

SERFF Tracking Number: USHG-125903660 State: Arkansas  
Filing Company: Freedom Life Insurance Company of America State Tracking Number: 40847  
Company Tracking Number:  
TOI: H21 Health - Other Sub-TOI: H21.000 Health - Other  
Product Name: Additional Association  
Project Name/Number: /

## Filing at a Glance

Company: Freedom Life Insurance Company of America

Product Name: Additional Association

TOI: H21 Health - Other

Sub-TOI: H21.000 Health - Other

Filing Type: Form

SERFF Tr Num: USHG-125903660 State: ArkansasLH

SERFF Status: Closed

Co Tr Num:

Co Status:

Author: Carol Mariano

Date Submitted: 11/14/2008

State Tr Num: 40847

State Status: Withdrawn

Reviewer(s): Rosalind Minor

Disposition Date: 04/07/2009

Disposition Status: Withdrawn

Implementation Date:

Implementation Date Requested: On Approval

State Filing Description:

## General Information

Project Name:

Project Number:

Requested Filing Mode:

Explanation for Combination/Other:

Submission Type: New Submission

Overall Rate Impact:

Filing Status Changed: 04/07/2009

Deemer Date:

Filing Description:

See attached cover letter.

Status of Filing in Domicile: Pending

Date Approved in Domicile:

Domicile Status Comments:

Market Type: Group

Group Market Size: Small and Large

Group Market Type: Association

Explanation for Other Group Market Type:

State Status Changed: 04/07/2009

Corresponding Filing Tracking Number:

## Company and Contact

### Filing Contact Information

Georgiana Cozine, Product Analyst

3100 Burnett Plaza

Fort Worth, TX 76102

cozineG@ushealthgroup.com

(817) 878-3812 [Phone]

(817) 878-3310[FAX]

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**Filing Company Information**

Freedom Life Insurance Company of America CoCode: 62324 State of Domicile: Texas  
3100 Burnett Plaza Group Code: 839 Company Type: Accident, Life and Health  
  
801 Cherry Street, Unit 33  
Fort Worth, TX 76102 Group Name: State ID Number:  
(817) 878-3328 ext. [Phone] FEIN Number: 61-1096685  
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## Filing Fees

Fee Required? No  
Retaliatory? No  
Fee Explanation:  
Per Company: No

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
Freedom Life Insurance Company of America	\$0.00	11/14/2008	

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## Correspondence Summary

### Dispositions

Status	Created By	Created On	Date Submitted
Withdrawn	Rosalind Minor	04/07/2009	04/07/2009

### Amendments

Item	Schedule	Created By	Created On	Date Submitted
Articles of Incorporation	Supporting Document	Carol Mariano	11/18/2008	11/18/2008
By-Laws	Supporting Document	Carol Mariano	11/18/2008	11/18/2008

### Filing Notes

Subject	Note Type	Created By	Created On	Date Submitted
Reponse to Note Dated 3/24/09	Note To Reviewer	Carol Mariano	04/02/2009	04/02/2009
RE: Note to Filer on 11/18/08	Note To Filer	Rosalind Minor	03/24/2009	03/24/2009
Association	Note To Filer	Rosalind Minor	11/19/2008	11/19/2008
Benefits USA	Note To Filer	Rosalind Minor	11/18/2008	11/18/2008

*SERFF Tracking Number:* USHG-125903660      *State:* Arkansas  
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*Product Name:* Additional Association  
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## **Disposition**

Disposition Date: 04/07/2009

Implementation Date:

Status: Withdrawn

Comment: As requested in your Note to Reviewer on 4/2/09, this submission is being withdrawn.

Rate data does NOT apply to filing.

