



**CONSTITUTION
AND LAWS**

National Catholic Society of Foresters

*As amended by referendum ballot of delegates
to the Nineteenth Quadrennial Session and by
the delegates of the Twentieth Quadrennial Session.*

**PUBLISHED BY THE HOME OFFICE OF
NATIONAL CATHOLIC SOCIETY OF FORESTERS**



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ARTICLES OF INCORPORATION

(As amended August 17, 1998)

TO THE INSURANCE SUPERINTENDENT OF THE STATE OF ILLINOIS:

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

1. The name or title by which such corporation shall be known in law is National Catholic Society of Foresters.
2. The principal business office shall be located in County of Cook, and State of Illinois.
3. The name of the incorporators are as follows, respectively, to wit: Rev. David J. Crimmins; John W. Clancy; James D. Kelly; William A. Hoyne; Leo P. Dwyer; Francis W. Fitz-Gerald; Thomas H. Cannon; John C. Schubert; James O'Connor; Patrick J. Cahill.

4. This corporation is a fraternal benefit society, without capital stock, organized and carried on for the sole benefit of its members and their beneficiaries and not for profit, having a lodge system with ritualistic form of work and representative form of government. The purposes of the Society are to: promote friendship, unity and true Catholic charity among its members, foster fraternal and benevolent activities, further the progress of the Catholic Church, encourage patriotism and loyalty of the United States of America, and provide death, disability and other benefits, rights and privileges, as authorized by its Constitution and Laws and in accordance with the laws of Illinois. It may also provide for the establishment of a junior department in accordance with its Constitution and Laws and shall have all the rights, powers, privileges and benefits now or hereafter granted by the laws of the State of Illinois pertaining to fraternal societies.

5. The plan which shall be followed in carrying out the objects of this Society is as follows, to wit: By the organization of local courts, and a National Convention, as defined in the Constitution and Laws of the Society. The National Convention shall be the supreme governing and legislative body of the Society having jurisdiction over all the courts, officers and members of the Society, and shall meet in regular session, as provided in the Constitution and Laws, at least once in four calendar years. The National Convention shall be composed of the members of the Board of Directors of the Society and delegates elected by the local courts, all as provided in the Constitution and Laws. The National Convention shall have the power to do and perform any and all acts and things by it deemed essential to the welfare and perpetuity of the Society and in conformity with the laws of the State of Illinois.

There shall be established and maintained by the

Board of Directors from dues and premiums received from the members, and from any other sources such fund or funds as it shall deem necessary for the purpose of carrying out the objects of this Society and for the payment of benefits and expenses of operations.

6. In the interim between meetings of the National Convention, the management of the Society shall be vested in a Board of Directors. The Board of Directors shall be composed of eleven (11) members and shall consist of the National President, National Vice President, National Secretary, National Treasurer and seven (7) National Directors, all of whom shall be elected at each regular session of the National Convention. Any vacancy occurring in the Board of Directors in the interim between regular sessions of the National Convention shall be filled by the Board of Directors for the unexpired term.

7. The following persons are hereby selected as the Board of Directors to control and manage said corporation for the first year: Elizabeth Rodgers, Catherine Hughes, Christina Hoffman, Margaret O'Connor, Mary Crowley, Annie E. Daley, Celia M. Gilmore, Jennie Clancy, Mary Farrell, Minnie Keefe and Maggie Dugan.

8. No person shall become a member of this Society unless such person is a practical member of the Roman Catholic Church or the spouse or child of a practical member of the Roman Catholic Church. Membership in the Society shall be subject to the requirements of the laws of Illinois pertaining to fraternal benefit societies and the Constitution and Laws of this Society.

9. Applicants for beneficial membership as well as

juniors shall be required to submit such satisfactory evidence of insurability as shall be required by the Board of Directors.

10. Bona fide applications for membership have been secured from not less than five hundred persons, who have each made application for membership in said proposed association or society and have each been duly examined and recommended by a reputable physician, and have each deposited with the undersigned proposed incorporators of said association or society the sum of two dollars on each one thousand dollars of insurance or part thereof, provided for in the plan or organization of said association or society as an advance assessment for mortuary purposes.

(Signed) David J. Crimmins
John W. Clancy
James O'Connor
James D. Kelly
William A. Hoyne
Leo P. Dwyer
Francis W. Fitz-Gerald
Thomas H. Cannon
John C. Schubert
Patrick J. Cahill

CONSTITUTION AND LAWS OF NATIONAL CATHOLIC SOCIETY OF FORESTERS

ARTICLE I MEMBERSHIP

SEC. 1.01 QUALIFICATIONS FOR MEMBERSHIP

Any person who is a practical member of the Roman Catholic Church or the spouse or child of a particular member of the church and such person is not limited by any other provision of this Constitution and Laws, shall be eligible for any classification of membership in National Catholic Society of Foresters.

