

SERFF Tracking Number: CMPL-126418543 State: Arkansas
Filing Company: American Medical and Life Insurance Company State Tracking Number: 44328
Company Tracking Number: AIM ASSN 12-2009
TOI: H14G Group Health - Hospital Indemnity Sub-TOI: H14G.000 Health - Hospital Indemnity
Product Name: AIM ASSN 12-2009
Project Name/Number: AIM ASSN 12-2009/AIM ASSN 12-2009

Filing at a Glance

Company: American Medical and Life Insurance Company

Product Name: AIM ASSN 12-2009 SERFF Tr Num: CMPL-126418543 State: Arkansas
TOI: H14G Group Health - Hospital Indemnity SERFF Status: Closed-Withdrawn State Tr Num: 44328
Sub-TOI: H14G.000 Health - Hospital Indemnity Co Tr Num: AIM ASSN 12-2009 State Status: Withdrawn
Filing Type: Form Reviewer(s): Rosalind Minor
Author: Nancy French Disposition Date: 02/10/2010
Date Submitted: 12/14/2009 Disposition Status: Withdrawn
Implementation Date Requested: On Approval Implementation Date:

State Filing Description:

General Information

Project Name: AIM ASSN 12-2009 Status of Filing in Domicile:
Project Number: AIM ASSN 12-2009 Date Approved in Domicile:
Requested Filing Mode: Domicile Status Comments:
Explanation for Combination/Other: Market Type: Group
Submission Type: New Submission Group Market Size: Large
Overall Rate Impact: Group Market Type: Association
Filing Status Changed: 02/10/2010 Explanation for Other Group Market Type:
State Status Changed: 02/10/2010
Deemer Date: Created By: Nancy French
Submitted By: Nancy French Corresponding Filing Tracking Number:
Filing Description:
Dear Commissioner:

Compliance Research Services is pleased to submit the enclosed forms on behalf of American Medical and Life Insurance Company (AML I). A letter of filing authorization is enclosed.

The purpose of this submission is to allow AML I to provide limited medical coverage to residents of your state who are members of the Association of Independent Managers, a bona fide association based in Florida. Coverage will be provided to individual association members.

The enclosed forms provide coverage for doctor office visit, surgery and mental health. Variable areas of the certificate are set off in brackets. These include "John Doe" information, the ranges of benefits that will be offered, and benefit

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options. The Accident Medical Benefit, Hospital Confinement Benefit, Hospital Intensive Care Unit Confinement Benefit, Hospital Admission Benefit, Preventive Care Test Benefit, Urgent Care/Emergency Room Benefit, Diagnostic Tests, X-ray and Laboratory Benefit, and Dental Benefit are optional.

We have enclosed the certificate of coverage for your review and approval. The enclosed amendatory endorsement adds provisions that are required for certificates issued to association members who are residents of your state. Members will apply for coverage on enrollment form AMLI GRP LM 2007 ENRL, approved by your Department under SERFF # AMLI-125043540.

American Medical has stopped marketing through the original program manager due to the methods employed and compliance procedural issues. AMLI, along with the association, are still looking to provide the limited medical product to their members, but only with a marketer that will work with AMLI to fully explain the product and match it to the appropriate consumers, in a fully disclosed manner. When we develop new materials, we will submit those for review prior to marketing the product in Indiana. At this time, we request review of the forms with the understanding that additional material will be submitted when available.

The enclosed forms are new and do not replace any forms currently on file with your Department. They are in final format. AMLI requests the right to change the type style and paper size or to issue the forms in electronic format.

We have included the bylaws and any transmittals and certifications required by your Department.

If you have questions concerning this filing, please contact me at 513-984-6050 or at dsimon@crssolutionsgroup.com.

Sincerely,

J. David Simon, CLU
President

Company and Contact

Filing Contact Information

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Nancy French, Product Manager nfrench@crssolutionsgroup.com
 10921 Reed Hartman Highway 513-984-6050 [Phone]
 Suite 334 513-984-7212 [FAX]
 Cincinnati, OH 45242

Filing Company Information

(This filing was made by a third party - complianceresearchservicesllc)

American Medical and Life Insurance Company CoCode: 81418 State of Domicile: New York
 8 West 38th Street - Suite 1002 Group Code: Company Type:
 New York, NY 10018 Group Name: State ID Number:
 (513) 984-6050 ext. [Phone] FEIN Number: 13-2562243

Filing Fees

Fee Required? Yes
 Fee Amount: \$60.00
 Retaliatory? No
 Fee Explanation: 20 x 3
 Per Company: No

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
American Medical and Life Insurance Company	\$60.00	12/14/2009	32767554

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Correspondence Summary

Dispositions

Status	Created By	Created On	Date Submitted
Withdrawn	Rosalind Minor	02/10/2010	02/10/2010