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<b>Item Type</b>	<b>Item Name</b>	<b>Item Status</b>	<b>Public Access</b>
<b>Supporting Document</b>	Certification/Notice	Withdrawn	Yes
<b>Supporting Document</b>	Application	Withdrawn	Yes
<b>Supporting Document</b>	Health - Actuarial Justification	Withdrawn	Yes
<b>Supporting Document</b>	Outline of Coverage	Withdrawn	Yes
<b>Supporting Document</b>	Cover Letter	Withdrawn	Yes
<b>Supporting Document</b>	Articles of Incorporation	Withdrawn	Yes
<b>Supporting Document</b>	By-Laws	Withdrawn	Yes

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Project Name/Number: /

**Note To Reviewer**

**Created By:**

Carol Mariano on 04/02/2009 10:50 AM

**Last Edited By:**

Rosalind Minor

**Submitted On:**

04/07/2009 08:27 AM

**Subject:**

Reponse to Note Dated 3/24/09

**Comments:**

Rosalind,

Thank you for your note regarding this submission.

Please be advised it is the Company's position to not pursue this filing at this time. As your time spent thus far is appreciated, an acknowledgment of this action for closure of our records will be appreciated.

Should you have any questions regarding this correspondence please do not hesitate to contact me.

Sincerely,

Carol Ann Mariano  
Product Analyst

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Project Name/Number: /

**Note To Filer**

**Created By:**

Rosalind Minor on 03/24/2009 09:45 AM

**Last Edited By:**

Rosalind Minor

**Submitted On:**

04/07/2009 08:27 AM

**Subject:**

RE: Note to Filer on 11/18/08

**Comments:**

In my Note to Filer on 11/18/08, I attached a questionnaire for the Discretionary/Association group which was to be answered and sent back to our Department. Part of the questions/information was to provide the By laws and Articles of Incorporation which you have submitted.

There are other questions and/or information which need to be submitted such as any marketing brochures, how members are recruited, a list of dues paying members, etc.

I will hold this submission open for 10 working days. If additional information is not received by April 7, 2009, the association will be disapproved.

Thank you for your cooperation.

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Project Name/Number: /

**Note To Filer**

**Created By:**

Rosalind Minor on 11/19/2008 08:21 AM

**Last Edited By:**

Rosalind Minor

**Submitted On:**

04/07/2009 08:27 AM

**Subject:**

Association

**Comments:**

Carol, First of all, congratulations on your marriage.

Thanks so much for attachments with respect to the association. I do need the additional information that is outlined in the attachment which I sent you such as, any brochures, specific activities of the organization, etc.

Thank you so much.

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Project Name/Number: /

**Amendment Letter**

Amendment Date:  
Submitted Date: 11/18/2008

**Comments:**

Rosalind,

Thank you for your note earlier today. Attached please find Articles of Incorporation and By-laws for Benefits USA association. These were inadvertently omitted from the original submission. I trust these documents will answer any questions regarding the association and look forward to receiving a response from the Department.

Please update your contact information regarding my name change and company affiliation. I recently married and changed my name from Carol Ann Sentena to Carol Ann Mariano. I have also change companies from MEGA Life to Freedom Life. I look forward to any future contact we may have in my new position.

Sincerely,

Carol Ann Mariano  
Product Analyst

**Changed Items:**

**Supporting Document Schedule Item Changes:**

**User Added -Name: Articles of Incorporation**

Comment:  
Benefits USA Articles.pdf

**User Added -Name: By-Laws**

Comment:  
Benefits USA By-Laws.pdf

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Project Name/Number: /

**Note To Filer**

**Created By:**

Rosalind Minor on 11/18/2008 03:31 PM

**Last Edited By:**

Rosalind Minor

**Submitted On:**

04/07/2009 08:27 AM

**Subject:**

Benefits USA

**Comments:**

Information must be reviewed for approval on Benefits USA.

Attached is a questionnaire which must be answered and information submitted on the association for our review.