SEC. 1.02 HOW ACQUIRED

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

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

SEC. 1.03 CLASSIFICATION OF MEMBERSHIP

(a) A beneficial member is one named as the Insured or Annuitant in a benefit certificate issued by this Society and is in good standing and entitled to all privileges of membership when:

- (1) the certificate is being maintained in force by payment of the premiums due or in accordance with a

premium waiver, automatic premium loan or non-forfeiture provision or is a paid up certificate;

(2) the member otherwise meets all provisions of this Constitution and Laws; and

(3) the member is not a junior member.

(b) A junior member is one who is less than sixteen (16) years of age and is named as the Insured or Annuitant in a benefit certificate issued by the Society. All junior members having attained the age of sixteen (16) years shall be transferred to the adult membership of the court. Junior members shall not have a voice or vote in the management of the Society.

(c) A social member is one who is not named as the Insured or Annuitant in any benefit certificate issued by the Society and is in good standing as long as the social dues are paid and the member otherwise meets all provisions of this Constitution and Laws. They shall be at least sixteen (16) years of age. Social members shall have no voice or vote in the management of the affairs of the Society.

SEC. 1.04 PREMIUMS AND SOCIAL DUES

(a) beneficial members shall pay premiums as provided in their benefit certificates.

(b) Social members shall pay annual social dues in an amount to be determined by the Board of Directors annually.

(c) Any premium prepaid beyond the month in which the member's death occurs shall be refunded to the beneficiary.

SEC. 1.05 TRANSFER OF COURT MEMBERSHIP

A member may transfer to another court by making written application for such transfer and complying with the rules and regulations as may be prescribed by the Board of Directors.

SEC. 1.06 DISCIPLINE OF MEMBERS AND APPEALS

(See Article XIII, Sec. 13.01 and Sec. 13.02; and Article XIV, Sec. 14.01 and Sec. 14.02)

ARTICLE II

ELECTIVE NATIONAL OFFICERS AND DIRECTORS

SEC. 2.01 ELECTED OFFICIALS

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

SEC. 2.02 ELIGIBILITY

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

- (a) be a practical member of the Roman Catholic Church;
- (b) be a beneficial member in good standing for a continuous period of five (5) years or more;
- (c) be under seventy-five (75) years of age;
- (d) not be an officer, director or agent of another fraternal benefit society or life insurance company;

(e) submit a written resignation from service to the Society as a full time or part time employee or field representative of the Society's sales department when filing their nomination for any office except National Director. The resignation shall become effective only upon their election to office.

SEC. 2.03 TERM OF OFFICE

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

SEC. 2.04 NOMINATION AND ELECTION PROCEDURES

The name of the consenting candidate for a National Office, together with a resume of eligibility and qualifications for the respective office, in a format established by the Board of Directors, shall be filed with the National Secretary at least sixty (60) days prior to the National Convention. The resume and qualifications of each candidate shall be sent to delegates to the National Convention at least thirty (30) days prior to the National Convention. Nominations will be made from the floor at the Convention. Consent to run for an office must be given before the member may be nominated. The committee on elections shall prepare the ballot, conduct the election, and tabulate the votes. A report of the election, signed by each member of the elections committee shall be presented to the National President.

SEC. 2.05 ELECTION

A National President, a National Vice President, a National Secretary, a National Treasurer and seven (7) National Directors shall be elected by ballot at the regular meeting of the National Convention. The nominee receiving the majority of votes cast for a National Office, and the seven (7) nominees receiving the highest number of votes cast for National Director shall be declared elected to office. In the event any office shall not be filled by reason of a tie vote, a second vote by ballot shall be held and voting shall be limited to the nominees who are parties to the tie vote. Balloting shall be continued until the office is filled.

SEC. 2.06 COMPENSATION

The National Convention shall fix the compensation of the elected officials prior to their election and shall further recommend a percentage of adjustment to the compensation for the Quadrennium. Proposed compensation levels shall be submitted to the delegates from the last meeting of the National Convention for a vote prior to the call for candidates in the official publication.

SEC. 2.07 REPORTS OF OFFICERS

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

ARTICLE III DUTIES OF NATIONAL OFFICERS

SEC. 3.01 NATIONAL PRESIDENT

The National President:

- (a) shall be the Chief Executive Officer and shall manage

and supervise the business and affairs of the Society;

(b) shall be presiding officer of the National Convention, the Board of Directors and the Executive Committee;

(c) may assign duties to the National Vice President and other officers of the Society except as otherwise herein provided;

(d) shall charter and install or cause to be chartered and installed new courts and may admonish, suspend or disband any court failing to maintain an active status or failing to comply with this Constitution and Laws;

(e) may declare vacant any office of a court for just cause and appoint another member of the court to fill such office temporarily until the next regular meeting of the Board of Directors. At that time the action shall be reviewed and if approved by the Board of Directors, the vacancy shall be filled by the court in the manner provided herein, but if not approved, the officer shall be reinstated;

(f) may sign contracts, leases, agreements, charters and other instruments, which the Board of Directors has authorized to be executed and which require the signature of the National President to authenticate;

(g) may appoint an attorney, a director of public relations and a national medical examiner subject to approval of the Board of Directors;

(h) may employ any employee and agent as deemed in the best interest of the Society and fix their compensation subject to statutory limitations;

(i) shall perform other duties as directed by the Board of Directors or the Constitution and Laws, and, in general, shall have the power to perform all duties incident to the office of National President.