Objection Letters and Response Letters

Objection Letters				Response Letters		
Status	Created By	Created On	Date Submitted	Responded By	Created On	Date Submitted
Pending	Rosalind Minor	12/16/2009	12/16/2009	Nancy French	02/06/2010	02/06/2010
Industry Response						

Filing Notes

Subject	Note Type	Created By	Created On	Date Submitted
Objection Letter of 12/16/09	Note To Filer	Rosalind Minor	01/26/2010	01/26/2010

SERFF Tracking Number: CMPL-126418543 *State:* Arkansas
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Disposition

Disposition Date: 02/10/2010

Implementation Date:

Status: Withdrawn

Comment:

As requested in your response letter of 2/6/10, this submission is being withdrawn.

Rate data does NOT apply to filing.

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Schedule	Schedule Item	Schedule Item Status	Public Access
Supporting Document	Flesch Certification	Withdrawn	No
Supporting Document	Application	Withdrawn	No
Supporting Document	Bylaws	Withdrawn	No
Supporting Document	Certification	Withdrawn	No
Supporting Document	Authorization	Withdrawn	No
Form	Certificate of Coverage	Withdrawn	No
Form	Group Limited Benefits Health Insurance	Withdrawn	No
	Certificate Schedule		
Form	Arkansas Amendatory Endorsement	Withdrawn	No

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Objection Letter

Objection Letter Status Pending Industry Response

Objection Letter Date 12/16/2009

Submitted Date 12/16/2009

Respond By Date

Dear Nancy French,

This will acknowledge receipt of the captioned filing.

Objection 1

- Bylaws (Supporting Document)

Comment:

As required by ACA 23-86-106(2)(A)(i), please provide a copy of the Articles of Incorporation.

Also, it is requested that you provide the answers/information in the attached questionnaire. As outlined in the questionnaire, we need copies of any advertising brochures for the association.

Please feel free to contact me if you have questions.

Sincerely,

Rosalind Minor

We have received your filing regarding the above named association/ discretionary group. To determine if this organization is a qualified group under our statutes, please provide the answers to the following questions:

1. Name and address of the group.
2. Is this group incorporated? If so, give state of incorporation.
3. Is there a current office in Arkansas?
4. Does the Arkansas part of the organization have any officers, committees, or chapters? If so, give details.
5. Are annual dues charged? If so, specify amount.
6. What are the specific activities of the organization?
7. What benefits are provided to the members in addition to insurance?
PLEASE ATTACH BROCHURES ON THE BENEFITS.
8. What qualifies an individual for membership?
9. How are members recruited? If by mailing list, advise the source of this list.
10. Attach a copy of the organization by-laws.
11. Also, enclose a list of dues paying members residing in Arkansas with full addresses. If the organization considers this privileged information, we will treat it as such and once it has served our purpose, it will be destroyed.
12. Please attach a copy of the organization's most recent financial statement.
13. Does the organization receive any compensation of any kind from the insurer issuing contracts to its members?

Approval of the organization as a qualified group for insurance purposes will be determined upon receipt of your reply.

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Response Letter

Response Letter Status Submitted to State
Response Letter Date 02/06/2010
Submitted Date 02/06/2010

Dear Rosalind Minor,

Comments:

While we appreciate the time you have invested in your review of this submission, we request withdrawal at this time. thank you

Response 1

Comments: While we appreciate the time you have invested in your review of this submission, we request withdrawal at this time. thank you

Related Objection 1

Applies To:

- Bylaws (Supporting Document)

Comment:

As required by ACA 23-86-106(2)(A)(i), please provide a copy of the Articles of Incorporation.

Also, it is requested that you provide the answers/information in the attached questionnaire. As outlined in the questionnaire, we need copies of any advertising brochures for the association.

Changed Items:

No Supporting Documents changed.

No Form Schedule items changed.

No Rate/Rule Schedule items changed.

While we appreciate the time you have invested in your review of this submission, we request withdrawal at this time. thank you

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Sincerely,
Nancy French

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Note To Filer

Created By:

Rosalind Minor on 01/26/2010 10:52 AM

Last Edited By:

Rosalind Minor

Submitted On:

01/26/2010 10:52 AM

Subject:

Objection Letter of 12/16/09

Comments:

As of this date, I have not received a response to my objection letter of 12/16/09. If you need additional time, please let me know immediately.

If a response is not received by February 5, 2010, the filing will be disapproved.