*SERFF Tracking Number:*      *USHG-125903660*                      *State:*                      *Arkansas*  
*Filing Company:*              *Freedom Life Insurance Company of America*      *State Tracking Number:*      *40847*  
*Company Tracking Number:*  
*TOI:*                      *H21 Health - Other*                      *Sub-TOI:*                      *H21.000 Health - Other*  
*Product Name:*              *Additional Association*  
*Project Name/Number:*      /

**Attachment "Discretionary Group.doc" is not a PDF document and cannot be reproduced here.**

*SERFF Tracking Number:*      *USHG-125903660*                      *State:*                      *Arkansas*  
*Filing Company:*              *Freedom Life Insurance Company of America*      *State Tracking Number:*      *40847*  
*Company Tracking Number:*  
*TOI:*                      *H21 Health - Other*                      *Sub-TOI:*                      *H21.000 Health - Other*  
*Product Name:*              *Additional Association*  
*Project Name/Number:*      /

## **Rate Information**

Rate data does NOT apply to filing.

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## Supporting Document Schedules

<b>Bypassed -Name:</b>	Certification/Notice	<b>Review Status:</b>	Withdrawn	04/07/2009
<b>Bypass Reason:</b>	N/A			
<b>Comments:</b>				
<b>Bypassed -Name:</b>	Application	<b>Review Status:</b>	Withdrawn	04/07/2009
<b>Bypass Reason:</b>	N/A			
<b>Comments:</b>				
<b>Bypassed -Name:</b>	Health - Actuarial Justification	<b>Review Status:</b>	Withdrawn	04/07/2009
<b>Bypass Reason:</b>	N/A			
<b>Comments:</b>				
<b>Bypassed -Name:</b>	Outline of Coverage	<b>Review Status:</b>	Withdrawn	04/07/2009
<b>Bypass Reason:</b>	N/A			
<b>Comments:</b>				
<b>Satisfied -Name:</b>	Cover Letter	<b>Review Status:</b>	Withdrawn	04/07/2009
<b>Comments:</b>	See attached cover letter.			
<b>Attachment:</b>	AR Cover Letter 11-14-08.pdf			
<b>Satisfied -Name:</b>	Articles of Incorporation	<b>Review Status:</b>	Withdrawn	04/07/2009
<b>Comments:</b>				
<b>Attachment:</b>	Benefits USA Articles.pdf			

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Project Name/Number: /

**Satisfied -Name:** By-Laws

**Review Status:**

Withdrawn

04/07/2009

**Comments:**

**Attachment:**

Benefits USA By-Laws.pdf

# FREEDOM LIFE INSURANCE COMPANY OF AMERICA

3100 Burnett Plaza ♦ 801 Cherry Street, Unit 33, ♦ Fort Worth, Texas 76102 ♦ 1-800-387-9027

November 14, 2008

Honorable Julie Benafield Bowman  
Commissioner of Insurance  
Arkansas Insurance Department  
1200 West 3<sup>rd</sup> Street  
Little Rock, AR 72201-1904

Re: **FREEDOM LIFE INSURANCE COMPANY OF AMERICA**  
**NAIC: 839-62324 FEIN: 61-1096685**

## **ADDITIONAL ASSOCIATION TO BE ISSUED THE FOLLOWING FORMS PREVIOUSLY FILED: BENEFITS USA**

GMS-06-C-AR-FLIC HDHP-06-C-AR-FLIC Approval Date:	Medical Surgical Expense Certificate High Deductible Health Plan Certificate October 31, 2006
GDENT-C-AR-FLIC Approval Date	Optional Dental Expense Certificate March 24, 2000
CRTIL-06-C-FLIC  Approval Date:	Five Year Renewable Term to Age 70 Group Life Insurance with Group Term Life For Dependents and Critical Illness Accelerated Benefit Certificate November 16, 2006

Dear Commissioner Bowman:

In the original submissions, and subsequent approvals, of the above referenced forms submitted to your Department, these policies were issued to a particular association. ***Since that time, the company has also decided to issue this policy to another association, Benefits USA.***

The group master policy will be issued to Benefits USA, a not-for-profit association organized under and by virtue of the laws of the state of Missouri. The group policy will be issued in Arizona. Please be advised these products are not employer/employee based, and we are offering the products to individuals on an individual basis. The products are fully underwritten on an individual basis. A certificate of insurance will be issued to members of the association to evidence coverage under the group policies.