SEC. 3.02 NATIONAL VICE PRESIDENT

The National Vice President:

(a) shall be the presiding officer of the National Convention and the Board of Directors in case of absences or inability of the National President to serve;

(b) shall have the power and perform the duties of the National President when a vacancy in the office of National President occurs, and until a qualified successor is elected by the Board of Directors at the first regular board meeting or a special meeting following the vacancy;

(c) shall perform other duties as the National President or the Board of Directors shall direct and, in general, have the power to perform duties incident to the office of the National Vice President.

SEC. 3.03 NATIONAL SECRETARY

The National Secretary:

(a) shall keep accurate records of the proceedings of the National Convention, the Board of Directors, and the Executive Committee, and provide excerpts of the proceedings of the National Convention to delegates, courts and members of the Board of Directors;

(b) shall see that notices of meetings of the National Convention and Board of Directors are given in accordance with the provisions of the Constitution and

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

(c) shall be the custodian of the Society's records and official seal, and attest and affix the official seal to all documents when required;

(d) shall requisition checks for payment of benefits to members and their beneficiaries and preserve all documents and correspondence pertaining thereto;

(e) shall perform other duties as this Constitution and Laws, the Board of Directors or the National President shall direct, and, in general, have the power to perform all duties incident to the office of National Secretary.

SEC. 3.04 NATIONAL TREASURER

The National Treasurer:

(a) shall be the custodian of the funds and securities of the Society as shall be determined by the Board of Directors;

(b) shall keep a correct account of all receipts and disbursements and make payment by check of all bills payable and benefits only upon vouchers signed by any two of the following: National President, National Vice President or National Secretary;

(c) shall receive and receipt monies due and payable to the Society and deposit same in the name of the Society in depositories designated by the Board of Directors;

(d) shall withdraw no funds of the Society from any depository except upon check, draft or order signed in

such manner and by such National Officers of the Society as may be authorized by the Board of Directors;

(e) shall perform other duties as this Constitution and Laws, the Board of Directors or the National President shall direct, and, in general, have all the powers incident to the office of National Treasurer.

SEC. 3.05 NATIONAL DIRECTOR (S)

The National Director:

(a) shall attend all regular and special meetings of the Board of Directors;

(b) shall perform other duties as this Constitution and Laws or the National President shall direct, and, in general, have all powers incident to the office of National Director.

ARTICLE IV BOARD OF DIRECTORS

SEC. 4.01 MEMBERS OF THE BOARD OF DIRECTORS

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

SEC. 4.02 MEETINGS

(a) Regular meetings of the Board of Directors shall be held at least quarterly at such time and place as the Board of Directors may designate at a previous regular or special meeting. A majority of members of the Board of Directors shall constitute a quorum at any regular or special meeting.

(b) Special meetings requiring travel of the Board of Directors may be called by the National President. Upon written request of a majority of members of the Board of Directors, a special meeting shall be called by the National President or National Secretary. Notice of each special meeting shall be given at least seven (7) days before the meeting. Only business indicated in the notice of the meeting may be transacted at a special meeting.

(c) A vote by mail may be taken when necessary. Action taken by mail shall be verified and made a part of the minutes at the next meeting of the Board of Directors.

(d) Meetings may be conducted by telephone conference with a twenty-four (24) hour notice.

(e) A member of the Board of Directors who was present at any meeting when action was taken on any matter, shall be presumed to have agreed with the action unless that member voted against the action or failed to vote and filed a written dissent with the secretary of the meeting before its adjournment.

SEC. 4.03 POWERS

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

SEC. 4.04 DUTIES

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

- (a) annually review and may make adjustments to the percentage of adjustment of salary of the National Officers, as adopted by the National Convention and the compensation for the National Directors, fix the per diem to be paid members of the Board of Directors for attendance at meetings and authorize payment to them of their necessary expenses while engaged in the duties of the Society, and fix a per diem reimbursement for the convention delegates;
- (b) make and change rules and regulations not inconsistent with this Constitution and Laws for the management of the Society's business and affairs and carrying out its purposes and object;
- (c) provide the payment of death, disability, accident and health, annuity and other benefits; provide for the issuance of benefit certificates in amounts and with rates, mortality and interest bases, and provisions as the Board deems advisable and now are or hereafter may be permitted by the laws of the State of Illinois;
- (d) remove from office any elected officer or director for improper conduct, failure to perform the duties of the office or other good cause upon affirmative votes of eight (8) members of the Board;
- (e) fill any vacancy in an elective position during the interim between meetings of the National Convention and