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Form Schedule

Lead Form Number: AMLI GRP LM 2007 CERT FL

Schedule Item	Form Number	Form Type	Form Name	Action	Action Specific Data	Readability	Attachment
Withdrawn 02/10/2010	AMLI GRP LM 2007 CERT FL	Certificate	Certificate of Coverage	Initial		41.000	AIM AMLI GRP LM 2007 CERT FL.pdf
Withdrawn 02/10/2010	AMLI GRP LM 2007 SCHED FL	Schedule Pages	Group Limited Benefits Health Insurance Certificate Schedule	Initial		53.000	AIM AMLI GRP LM 2007 SCHED FL.pdf
Withdrawn 02/10/2010	GRP LM 2007-AE-AR-(1/09)	Certificate Amendment, Insert Page, Endorsement or Rider	Arkansas Amendatory Endorsement	Initial		41.000	AR AIM AE.pdf

American Medical and Life Insurance Company
New York, New York

GROUP LIMITED BENEFITS ACCIDENT AND SICKNESS HEALTH INSURANCE

THIS IS A LIMITED BENEFIT COVERAGE PROVIDING BENEFITS DUE TO ACCIDENT AND SICKNESS. THIS CERTIFICATE EXPLAINS THE LIMITED BENEFITS PROVIDED UNDER THE GROUP SUPPLEMENTAL HEALTH INSURANCE POLICY. BENEFITS PROVIDED ARE SUPPLEMENTAL AND NOT INTENDED TO COVER ALL MEDICAL EXPENSES. THIS IS NOT A SUBSTITUTE FOR COMPREHENSIVE HEALTH INSURANCE.

CERTIFICATE OF COVERAGE

Issued under the terms of

Group Insurance Policy Number: [12345]

**Issued to: [Association of Independent Managers]
(herein called the Holder)**

Policy Date: [March 1, 2009]

American Medical and Life Insurance Company hereby certifies that members of the class(es) eligible for insurance are insured under the above Policy as determined by the Eligibility and Effective Date provisions. Class is defined in the Certificate Schedule.

This Certificate is evidence of insurance provided under the Policy. All benefits are paid according to the terms of the Policy. This Certificate describes the essential features of the insurance coverage.

In this Certificate, the words "Named Insured" or "You" means a member of an eligible class as described on the Certificate Schedule, who is insured under the Policy and for whom premiums are remitted. The words Covered Person refer to any person covered under the Policy as described on the Certificate Schedule. The words We, Us, Our or Company refer to American Medical and Life Insurance Company. Policy means the Group Supplemental Health Insurance contract owned by the Policy Holder and available for review by You. If the terms of Your Certificate of coverage and the Policy differ, the Policy will govern.

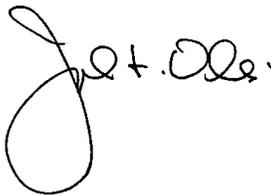
The Policy and this Certificate may be changed in whole or in part or cancelled as stated in the Policy. Such action may be taken without the consent of or notice to any Covered Person. Only an authorized officer at Our home office can approve a change. The approval must be in writing and endorsed on or attached to the Policy. No other person, including an agent, may change the Policy or Certificate or waive any of its provisions. Premiums are subject to periodic changes.

The male pronoun includes the female whenever used.

This Policy is delivered in and governed by the laws of the governing jurisdiction and to the extent applicable by the Employee Retirement Income Security Act of 1974 (ERISA) and any amendments.

TO OBTAIN INFORMATION YOU MAY CALL OUR TOLL FREE NUMBER: 1-888-264-1512

For American Medical and Life Insurance Company:



President



Chief Compliance Officer

**The Policy is a limited Policy. Please read this Certificate carefully.
THIS IS NOT MEDICARE SUPPLEMENT COVERAGE.**

TABLE OF CONTENTS

CERTIFICATE OF COVERAGE.....	1
TABLE OF CONTENTS	2
CERTIFICATE SCHEDULE	3
GENERAL DEFINITIONS.....	4
ELIGIBILITY AND EFFECTIVE DATE.....	6
DESCRIPTION OF BENEFITS.....	7
LIMITATIONS AND EXCLUSIONS.....	10
TERMINATION OF INSURANCE.....	11
GENERAL PROVISIONS	11
HOW TO FILE A CLAIM/CLAIM PROVISIONS.....	12

CERTIFICATE SCHEDULE

The benefit specifications are shown on the following attachment(s) which are hereby made a part of this Certificate:

[AMLI GRP LM 2007-SCHED FL]

Certificate Schedule

GENERAL DEFINITIONS

Additional definitions may be contained in other Certificate benefit provision or any endorsement or rider.

Accident

Accident means an unintended or unforeseen bodily injury sustained by a Covered Person, wholly independent of disease, bodily infirmity, illness, infection, or any other abnormal physical condition.

