplain, or employee of the UNION, they have the right to address the situation with the Board. The Board of Directors will then determine if any disciplinary action needs to occur in accordance with these Standing Rules.

Conduct

1. All meetings of the Board of Directors shall be conducted in accordance with the Constitution, By-laws and Robert's Rules of Order.

2. The President is deemed vested with all responsibility and authorization of a Chairman of the Board of Directors as the position is defined in Robert's Rules of Order.

3. A meeting agenda for each duly scheduled meeting of the Board of Directors shall be developed and provided to each Officer, Director, and Chaplain prior to said meeting to ensure that meetings are run efficiently. Upon their receipt, Officers, Directors, and Chaplain are expected to review the agenda as well as any and all minutes of prior meetings and reports from other Officers and department chairpersons before arriving any meeting.

4. Active participation in all meetings of the Board of Directors is demanded and expected from all Officers, Directors, and Chaplain. Members of the Board are expected to ask questions and engage in robust discussions. Officers shall use their

best efforts to be prepared to respond to questions pertaining to agenda items and shall promptly provide answers to off-agenda items as soon as reasonably practicable.

5. Officers, Directors, and Chaplain are to assist in the creation of a respectful atmosphere amongst all in attendance throughout all meeting of the Board of Directors at all times. Accordingly, treatment of all in attendance shall be courteous, dignified, and fair with the presumption given to any Officer, Director, Chaplain or guest addressing the Board of Directors that all statements or comments made or offered are to be interpreted with positive intent and in the best interests of the UNION.

6. Any member of the Board of Directors that desires to address the Board of Directors, another Officer, Director, or Chaplain during any session of a meeting of the Board of Directors meeting shall first seek recognition to speak from the President. Officers, Directors, or Chaplain are expected to use their best efforts to refrain from engaging in conversations with other officers, directors, or chaplain, interrupting another officer, director or chaplain when they are speaking, or otherwise disrupting the business of meetings of the Board of Directors, whether in open or closed session.

7. The President shall preside over all meetings of the Board of Directors and shall conduct the same in an effective and efficient matter. In order to ensure the effectiveness and efficiency of all meetings, the President may interrupt a discussion if a point has been sufficiently covered, table a discussion that has moved past and agenda item, or to call a vote on any pending motion made by a Director, or Chaplain.

Attendance

1. The President shall have the authorization to declare whether any meeting of the Board of Directors is to be conducted in person or virtually, in their reasonable discretion. Prior written notice of the President's decision shall be sent to all Directors, Chaplain, and Officers.

2. Officers, Directors, and Chaplain are responsible to attend all duly scheduled meeting of the Board of Directors. They are expected to attend said meetings on time and are to be prepared to actively participate in the meeting.

3. If an Officer, Director, or Chaplain foresees the need to request an absence from a duly scheduled meeting of the Board of Directors, in whole or in part, it is the Director's responsibility to provide written notice to the Executive Committee not less than seven (7) days prior to the scheduled start of the Board meeting seeking an excused absence. Any Officer, Director, or Chaplain that fails to attend a duly scheduled meeting of the Board of Directors, in whole or in part, without providing the Executive Committee prior written notification is subject to disciplinary action in accordance with these Standing Rules. In the event an Officer, Director, or Chaplain is unable to attend a meeting of the Board of Directors, in whole or in part, due to an unforeseen emergency,

written notice to the Executive Committee shall be provided by said Officer or Director as soon as reasonably possible.

4. Any Officer, Director, or Chaplain that becomes incapacitated during the term of his or her office for a period of more than three (3) consecutive months, such that the normal duties of the office can no longer be performed, shall, at the discretion of the Board of Directors, have his or her salary and/or stipend, as the case may be, and duties suspended until such time as the officer or director is no longer incapacitated.

5. If any meeting of the Board of Directors is to be conducted virtually, all Directors, Chaplain, and Officers shall become familiar with all technology necessary to attend said meeting as scheduled and on time. All Directors, Chaplain, and Officers shall remain logged into any virtual meeting, with the cameras on their computers or other electronic devices turned on, until any session is adjourned, or any Officer, Director or Chaplain is excursed by proper motion made.

Enforcement of These Standing Rules

1. Officers, Directors, and Chaplain shall at all times abide by and comply with these Standing Rules.

2. During meeting of the Board of Directors, the President has the authority to implement and enforce these Standing Rules. In enforcing these Standing Rules, the President may provide warnings to any Officer, Director or Chaplain perceived to be acting in violation of these Standing Rules, and, if infractions continue, dismiss any Director, Chaplain, or Officer from any meeting. In the event a Director or Chaplain is dismissed from any meeting for violation of these Standing Rules, said Director or Chaplain shall not be permitted to vote on any matters raised throughout the remainder of said meeting and shall not receive any compensation or expense reimbursement for said meeting.

3. In the event that any Officer, Director or Chaplain is reprimanded for repeatedly violating these Standing Rules, or is otherwise alleged to be guilty of nonfeasance, misfeasance or malfeasance in office, any Officer, Director, or Chaplain may make a motion to suspend and/or remove said Officer, Director or Chaplain from office pursuant to Article 04A(3) of the PRCUA Constitution.

4. In the event any Officer, Director or Chaplain is removed pursuant to Article 04A(3), he or she may demand a trial in accordance with Article 14C, 14D, 14E, or 14F of the Constitution, as the case may be, and appeal from the decision of the Board of Directors to the next Convention.

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