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

(f) render decisions as to the interpretation of the laws of the Society, which decisions may be appealed to the National Convention at its next meeting and shall be final and binding on all officers and members, unless and until reversed or modified by the National Convention;

(g) employ certified public accountants who shall annually audit the financial records of the Society and submit to the Board a written report of the audit, which shall be published in summary form in the official publication;

(h) designate the banks, trust companies or depositories in which funds of the Society shall be deposited and in which investment securities of the Society shall be placed for safe keeping;

(i) strengthen the reserves on any and all classes of certificates as deemed necessary or advisable but such action shall not change or affect the contractual rights of any member under any certificate;

(j) revise or make such changes in the Ritual of the Society as may be deemed advisable;

(k) create and/or combine any court offices as it deems advisable; create or combine courts into regional courts when requested by the courts or when such an arrangement is deemed practical and advisable;

(l) approve disbursements of the funds of the Society or

designate the officer or officers who may approve such disbursements.

SEC. 4.05 SURETY BONDS AND INSURANCE COVERAGE

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

SEC. 4.06 FINANCES

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

ARTICLE V

THE EXECUTIVE COMMITTEE

SEC. 5.01 EXECUTIVE COMMITTEE DEFINED

The National President, the National Secretary and the National Treasurer shall constitute the Executive Committee and shall act in an advisory capacity to the National President.

SEC. 5.02 POWERS AND DUTIES

The Executive Committee shall have the powers and perform the duties as are provided in this Constitution and Laws and

shall perform such additional duties as the Board of Directors may direct. During the interim between meetings of the Board of Directors, the Executive Committee shall have the power to do and perform all things the Board of Directors might do or perform except as prohibited by this Constitution and Laws and the laws of the State of Illinois.

SEC. 5.03 MEETINGS

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

ARTICLE VI NATIONAL CONVENTION

SEC. 6.01 NATIONAL CONVENTION DEFINED

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

SEC. 6.02 POWERS AND DUTIES

The National Convention:

- (a) shall be the supreme governing and legislative body of the Society;

(b) shall elect the National Officers and the National Directors;

(c) shall fix the compensation for elected officials as stated in Section 2.06;

(d) shall hear and make decisions on appeals from rulings made by the Board of Directors;

(e) shall amend the Articles of Incorporation and the Constitution and Laws;

(f) shall make decisions on matters of importance to the Society. (See Article of Incorporation 5)

SEC. 6.03 REPRESENTATION

The basis of representation to the Quadrennial National Convention shall be the total beneficial membership of a court in good standing on January 1 of the calendar year of the National Convention. A court shall be in good standing if all reports have been filed every year within the required time. Each court in good standing shall be entitled to one (1) delegate, and courts with 200 or more beneficial members shall be entitled to two (2) delegates. Any court instituted after January 1st and not less than thirty (30) days prior to the National Convention shall be entitled to one (1) delegate.

SEC. 6.04 QUORUM DEFINED

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

SEC. 6.05 QUALIFICATIONS OF DELEGATES AND ALTERNATES

A member shall be eligible to be elected as a delegate or

alternate to the National Convention and serve as a delegate or alternate when the person is:

- (a) a practical member of the Roman Catholic Church;
- (b) a beneficial member of the Society for at least one (1) year preceding the election or a charter member of the court which has been organized less than one (1) year;
- (c) an officer or member actively participating in regular local court activities.

The court and member must be in good standing. A court shall be in good standing when the audit, election and activity reports have been filed every year within the required time. No National Officer or National Director of this Society nor any officer, director or agent of another fraternal benefit society or life insurance company shall be eligible to be elected or to serve as a delegate or alternate to the National Convention.

SEC. 6.06 CREDENTIALS

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

SEC. 6.07 TERM OF OFFICE OF DELEGATE AND ALTERNATE

The term of office for delegates and alternates to the National Convention shall expire on the date on which the next regular quadrennial meeting of the National Convention convenes or at any time prior hereto that the delegate or alternate ceases to have the qualification prescribed in Section 6.05. The delegates who were elected to the last National Convention shall be the delegates, if qualified, to any special meeting held prior to the next meeting of the National Convention.

SEC. 6.08 ADMITTANCE TO MEETING

(a) Delegates whose credentials have been approved by the committee on credentials shall be entitled to be seated at each regular and special meeting of the National Convention. If any credentials were not approved by the committee or the right of any delegate to be seated is contested, the National Convention shall determine which, if any, of the delegates shall be admitted and seated. The National Convention shall be the judge of the election and qualifications of its own members.

(b) Past members of the Board of Directors and the National Chaplain shall be admitted and entitled to an honorary seat. Members and persons other than members may be admitted on approval of the National Convention. Only accredited delegates and the Board of Directors shall have a voice or vote.