Confined or Confinement

Confined or *Confinement* means the assignment to a bed as a resident inpatient in a Hospital or a licensed Skilled Nursing Facility on the advice of a Physician or Confinement in an Observation Unit within a Hospital for a period of no less than 20 continuous hours on the advice of a Physician.

Covered Accident

A *Covered Accident* is an Accident which:

- occurs after the effective date shown on the Certificate Schedule;
- occurs while this Certificate is in force; and
- is not excluded by name or specific description in this Certificate.

Covered Person(s). You and Your Dependents who are insured under the Group Policy.

Covered Sickness

A *Covered Sickness* means a Sickness which:

- occurs after the effective date shown on the Certificate Schedule;
- occurs while this Certificate is in force; and
- is not excluded by name or specific description in this Certificate.

Doctor or Physician

A *Doctor* or *Physician* means a legally qualified practitioner of the healing arts acting within the scope of his or her license and is not an Immediate Family Member.

For purposes of this definition, Immediate Family Member means a Covered Person's Spouse, son, daughter, mother, father, sister, or brother.

Experimental/Investigational

A drug, device or medical care or treatment will be considered experimental/investigational if:

- The drug or device cannot be lawfully marketed without approval of the U.S. Food and Drug Administration and approval for marketing has not been given at the time the drug or device is furnished;
- The informed consent document utilized with the drug, device, medical care or treatment states or indicates that the drug, device, medical care or treatment is part of a clinical trial, experimental phase or investigational phase or if such a consent document is required by law;

- The drug, device, medical care or treatment or the patient informed consent document utilized with the drug, device or medical care or treatment was reviewed and approved by the treating facility's Institutional Review Board or other body serving a similar function, or if federal or state law requires such review and approval;
- Reliable evidence shows that the drug, device or medical care or treatment is the subject of ongoing Phase I or Phase II clinical trials, is the research, experimental study or investigational arm of ongoing Phase III clinical trials, or is otherwise under study to determine the maximum tolerated dose, its toxicity, its safety, its efficacy or its efficacy as compared with a standard means of treatment or diagnosis.

Reliable evidence means only: published reports and articles in authoritative medical and scientific literature; written protocol or protocols by the treating facility studying substantially the same drug, device or medical care or treatment; or the written informed consent used by the treating facility or other facility studying substantially the same drug, device, medical care or treatment. Benefits will be considered in accordance with the drug or device at the time it is given or when medical care is received.

Hospital

A *Hospital* means a short-term, acute general hospital that is:

- primarily engaged in providing, by or under continuous supervision of physicians, to inpatients diagnostic and therapeutic services for diagnosis, treatment and care of injured or sick persons;
- has organized departments of medicine and major surgery;
- has a requirement that every patient must be under the care of a physician or dentist;
- provides 24 hour nursing care by or under the supervision of RNs;
- has in effect a hospital review plan applicable to all patients which meets at least the standards set forth in Section 1861(k) of the United States Public Law 89-97 (42 USCA 1395x[k]);
- is duly licensed by the agency responsible for licensing such hospitals; and
- is not, other than incidentally, a place of rest, a place primarily for the treatment of tuberculosis, a place for the aged, a place for drug addicts, alcoholics, or a place for convalescent, custodial, educational or rehabilitative care.

Hospital Intensive Care Unit

A *Hospital Intensive Care Unit* means a place which:

- is a specifically designated area of the Hospital called an Intensive Care Unit that is restricted to patients who are critically ill or injured and who

require intensive, comprehensive observation and care;

- is separate and apart from the surgical recovery room and from rooms, beds and wards customarily used for patient Confinement
- is permanently equipped with special lifesaving equipment for the care of the critically ill or injured;
- is under constant and continuous observation by a specially trained nursing staff assigned exclusively to the Intensive Care Unit on a 24-hour basis; and
- has a Physician assigned to the Intensive Care Unit on a full-time basis.

A Hospital Intensive Care Unit that meets the definition above may include Hospital units with the following names:

- Intensive Care Unit;
- Coronary Care Unit;
- Neonatal Intensive Care Unit;
- Pulmonary Care Unit;
- Burn Unit;
- Transplant Unit.

A Hospital Intensive Care Unit is not any of the following step-down units:

- a progressive care unit;
- an intermediate care unit;
- a private monitored room;
- a sub-acute Intensive Care Unit;
- an Observation Unit; or
- any facility not meeting the definition of a Hospital Intensive Care Unit as defined in this Certificate.

Medically Necessary

Medically Necessary means a service or supply that is necessary and appropriate for the diagnosis or treatment of an Injury or Sickness based on generally accepted current medical practice. A service or supply will not be considered Medically Necessary if:

- it is provided only as a convenience to the Covered Person or provider;
- it is not appropriate treatment for the Covered Person's diagnosis or symptoms;
- it exceeds in scope, duration or intensity that level of care which is needed to provide safe, adequate and appropriate diagnosis or treatment; or
- it is experimental/investigational treatment.