Rest assured that no changes have been made to any of the forms approved by your Department. We would further like to make available to this association the use of any previously approved forms in your state.

Your review and approval of this additional association would be greatly appreciated. Should you have any questions, please contact me via email at [marianoc@ushealthgroup.com](mailto:marianoc@ushealthgroup.com) or by telephone (800) 387-9027, ext. 429, or fax (817) 878-3310.

Sincerely,



Carol Ann Mariano  
Product Analyst

/cam  
Enclosures

No. N00063825

# STATE OF MISSOURI



Matt Blunt  
Secretary of State

CORPORATION DIVISION  
CERTIFICATE OF AMENDMENT  
OF A  
MISSOURI NONPROFIT CORPORATION

WHEREAS,

BENEFITS USA

Formerly,

UNIVERSAL WEB USERS ASSOCIATION

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with requirements of law governing the amendment of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 29th day of OCTOBER, 2002.

A handwritten signature in cursive script that reads "Matt Blunt".

Secretary of State

\$10.00





Corporations Division  
P.O. Box 778, Jefferson City, MO 65102

James C. Kirkpatrick State Information Center  
600 W. Main Street, Rm 322, Jefferson City, MO 65101

FILED

Articles of Amendment  
for a Nonprofit Corporation  
(Submit in duplicate with filing fee of \$10.00)

OCT 29 2002

Matt Blunt  
SECRETARY OF STATE

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

(1) The name of corporation is: Universal Web Users Association

(2) The amendment was adopted on 10/28/02 and changed article(s) 1, 6, + 8 to state as follows:  
month/day/year

Article number One (1) is amended to read as follows: The name of the corporation is Benefits USA

Article number Six (6) is amended to indicate that the corporation has members.

Article number Eight (8) is amended as follows: See Attached.

(3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5):

(4) If approval by members was required, check here and provide the following information: \_\_\_\_\_

A. Number of memberships outstanding: \_\_\_\_\_

B. Complete either i or ii:

i. Number of votes for and against the amendments(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

ii. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class:	Number Voting undisputed:
_____	_____
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

(5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: \_\_\_\_\_

In affirmation of the facts stated above,

[Signature]  
(Authorized signature of officer or chairman of the board)

Karen Boelher  
(Printed Name)

Secretary  
(Title)

10/28/02  
(Date)

The purpose or purposes for which the Corporation is organized are:

To enhance the quality of life for members by offering or providing educational information, access to goods, services and discount benefits by using the buying power of all members. To exercise all the powers conferred upon corporations formed under the Missouri Not-For-Profit Corporation Act.

FILED

OCT 29 2002

Matt Blunt  
SECRETARY OF STATE

No. N00063825

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION  
CERTIFICATE OF INCORPORATION  
MISSOURI NONPROFIT

WHEREAS, duplicate originals of Articles of Incorporation of  
UNIVERSAL WEB USERS ASSOCIATION

have been received and filed in the office of the Secretary of  
State, which Articles, in all respects, comply with the  
requirements of Missouri Nonprofit Corporation Law;

NOW, THEREFORE, I, REBECCA McDOWELL COOK, Secretary of State  
of the State of Missouri, by virtue of the authority vested in  
me by law, do hereby certify and declare this entity a body  
corporate, duly organized this date and that it is entitled to  
all rights and privileges granted corporations organized under  
the Missouri Nonprofit Corporation Law.

IN TESTIMONY WHEREOF, I have set my  
hand and imprinted the GREAT SEAL of  
the State of Missouri, on this, the  
4th day of APRIL, 2000.