SEC. 6.09 REGULAR MEETINGS

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

SEC. 6.10 SPECIAL MEETINGS

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

of each court, at the last address of each as shown by the records of the National Secretary.

SEC. 6.11 DELEGATES' EXPENSES

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

ARTICLE VII APPOINTIVE OFFICES AND COMMITTEES OF NATIONAL CONVENTION

SEC. 7.01 APPOINTMENT

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

SEC. 7.02 COMMITTEES

Committees shall be appointed on: constitution and laws, finance, resolutions, appeals, communications, credentials, elections, fraternal activities, religion, rules and educational programs.

(a) *Constitution and Laws:* All amendments to the laws of the Society proposed in accordance with this Constitution and Laws, shall be referred to the committee which shall report to the National Convention with its recommendations.

(b) *Finance:* The committee on finance shall make their recommendation of the compensation for elected officials

to the delegates from the last meeting of the National Convention for a vote prior to the call for candidates in the official publication.

(c) *Resolutions*: All resolutions submitted to the National Convention by courts in accordance with this Constitution and Laws, except resolutions proposing an amendment to the laws of the Society, shall be referred to this committee which shall report to the National Convention with recommendations.

(d) *Appeals*: All appeals to the National Convention made in accordance with this Constitution and Laws shall be referred to this committee which shall report to the Convention with its recommendations.

(e) *Communications*: The committee on communications shall make suggestions or recommendations for use of correspondence, news media, television or radio to inform the members of activities.

(f) *Credentials*: The committee on credentials shall register the attendance at the National Convention and report to the delegates the number of voting members who have registered.

(g) *Elections*: The committee on elections shall be composed of a chairperson, known as the Judge of Elections, and at least one (1) teller and one (1) clerk who are beneficial members and not delegates. Prior to the balloting, the presiding officer may appoint additional tellers and clerks as necessary to assist the committee. Each candidate nominated for an elected position may appoint one additional member to this committee. The National Secretary shall furnish the Judge of Elections the

names of all members nominated for office and a list of the members of the National Convention entitled to vote. The committee on election shall prepare the ballots and shall conduct the election. When completed ballots have been counted the Judge of Elections shall report the results to the delegates. The presiding officer shall declare the election.

(h) *Fraternal Activities:* The committee on fraternal activities shall: (1) recommend fraternal and benevolent programs; (2) make recommendations or suggestions for the junior programs (excluding educational programs); (3) encourage the members to participate in civic projects; and (4) foster other activities for the good of the Society.

(i) *Religion:* The committee on religion shall strive to improve the spiritual endeavors of the members and shall encourage the reading of documents from the Vatican and spiritual literature.

(j) *Rules:* The rules committee recommends rules for the conduct of the business session of the National Convention.

(k) *Educational Programs:* The committee on educational programs shall (1) evaluate scholarship programs; (2) review such other educational programs as have been proposed or created by the Board of Directors; (3) make suggestions or recommendations for future educational programs.

SEC. 7.03 COMPENSATION

The compensation, if any, for any appointive office or member of a committee who is not a member of the Board of Directors or Delegate to the National Convention shall be fixed by the

National President, but shall not exceed the amount allowed to a delegate to the Convention.

ARTICLE VIII

ORGANIZATION OF COURTS

SEC. 8.01 COURT DEFINED

A court shall be a regularly chartered subordinate body of the Society. Any person who is eligible for beneficial or social membership under the provisions of this Constitution and Laws may be admitted to membership.

SEC. 8.02 APPLICATION FOR AND ISSUANCE OF CHARTER

Upon the application of twenty-five (25) persons, twenty (20) of whom shall be new applicants, who are eligible for beneficial membership in the new court, a charter may be granted provided the court shall have been instituted by the National President or a designated representative.

SEC. 8.03 ORGANIZATION MEETING

At the organization meeting, which shall be held immediately after the chartering of the court, the National President or the designated representative shall be presiding officer and shall appoint a secretary pro tem.

Officers shall be elected at the organization meeting in the manner prescribed in this Constitution and Laws for the election of court officers and shall be installed immediately following the election. A beneficial member transferring into the new court at its chartering shall be eligible for any office in the court. The names of the officers elected and of the members initiated at the chartering of the court shall be forwarded to the National Secretary immediately after the meeting.

SEC. 8.04 CHARTER MEMBERS

The list of charter members in a new court shall be left open for ninety (90) days after its institution.

SEC. 8.05 ADMISSION TO COURT MEMBERSHIP

Applicants for admission to membership in a court shall be admitted in accordance with the rules and regulations prescribed by the Board of Directors.

SEC. 8.06 REGULAR MEETINGS

Regular meetings of a court shall be held at least once a month on the day and hour designated in the rules of the court, unless a majority of the officers designate another date in the event of an emergency. Any permanent change of date or place of regular meetings shall be mailed to the National Secretary within one (1) week after making such change.