The fact that a Physician may prescribe, order, recommend or approve a service or supply does not, of itself, make the service or supply Medically Necessary.

Named Insured

A *Named Insured* is a person who is a member of an eligible class and holds a certificate of coverage.

Observation Unit

An *Observation Unit* is a specified area within a Hospital, apart from the emergency room, where a patient can be monitored following outpatient surgery or treatment in the emergency room by a Physician; and which

- is under the direct supervision of a Physician or registered nurse; and
- is staffed by nurses assigned specifically to that unit; and
- provides care seven days per week, 24 hours per day.

Policy Year

Policy Year means a consecutive 12-month period or any part of such period, beginning on the Certificate Effective Date and ending on the Certificate Anniversary Date as shown on the Certificate Schedule.

Pre-existing Condition

Pre-existing condition means a condition (whether physical or mental), regardless of the cause of the condition, for which medical advice, diagnosis, care or treatment was recommended or received from a physician within a 6 month period preceding the effective date of coverage of the Covered Person.

Resource Based Relative Value System, referred to as RBRVS.

The methodology used by the federal government to determine benefits payable under Medicare. Medicare assigns a "Relative Value Unit" or RVU to thousands of procedure codes used to bill physician and other services. The total RVU is the sum of three component RVUs including the Work RVU, the Practice Expense RVU and the Malpractice RVU. The Work RVU takes into account factors such as the amount of time required to perform the service and the degree of skill required to perform it. The Practice Expense RVU takes into account the location of the service, e.g., office setting, outpatient setting, etc. The Malpractice RVU takes into account the malpractice cost associated with a particular practice. We will base benefits payable on RBRVS.

Sickness

Sickness means an illness, infection, disease or any other abnormal physical condition not caused by an Accident.

Skilled Nursing Facility

Skilled Nursing Facility means a facility that is operated pursuant to law and is primarily engaged in providing room and board accommodations and skilled nursing care under the supervision of a duly licensed Physician.

Waiting Period

Waiting period means the period of time during which benefits are not paid. The waiting period for this policy is 0 days

ELIGIBILITY AND EFFECTIVE DATE

Effective Dates of Coverage

Your coverage under the Policy will start at 12:01 a.m. Standard Time on the effective date of coverage shown on Your Certificate Schedule.

Eligibility

To be eligible to enroll in the coverage, an individual must:

- be a member of an eligible class as defined on the Certificate Schedule; and
- satisfy the waiting period shown on the Certificate Schedule, if applicable.

Enrollment

An individual who is a member of an eligible class may enroll for coverage during the eligibility period, as shown on the Certificate Schedule that follows the later of:

- the Certificate Effective Date;
- the date the individual first becomes a member of an eligible class;
- the date the individual completes the waiting period shown on the Certificate Schedule, if applicable.

An individual who fails to enroll during the eligibility period may enroll only during the annual Open Enrollment Period shown on the Certificate Schedule.

Delayed Effective Date of Coverage

The effective date of any Named Insured's coverage will be delayed for any Named Insured if they are not a member of an eligible class on the effective date shown on the Certificate Schedule. The coverage will be effective on the date that the Named Insured returns to status as a member of an eligible class. If this is Named Insured and Spouse coverage or family coverage, coverage on the Spouse and/or Dependent children will be effective on the date that the Named Insured returns to status as a member of an eligible class.

Who is Covered By This Certificate

If this is Named Insured coverage as shown on the Certificate Schedule, We insure You, the Named Insured.

If this is Named Insured and Spouse coverage as shown on the Certificate Schedule, We insure You and Your Spouse.

If this family coverage, as shown on the Certificate Schedule, We insure You, Your Spouse (if applicable), and Your Dependent children.

Spouse means the person married to You on the day We issue Your Certificate.

Dependent children means any unmarried natural children, step-children, foster children, legally adopted children or children placed into Your custody for

adoption who are under the age of 25 years of age; and meets all of the following:

- The child is dependent upon the you for support.
- The child is living in the your household, or the child is a full-time or part-time student.

Adopted children, foster children and step children will be eligible for coverage on the same basis as natural children.

Handicapped Children: Continuation of coverage. A child who is incapable of self-sustaining employment due to mental retardation or physical handicap and who is chiefly dependent on the you for support and maintenance shall continue to be covered.