*Rebecca McDowell Cook*  
Secretary of State

\$25.00



State of Missouri  
 Rebecca McDowell Cook, Secretary of State  
 P. O. Box 778, Jefferson City, MO 65102  
 Corporation Division

Articles of Incorporation of a Nonprofit Corporation  
 (To be submitted in duplicate with a filing fee of \$25)

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a corporation under the Nonprofit Corporation Law of Missouri adopt the following Articles of Incorporation:

- (1) The name of the corporation is Universal Web Users Association
- (2) This corporation is a Mutual Benefit Corporation.  
(Public or Mutual)
- (3) The period of duration of the corporation is "Perpetual"  
("Perpetual" unless stated otherwise)
- (4) The name and street address of the Registered Agent and Registered Office in Missouri is:  
Karen Boeker - 1819 Clarkson Rd, Ste 301, Chesterfield MO 63017  
Name Address City/State/Zip
- (5) The name(s) and address(es) of each incorporator:  
Dale Turvey - 16601 Kehrsgrave, Chesterfield, MO 63005  
Gary Johnston - 2544 Christopher Oaks Ct., St. Louis MO 63129  
Monica Roy - 15990 Wetherburn Rd, Chesterfield, MO 63017
- (6) Does the corporation have members? YES \_\_\_ NO X
- (7) Provisions not inconsistent with law regarding the distribution of assets on dissolution In accordance with Sections 355.662 through 355.746 assets would be distributed to another mutual benefit corporation.
- (8) The corporation is formed for the following purpose(s): See Attached
- (9) The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows: \_\_\_\_\_  
(Date may not be more than 90 days after the filing date in this office.)

In affirmation of the facts stated above,

Signed by Incorporator(s):

Monica Roy  
[Signature]  
[Signature]

Corp. #52 (6-95)

FILED AND CERTIFICATE OF  
 INCORPORATION ISSUED

APR 04 2000

Rebecca McDowell Cook  
 SECRETARY OF STATE

The purpose or purposes for which the corporation is being formed is:

To promote the common interests of Universal web users; to consider and deal by all lawful means with common problems that occur in websites; and to help Universal Internet users take advantage of the mass purchasing power and other benefit enhancements of other organizations.

To exercise all the powers conferred upon corporations formed under Missouri Not-For-Profit Corporation Act.

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED

APR 04 2000

Rebecca M.  
SECRETARY OF STATE

BY-LAWS  
OF  
"BENEFITS USA"

ARTICLE I  
PURPOSES

The purpose or purposes of "Benefits USA" ("association") shall be:

To enhance the quality of life for members by offering or providing educational information, access to goods, services and discount benefits by using the buying power of all members. To exercise all the powers conferred upon corporations formed under the Missouri Not-For-Profit Corporation Act.

ARTICLE II  
OFFICES

The Association shall have and continuously maintain in this state a registered office and a registered agent, and the registered office of the association shall be identical with that of its registered agent. The Association may have other offices within or without the State of Missouri as the Board of Directors may from time to time determine.

ARTICLE III  
MEMBERS

Section 1. Classes of Members. The Association shall have three (3) classes of members. The designation of such classes and qualifications of the members of such classes shall be as follows:

1. Individual membership: The individual is entitled to participate in all benefit programs offered by the Association.
2. Family membership: The member and his spouse are entitled to participate in all benefit programs offered by the Association.
3. Limited membership: The member who is interested in only certain designated benefit programs offered by the Association.

Section 2. Voting Rights. Each member of classes 1 and 2 shall be entitled to one vote on each matter submitted to a vote of the members by the Board of Directors. Voting may be in person or by proxy; provided that no proxy may be used for voting purposes unless the original of the proxy is filed with the Secretary of the Association at least seven (7) days before the meeting at which it is to be used.

Section 3. Termination of Membership. Any member who shall be in default in the payment of dues for the period fixed in Article XI of the By-Laws is automatically ineligible for membership and loses all privileges and rights of the Association, subject to the discretion of the Board of Directors to extend such time period for the payment of dues.

Section 4. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not entitle such member to any refund of dues and the member shall immediately lose all privileges and rights of the Association.

Section 5. Reinstatement. Upon written reapplication a former member may be reinstated to membership in the Association.