SEC. 8.07 SPECIAL MEETINGS

Special meetings may be called by the President and shall be called upon the written request of five (5) members of the court. Notice of any special meeting shall be communicated to members at least five (5) days before the date of the meeting. Such notice shall set forth the time, place and purpose or purposes for which the special meeting is called.

SEC. 8.08 QUORUM

A quorum for the transaction of business at any regular or special meeting of a court shall be specified in the court's bylaws, but in no event shall the number be less than five (5) members.

SEC. 8.09 COMMUNICATIONS

All communication from the Home Office addressed to the officers and members of the court are to be read at the first regular meeting of the court after their receipt. Deaths and new members may be announced at the meeting. All other

transactions are sent to the Recording Secretary for record keeping only in accordance with federal law.

SEC. 8.10 FUNDS AND PROPERTY OF COURT

All funds and property of a court shall be used only for carrying out the objectives of the Society and paying court expenses. All such funds and property shall belong to the court, shall be used only for such purposes and shall not be divided among its members. A court, upon being authorized by the National President or Executive Committee to disband or merge with another court shall immediately surrender all its funds, property and charter to the Executive Committee. After an audit has been completed, transfer fees for members merged with another court will be paid from the disbanded court funds. The balance of funds of the disbanded court are to be donated by the court to a church or charity of its members choosing.

SEC. 8.11 SUSPENSION AND REINSTATEMENT OF COURT

(a) A court which has failed to file reports as required by the Board of Directors shall be suspended by the Executive Committee. Any court having less than twenty-five (25) beneficial members in good standing or failing to comply any provisions of this Constitution and Laws may be suspended by the Executive Committee.

(b) (1) A suspended court shall surrender all of its funds, property and charter to the Executive Committee to be held in trust, separate and apart from other property of the Society. If the court is reinstated prior to the expiration of one (1) year from the date of its suspension, the remainder of the property shall be returned to the court.

(2) If a court shall fail to be reinstated within one (1)

year, the court shall be dissolved by the President, its charter shall be forfeited and destroyed, and the remainder of its property shall become the property of and used for the benefit of the Society.

(3) An officer or member of a suspended court who refused to surrender any funds or property of the court to the Executive Committee upon demand shall be excluded from membership in any court. The Executive Committee may cause suit to be brought against the officer or member for the recovery of the property.

(c) Upon recommendation of the National President, any suspended court may be reinstated within one (1) year from the date of its suspension in accordance with the rules and regulations as may be adopted by the Executive Committee.

(d) Members of a court that has been suspended who are in good standing at the time of its suspension shall have the right to transfer to another court. The National Secretary shall issue such transfer cards.

SEC. 8.12 COURT BYLAWS

Every court shall establish bylaws that are not in conflict with this Constitution and Laws.

(a) The President of a new court shall appoint a committee to draft court bylaws. The committee shall report its draft of the bylaws within sixty (60) days thereafter to the court at a regular meeting. The bylaws shall be filed with the Recording Secretary but shall not be acted upon until the following regular meeting.

(b) The bylaws of a court may be amended by a two-thirds (2/3) vote at any regular or special meeting if written notice of the proposed amendment had been given to all members at least fifteen (15) days in advance of the meeting or if the proposed amendment has been read at the preceding court meeting. Court bylaws and amendments must be duly adopted by the court and approved by the Executive Committee before they become effective.

ARTICLE IX OFFICERS OF COURT

SEC. 9.01 ELECTED OFFICERS

The elective officers of a court shall be a President, a Vice President, a Recording Secretary and a Treasurer. If authorized by the Executive Committee, a court may combine officer positions. The court may elect one (1) or more trustees.

SEC. 9.02 APPOINTIVE OFFICERS

The President shall appoint a sentinel and one (1) or more conductors. In courts having junior membership, a junior director may be appointed by the President unless the court specifies a different manner.

SEC. 9.03 ELIGIBILITY

Unless consent has been granted by the National President, only beneficial members of the Society in good standing shall be eligible for the office of President, Vice President, Recording Secretary, and Treasurer. No officer, director, trustee or agent of another fraternal benefit society or life insurance company or organization shall be eligible to serve as an officer of a court. No officer of a court shall engage in any conduct in conflict with the interests of the Society.

SEC. 9.04 NOMINATIONS

A nominating committee consisting of three (3) members in good standing shall be elected annually on or before the January meeting. The committee shall elect one (1) of its members to act as chairman and one (1) to act as secretary and shall prepare a list of one (1) or more qualified nominees for each elective office. The nominating committee shall report at the February meeting. Nominations may also be made from the floor. No one shall be nominated for any office whose consent to serve has not first been obtained. Expense allowances of officers shall be fixed before nomination or appointment.

SEC. 9.05 ELECTIONS

Officers shall be elected by ballot at the court's regular meeting in March. If after the closing of nominations there is only one (1) eligible nominee for any office or offices, the election may be by voice vote. A majority of all valid votes cast shall be necessary to elect.