Coverage for the Named Insured's newborn children:

A child born to You or Your insured Spouse will automatically become insured as a Dependent. The child must be born to the Named Insured or to his Spouse while this Policy is in force. We will cover each newborn child from the moment of live birth. Such coverage includes:

- the necessary care and treatment of medically diagnosed congenital defects;
- birth abnormalities;
- prematurity'

Coverage for the Adopted Child(ren) and Foster Children:

Adopted child(ren) and foster children will automatically become insured as a dependent. The effective date of the coverage will be the earlier of:

- the date of placement in your home; or
- the date on which You assume a legal obligation for total or partial support of the child.

Coverage for adopted children/foster children will be to the same extent as is provided for other covered dependent children and will include the necessary care and treatment of pre-existing medical conditions.

Coverage will continue for the adopted children and foster children until

- the child is permanently removed from placement;
- the legal obligation terminates; or
- You rescind, in writing, the agreement of adoption or agreement assuming financial responsibility.

For each newborn, step child, foster child and/or adopted child, You must:

- notify Us of his birth or placement in Your residence within 31 days of this occurrence;
- complete the required application for him; and
- pay the required premium for him, if any.

If a newborn is not enrolled within 31 days of birth coverage will be provided from the date that notice is given. Any Additional premium required should be made to the Holder within 31 days of notification of birth or placement for the purposes of a step child and/ or adoption.

DESCRIPTION OF BENEFITS

[ACCIDENT MEDICAL BENEFIT

We will pay the Accidental Medical Benefit, shown on the Certificate Schedule, if any Covered Person incurs charges due to injuries received in a Covered Accident. Covered charges are subject to:

- Accident Medical Benefit Deductible;
- The Accident Medical Benefit percent;
- Accident Medical Maximum Benefit amount; and
- the provisions of this Policy.

The Deductible, Accident Medical Benefit percent and Maximum Benefit for the Accident Medical Benefit are shown in the Certificate Schedule.

Covered charges for this benefit are:

- Hospital room and board and general nursing services;
- Hospital miscellaneous expense for medical services and supplies including emergency services;
- operating and recovery room;
- Physician charges for medical treatment including performing a surgical procedure;
- diagnostic tests performed by a Physician including laboratory fees and x-rays;
- the cost of giving an anesthetic;
- a private duty nurse;
- prescription drugs;
- rental of durable medical equipment (if the purchase price is less than the rental, the maximum amount payable will be the purchase price);
- artificial limbs, eyes and other prosthetic devices, except replacement;
- casts, splints, trusses, crutches and braces, except dental braces;
- oxygen and rental of equipment for the administration of oxygen;
- physiotherapy given by a licensed physical therapist acting within the scope of their license.

If a Covered Person is injured in a Covered Accident, this Accident Medical Benefit will cover any remaining expenses, not covered by the group policy according to the Schedule of Benefits and Policy Provisions.

The Accident Medical Benefit will be paid after other Benefits available under the Group Limited Benefits Accident and Sickness Health Insurance has been exhausted.]

[HOSPITAL CONFINEMENT BENEFITS

Hospital Confinement Benefit

We will pay the Hospital Confinement Benefit, shown on the Certificate Schedule, if any Covered Person incurs charges for and is Confined in a Hospital due to injuries received in a Covered Accident or due to a Covered Sickness. The Confinement to a Hospital must begin while the coverage is in force.

We will pay the amount shown on the Certificate Schedule for each day the Covered Person is confined, up to the Hospital Confinement Maximum Benefit shown on the Certificate Schedule.

We will not pay this benefit for:

- emergency room treatment;
- outpatient treatment; or
- Confinement of less than 20 hours to an Observation Unit.

We will not pay the Hospital Confinement benefit and the Hospital Intensive Care Unit Confinement benefit concurrently.

We will not pay for any Hospital Confinement of a newborn child of a covered person following birth unless the child is injured or sick.

Written proof of loss should include a Hospital bill verifying the patient's name, the dates of Hospital Confinement, the diagnosis and the charges incurred.]

[Hospital Intensive Care Unit Confinement Benefit

We will pay the Hospital Intensive Care Unit Confinement Benefit, shown on the Certificate Schedule, if any Covered Person incurs charges for and is Confined to a Hospital Intensive Care Unit as the result of injuries received in a Covered Accident or due to a Covered Sickness. The Confinement to a Hospital Intensive Care Unit must begin while the coverage is in force.

We will pay the Hospital Intensive Care Unit benefit amount shown on the Certificate Schedule for each day the Covered Person is Confined, up to the Hospital Intensive Care Unit Maximum Benefit shown on the Certificate Schedule.

If any Covered Person is Confined to a Hospital care unit that does not meet the definition in this Policy of a Hospital Intensive Care Unit, We will pay the Hospital Confinement benefit up to the maximum benefit period shown on the Certificate Schedule. We will not pay the Hospital Intensive Care Unit Confinement benefit and the Hospital Confinement benefit concurrently.

We will not pay for any Hospital Confinement of a newborn child of a covered person following birth unless the child is injured or sick.