Section 6. Transfer of Membership. Membership in the Association is not transferable or assignable.

#### ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members of the Association shall be held for the purpose of electing Directors and the transaction of any other business as may come before the meeting. The date of the annual meeting shall be determined by the Board of Directors.

Section 2. Special Meeting. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President and shall be called by the Secretary at the direction of a majority of the Board of Directors, or at the request in writing of members representing at least one hundred (100) votes entitled to be cast at such meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place, within or without the State of Missouri as the place of meeting for any annual meeting. The President or the Board of Directors may designate any place within or without the State of Missouri as the place of the meeting for any special meeting. If no designation is made, the place of meeting shall be the registered office of the Association.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any regular or special meeting of the Association members shall be delivered, either personally or by mail, to each member, not less than seven (7) or more than forty (40) days before the date of such meeting, by or at the direction of the President, or Secretary, or the Board of Directors or person calling the meeting. In the case of special meetings, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed delivered when deposited in the United States mail addressed to the member at this address as it appears on the records of the Association, with postage thereon paid. Notice of meetings may be included in any publication that is distributed to the member.

Section 5. Quorum. There shall be no minimum number of members necessary to be present at any regular meeting or special meeting, in order to constitute a quorum. Those members present shall therefore constitute a quorum.

Section 6. Manner of Acting. The act of a majority of the members present at any regular or special meeting shall constitute the act of the members.

Section 7. Informal Action by Members. Upon approval by the directors, any action required to be taken at a meeting of the members of the Association or any other action which may be taken at a meeting, may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by a majority of the members with respect to the subject matter thereof.

Section 8. Parliamentary Procedures. Parliamentary Procedure for all meetings of members, directors, and committees shall be conducted in accordance with the latest revised edition of Robert's Rules of Order, unless otherwise inconsistent with these By-Laws.

Section 9. Voting. At all meetings of the members, each member of records shall be entitled to one (1) vote. A vote may be cast either orally or in writing in person or by proxy. A "member of record" is a person who is a member in good standing of the Association as of the close of business on a date, selected by the Board of Directors, not less than forty (40) days nor more than fifty (50) days before the date of the meeting (the "record date"). When a quorum is present at any meeting, the vote of the holders of a majority of members present shall decide any questions brought before such meeting, unless the questions are ones upon which, by express provision of law or of the Association's Articles of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 10. Matters Reserved to Membership Vote. The following matters shall be authorized only upon a vote "thereon" by the members at a meeting called to consider such matter:

1. An amendment to the Association's Articles of Incorporation;
2. The election of the Board of Directors; and
3. Any other matter which the Board of Directors, in their sole discretion, by resolution shall commit to a vote of the members.

## ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Association shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors shall be no fewer than three (3) and no more than twenty-five (25) and may be changed from time to time by resolution of the Board of Directors. The Board of Directors shall appoint a committee to nominate successor directors. The directors shall be elected at an annual meeting of the members; except as provided in Section 8 of this Article, and each director elected shall hold office until his successor is elected and qualified or until his earlier

death, resignation or removal. Directors shall be residents of the United States of America but need not be members.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held each year immediately after the annual meeting of the members of the Association for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The regular annual meeting of directors shall be held without other notice than these By-Laws. The Board of Directors may provide by resolution the time and place, within or without the State of Missouri for the holding of additional regular meetings of the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. All special meetings shall be held at the registered office of the Association unless otherwise agreed upon by a majority of the Board of Directors in attendance at the meeting.

Section 5. Notice. Notice of any special meeting of the Board of Directors and the business to be transacted shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail to each director at his address shown on the records of the Association. If notice be given by mail, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of any special meeting of the Board of Directors shall be specified in the notice of such meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these By-Laws.

Section 8. Vacancies. Vacancies created by the death, resignation, or removal of a director may be filled by a majority vote of the directors then in office though less than a quorum, and each director so chosen shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal. A director may be removed at any time, with or without cause, by a vote of a majority of the remaining directors. If there are not directors in office, then an election of directors may be held in the manner provided by law. Newly created directorships shall be filled by election at an annual meeting or special meeting called for that purpose.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor upon approval by the Board.