SEC. 9.06 TERM OF OFFICE

Officers shall take office at the first meeting in April and shall serve for one (1) year or until their successors are elected and qualified.

SEC. 9.07 CONDUCT OF ELECTION BY BALLOT

The annual election shall be conducted by a judge of election assisted by not less than two (2) tellers. The tellers and the Judge of Elections shall be appointed by the President. The Judge of Elections shall secure the names of all members nominated for office and a list of the members who are entitled to vote. A ballot shall be distributed to each member in attendance who is entitled to vote. Marking of the ballot shall be performed in privacy. The judge shall supervise the counting of the ballots and report the results of the elections to

the President before the adjournment of the meeting and the officers shall be declared elected by the President. The ballots sealed in an envelope which is signed by the judge and tellers across the sealed part of the envelope shall be retained by the Recording Secretary for thirty (30) days.

SEC. 9.08 INSTALLATION

Officers shall be installed at the first meeting in April or as soon thereafter as is possible. Installation may be public if the court by majority vote shall so decide. The installation of officers shall be regarded as a ritualistic ceremony only.

SEC. 9.09 VACANCIES

(a) In case of death or resignation of the President, the Vice President shall become President for the unexpired term. A vacancy in any other elective office shall be filled for the unexpired term by a special election at any regular or special meeting of the court. Notice of such special election shall be given in advance to members of the court stating the time, place and purpose of the meeting.

(b) A vacancy in an appointive office shall be filled for the unexpired term by a member appointed by the President.

SEC. 9.10 DUTIES OF COURT OFFICERS

Court officers shall fulfill the duties as stated in the court Officers Manual subject to revision by the Board of Directors.

SEC. 9.11 LIMIT OF AUTHORITY

The officers of the court are hereby declared to be agents of the court and not of the Society. No act or omission by the court or any of its officers shall create any liability on the part of the Society nor waive any of its rights or any provision of this Constitution and Laws.

SEC. 9.12 REQUIRED REPORTS

All required reports from courts and their officers shall be filed with the office of the National President by their due date each year.

SEC. 9.13 SPECIAL AUDIT

The officers of the court shall make their books, records and accounts available to the National President, or such other person as the Executive Committee may designate for a special examination and audit.

ARTICLE X COURT COMMITTEES

SEC. 10.01 APPOINTIVE

Each court shall have an audit committee and a fraternal activities committee. The court may have friendship, membership, program, religion and other committees as deemed necessary.

SEC. 10.02 DUTIES OF COURT COMMITTEES

(a) The audit committee shall annually examine all books, including the bank book, bank statements, cash book and ledger of the Treasurer, and the financial records of the junior court and shall report the financial standing of the court at the next regular meeting. The audit report shall be prepared in duplicate and one copy shall be forwarded to the Home Office. If any court fails to comply with the above requirements, the Home Office may order a special audit of the books of the court and all expenses shall be paid by the court.

(b) The fraternal activities committee is responsible for arranging activities with a view to developing a close relationship among the membership, creating an interest in

civic welfare, encouraging patriotic endeavors, supporting diocesan associations and advancing the purposes of the court and the Society.

(c) The friendship committee should provide hospitality and activities to express the court's concern for members' needs.

(d) The membership committee should promote and expand membership in the court and Society.

(e) The program committee is responsible for programs and entertainment for the court.

(f) The religion committee shall promote participation in the annual corporate communion and memorial masses, and programs of religious education and prayer to gain a deeper appreciation of the Catholic faith.

ARTICLE XI JUNIOR DEPARTMENT

SEC. 11.01 ELIGIBILITY

The Board of Directors shall establish the junior department for children under sixteen (16) years of age, nearest birthday. All sections of this Constitution and Laws apply insofar as applicable to junior members and the benefit certificates issued upon their lives. (See Article I, Sec. 1.03 b)

SEC. 11.02 JUNIOR COURT

A junior court may be organized and a charter issued in accordance with the requirements prescribed by the Board of Directors. The court shall be organized under the direction of the National President. Neither the junior court nor its

members shall have a voice or vote in the affairs of the Society.

ARTICLE XII BENEFIT CERTIFICATES

SEC. 12.01 MAINTENANCE OF RESERVES

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

SEC. 12.02 MISSTATEMENT OF AGE

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

ARTICLE XIII DISCIPLINARY ACTIONS

SEC. 13.01 OFFENSES

(a) A member who, in the opinion of the Executive Committee is guilty of an act detrimental to the Society, may be reprimanded, suspended or expelled by the member's court according to provisions of Section 13.02. The rights accorded the member in the provisions of the benefit certificate shall remain in force.

(b) A court officer who, in the opinion of the Executive Committee, has failed to perform the assigned duties may be removed from the office.

(c) Members of a court may request that the National President conduct a special audit of court records.