Written proof of loss should include a Hospital bill verifying the patient's name, the dates of Hospital Confinement, the diagnosis and the charges incurred.]

Surgery With Anesthesia Benefit

We will pay the Surgery Benefit, shown on the Certificate Schedule, if any Covered Person undergoes a surgical procedure due to a Covered Accident or Covered Sickness. The procedure must be performed by a Physician using anesthesia administered by a licensed anesthesiologist or certified registered nurse anesthetist (CRNA). We will pay this benefit once per covered surgical procedure. If a Covered Person has more than one surgical procedure performed at the same time, We will pay only one surgical procedure benefit, even if caused by more than one Accident or Sickness. We will pay the benefit that has the highest dollar value. The surgical procedure must occur while the coverage is in force.

The Anesthesia Benefit is the surgery benefit times the percentage shown in the Certificate Schedule.

If a Covered Person has more than one surgery for the same Covered Accident or Covered Sickness in a 90-day time period, We will pay the benefit that has the highest dollar value. If We have already paid a lower benefit amount for the same Covered Accident or Covered Sickness, We will deduct the amount paid from the higher benefit amount and pay the difference.

Written proof of loss should include the surgeon's and the anesthesiologist's or certified registered nurse anesthetist's (CRNA's) itemized statement(s) verifying the patient's name, the surgical procedure code(s), the date of treatment, the diagnosis and the charges incurred.

This benefit is subject to the Surgery Maximum Benefit shown on the Certificate Schedule.

This benefit will not be paid for surgeries performed without anesthesia.

[HOSPITAL ADMISSION BENEFIT

We will pay the Hospital Admission Benefit, shown on the Certificate Schedule, if any Covered Person incurs charges and is admitted to a Hospital as the result of injuries received in a Covered Accident or Covered Sickness while this coverage is in force. If admission is due to a Covered Accident the Covered Person must be admitted within six months after the Covered Accident.

If a Covered Person is admitted to a Hospital and is discharged and admitted again for the same or related condition within 90 days, We will treat this later Hospital admission as a continuation of the previous Confinement. If more than 90 days have passed between the periods of Hospital Confinement, We will treat this later admission as a new and separate admission.

We will not pay this benefit for:

- emergency room treatment;
- outpatient treatment; or
- A stay of less than 20 hours in an Observation Unit.]

This benefit is subject to the Hospital Admission Benefit Maximum Benefit, shown on the Certificate Schedule.

DOCTOR'S OFFICE VISIT BENEFITS

Doctor's Office Visit

We will pay the Doctor's Office Visit Benefit, shown on the Certificate Schedule, if any Covered Person incurs charges for and requires a Doctor's office visit due to injuries received in a Covered Accident or due to a Covered Sickness. The visit must occur:

- while the coverage is in force; and
- after the waiting period. No benefits will be paid for visits during the waiting period.

For a visit due to injuries received in a Covered Accident, the visit must occur within 72 hours after the date of the Covered Accident.

Services must be rendered by a licensed Physician acting within the scope of their license.

We will pay the Doctor's Office Visit benefit amount per visit shown on the Certificate Schedule, up to the Doctor's Office Visit Benefit Maximum Benefit, shown on the Certificate Schedule.

Written proof of loss should include bills verifying the patient name, the date of treatment, the diagnosis and the charges incurred.

[PREVENTIVE CARE TEST BENEFIT

We will pay the Preventive Care Test Benefit, shown on the Certificate Schedule, if any Covered Person incurs charges for and has one of the preventive care tests listed below performed:

- while the coverage is in force; and
- after the waiting period. No benefits will be paid for a Preventive Care Test performed during the waiting period.

This benefit is not subject to the limitations and exclusions listed in the Limitations and Exclusions section of this Policy.

We will pay the Preventive Care Test Benefit listed on the Certificate Schedule for one of only the following Preventive Care Tests (also referred to as "Tests" or "Test")

- Blood test for triglycerides
- Bone marrow testing
- Breast ultrasound
- CA 15-3 (blood test for breast cancer)
- CA 125 (blood test for ovarian cancer)
- CEA (blood test for colon cancer)

- Chest X-ray
- Colonoscopy or virtual colonoscopy
- Eye exam performed by a licensed optometrist or ophthalmologist
- Fasting blood glucose test
- Flexible sigmoidoscopy
- Hemocult stool analysis
- Mammography
- PSA (blood test for prostate cancer)
- Pap smear or Thin Prep Pap Test
- Serum Protein Electrophoresis (blood test for myeloma)
- Stress test on a bicycle or treadmill
- Thermography

This benefit is subject to the Preventive Care Test Benefit Maximum Benefit shown on the Certificate Schedule.