Section 10. Telephonic Participation in Meeting. The members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 11. Action by Written Consent. Any action which is required to be or may be taken at a meeting of the directors, or of any committee of the directors, may be taken without a meeting if consents in writing, setting forth the action so taken are signed by all of the members of the Board of Directors or of the committee as the case may be. The consents shall have the same force and effect as a unanimous vote at a meeting duly held. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

## ARTICLE VI OFFICERS

Section 1. Officers. The Officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary or combination thereof, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or

appoint other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The Officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Vacancies may be filled or new officers created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any Officer or Agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President of the Association shall be the principal executive officer of the Association. He shall supervise and conduct the affairs of the Association in such manner as will best accomplish the purposes set forth in the Articles of Incorporation of the Association. He shall preside at all meetings of the Association members and the Board of Directors. He shall countersign all checks together with the Treasurer.

Section 6. Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer. The Treasurer or Assistant Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies received by the Association from any source whatsoever,

and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws.

Section 8. Secretary. The Secretary or Assistant Secretary of the Association shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records of the Association; see that the seal of the Association, if any, is affixed to all documents, the execution of which on behalf of the Association under its seal, if any, is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary or Assistant Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary or Assistant Secretary by the President or by the Board of Directors.

## ARTICLE VII COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by the majority of the directors in office, may designate one or more committees, each of which shall consist of two (2) or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law. The President shall be an ex-officio member of all committees of directors.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association will be served by such removal. One member of each committee shall be a director.

Section 3            Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 4.    Quorum. Unless provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5.    Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VIII  
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1.    Contracts. The Board of Directors may authorize the officers or agents of the Association to enter into contracts or to execute and deliver documents in the name of and on behalf of the Association. Such authority shall be confined to specific instances. Such contracts may be for any purpose deemed by the Board of Directors to be appropriate, including the contracting with a third party for any or all administrative and other services and functions necessary for the Association to achieve its purpose.

Section 2.    Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Association.

Section 3.    Deposits. All funds coming into possession of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Association any contributions, gifts, bequests, or device for the general purpose or for any special purpose of the Association.

Section 5. Loans. The Association may, upon authorization of the Board of Directors, from time to time accept or negotiate loans of financial assistance to be repaid at such time as the Association is reasonably able to repay.

#### ARTICLE IX CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and shall be sealed with the seal of the Association, if any. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When a member has applied for and is eligible for membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article.

#### ARTICLE X BOOKS AND RECORDS

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and

committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney for any purpose at any reasonable time.

## ARTICLE XI DUES AND INITIATION FEE

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the Association by members of each class.

Section 2. Payment of Dues. Dues shall be payable in advance.

Section 3. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of one month from the beginning of the period from which such dues became payable, such member shall be automatically dropped from membership unless the Board of Directors, in its discretion, extends the time for payment of dues.

Section 4. Initiation Fee. Each member may be required to pay, in addition to applicable dues, the amount of any initiation fee designated by the Board of Directors as a prerequisite to membership. The Board of Directors may provide that the initiation fee is waived for members who are part of a group where the sponsor pays a stated initiation fee on behalf of all group members.

## ARTICLE XII FISCAL YEAR

The fiscal year of the Association shall begin the first day of January and end on the last day of December in each year.

ARTICLE XIII  
SEAL

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

ARTICLE XIV  
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Law of Missouri under the provisions of the Articles of Incorporation or the By-Laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV  
AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a two-thirds (2/3) majority of the directors present at any regular meeting or any special meeting, provided that at least seven (7) days' written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

ARTICLE XVI  
INDEMNIFICATION

The Association shall provide for indemnification by the Association of any and all of its directors of officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Association, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of

duty and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or misconduct.

## ARTICLE XVII DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.