SEC. 13.02 PROCEDURE

(a) A signed, written complaint from a court making an accusation against a member or an officer and setting forth the alleged facts with reasonable certainty shall be forwarded to the National President.

(b) The Executive Committee shall recommend to the court a procedure for a hearing before the court. The accused shall be given reasonable notice to appear in person or by representative and be heard fully in defense.

(c) The accused officer or member may appeal the decision of the court to the Board of Directors through a written notice filed with the National Secretary within thirty (30) days after the decision is rendered; otherwise such decision shall become final.

(d) The decision of the Board of Directors shall be final and binding on all officers and members unless appealed to the National Convention. (See Article VII, Sec. 7.02 d)

ARTICLE XIV APPEALS

SEC. 14.01 TO THE BOARD OF DIRECTORS

All appeals submitted to the Board of Directors in accordance with the provisions of this Constitution and Laws shall be considered and determined by the Board of Directors. Any

appeals from a decision of a court pertaining to the suspension or expulsion of an officer or a member shall be considered solely on the records, papers and documents submitted and no new matter of evidence shall be introduced. Its decision shall be final and binding on all officers and members unless appealed to the National Convention.

SEC. 14.02 TO THE NATIONAL CONVENTION

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

ARTICLE XV

OFFICIAL PUBLICATION

SEC. 15.01 NAME AND PROVISION

The name of the official publication of the Society shall be *National Catholic Forester*. It shall be published at regular periodic intervals under the direction and approval of the Board of Directors. The National President shall supervise its publication and with the approval of the Executive Committee, may appoint and fix the salary of an editor. The official publication shall be mailed to each member in good standing according to the records of the National Secretary. Any

general notice printed in the publication shall constitute sufficient notice to the membership.

ARTICLE XVI PARLIAMENTARY AUTHORITY

SEC. 16.01 RULES OF ORDER

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

ARTICLE XVII MISCELLANEOUS

SEC. 17.01 INDEMNIFICATION

Each director, officer or employee of the Society who is made a party to or threatened with any civil, criminal, or administrative action, suit or proceeding by reason of the fact that he or she is or was such a director, officer or employee, shall be indemnified against all expenses, including attorney's fees, amounts paid on account of judgments, settlements, compromises, fines or penalties resulting from any civil, criminal, or administrative suit or proceedings. The right of indemnification shall not be deemed exclusive of any right to which directors, officers or employees may be entitled.

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

SEC. 17.02 NOTICE

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

SEC. 17.03 DEFINITIONS

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

- (a) *Society* means National Catholic Society of Foresters;
- (b) *Court* when not immediately preceded by the word junior means a subordinate unit of the Society;
- (c) *Home Office* means the principal office of the Society;
- (d) *Board of Directors* means the Board of Directors of the Society;
- (e) *Executive Committee* means the Executive Committee of the Society.

ARTICLE XVIII AMENDMENTS TO ARTICLES OF INCORPORATION AND CONSTITUTION AND LAWS

SEC. 18.01 PROPOSED AMENDMENTS

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

(b) Any amendment proposed by a court which has not been filed as directed in this Article shall not be acted upon by the National Convention unless:

(1) a written copy is furnished by the proposer to each delegate at the time of registration.

(2) two-thirds (2/3) of the delegates present and eligible to vote consent to have them acted upon.

(c) Amendments to the Articles of Incorporation and the Constitution and Laws may be proposed by resolution of the Board of Directors and in this event the Board of Directors may direct that the proposal be submitted at the next regular meeting of the National Convention or at a special meeting called for this purpose or to a referendum vote in accordance with Sec. 18.02.

(d) All proposed amendments shall be appended to the call of the National Convention or published in the Society's official publication not less than thirty (30) days prior to the commencement of the National Convention.

SEC. 18.02 BY NATIONAL CONVENTION

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

(b) The Articles of Incorporation and this Constitution and Laws may be revised or amended during the interim between meetings of the National Convention in the following manner:

(1) the Board of Directors, by resolution adopted by a two-thirds (2/3) vote of its members, may submit any proposal for amendment to a referendum vote of the elected delegates from the last meeting of the National Convention;

(2) a copy of the proposal shall be sent to the address of each Delegate according to the records of the National Secretary. If the records show any delegate to be deceased or disqualified, a copy will be sent to the alternate. The referendum vote shall be taken by mail according to the plan and method approved by the Board of Directors;

(3) a proposed amendment shall be adopted upon receiving a two-thirds (2/3) vote in the affirmative of the ballots received within the time specified by the Board of Directors for counting the ballots. The amendment shall become effective on the date the ballots are counted unless a different effective date is specified in the proposal.

SEC. 18.03 EFFECTIVE DATE

All amendments to the Articles of Incorporation and to the Constitution and Laws shall take effect on the first day following adjournment of the National Convention at which they were adopted, except as otherwise provided. All amendments must be approved by the Illinois Insurance Department.