Written proof of loss should include a billing statement from the medical provider conducting the test, verifying the patient's name, the type of Preventive Test performed and the date of treatment.]

[URGENT CARE/EMERGENCY ROOM VISIT BENEFIT

We will pay the Urgent Care/Emergency Room Benefit, shown on the Certificate Schedule, if any Covered Person incurs charges for and requires medical care from an urgent care facility or emergency room due to injuries received in a Covered Accident or due to a Covered Sickness. The visit must occur:

- while the coverage is in force; and
- after the waiting period. No benefits will be paid for visits during the waiting period.

For a visit due to injuries received in a Covered Accident, the visit must occur within 72 hours after the date of the Covered Accident.

Services must be rendered by a Physician including.

We will pay the Urgent Care/Emergency Room benefit amount shown on the Certificate Schedule, up to the Urgent Care/Emergency Room Benefit Maximum Benefit, shown on the Certificate Schedule.

Written proof of loss should include bills verifying the patient name, the date of treatment, the diagnosis and the charges incurred]

[DIAGNOSTIC, X-RAY AND LABORATORY TESTS BENEFIT

We will pay the Diagnostic Test Benefit shown on the Certificate Schedule when any Covered Person incurs charges for diagnostic, x-ray and/or laboratory testing caused by a Covered Accident or Covered Sickness.

Benefits are payable on a per day basis and are subject to:

- the Diagnostic Test Benefit amount per day;

- the maximum number of testing days per Policy Year, per Covered Person; and
- the definitions, limitations, exclusions and other provisions of this policy.

The Diagnostic Test must be performed:

- while the coverage is in force;
- in a Hospital, ambulatory surgical center or Doctor's office; and
- after the waiting period. No benefits will be paid for a diagnostic test performed during the waiting period.

The Diagnostic Test must be ordered by a Physician because of a Covered Accident or Covered Sickness.

Benefits are payable subject to the Maximum Number of Testing days per Policy Year for each Covered Person shown in the Certificate Schedule.

This benefit is subject to the Diagnostic Tests, X-ray and Laboratory Benefit Maximum Benefit shown on the Certificate Schedule.

We will not pay the Preventive Care Test Benefit and the Diagnostic Test Benefit concurrently.

Benefits for Colonoscopy Test are limited to one test per Policy Year per Covered Person.

If any Covered Person has a procedure for which a benefit would be payable under the Surgery With Anesthesia benefit, We will pay only the Surgery With Anesthesia benefit.

Written proof of loss should include a billing statement from the medical provider conducting the Diagnostic Test, verifying the patient's name, the type of Diagnostic Test performed, the diagnosis and the charges incurred and the date of treatment.]

MENTAL HEALTH BENEFITS

Inpatient Benefits

For Inpatient Benefits, we will pay the Mental Health Inpatient Benefit, shown on the Certificate Schedule, for each day of confinement if any Covered Person is confined to a Hospital or licensed institution to provide treatment for Mental Illness.

Benefits are subject to the Mental Health Inpatient Benefit Maximum Benefit shown on the Certificate Schedule.

Outpatient Benefits

For Outpatient Benefit, we will pay the Mental Health Outpatient Benefit, shown on the Certificate Schedule, for Covered Persons receiving treatment as a result of Mental Illness.

Benefits are subject to the Mental Health Outpatient Benefit Maximum shown on the Certificate Schedule.

Mental Illness means any mental condition including but not limited to affective disorders, neuroses, anxiety, stress, adjustment reactions, Alzheimer's disease and other organic senile dementias.

We will not pay any benefit for stays in a Half-Way house or other place that is not a licensed facility offering treatment for Mental Illness.

[DENTAL BENEFIT

We will pay the Maximum Covered Charge for the corresponding Dental Procedure listed on the Certificate Schedule for any Covered Person receiving the dental procedure. Any procedure not listed is excluded. If one or more of the listed procedures would be appropriate according to customary dental practice, the Maximum Covered Charge will be the amount allowable for the lesser charge.]

LIMITATIONS AND EXCLUSIONS

We will not pay benefits for:

Treatment, services or supplies which:

- Are not Medically Necessary;
- Are not prescribed by a Doctor as necessary to treat Sickness or injury;
- Are experimental/investigational in nature, except as required by law;
- Are received without charge or legal obligation to pay; or
- Is provided by an immediate family member.

Additional Limitations and Exclusions

Except as specifically provided for in this Policy or any attached Riders, We will not pay benefits for Sickness or injuries that are caused by:

Alcoholism or Drug Addiction

Elective Procedures and Cosmetic Surgery – Cosmetic surgery, except that cosmetic surgery shall not include reconstructive surgery when such service is incidental to or follows surgery resulting from trauma, infection or other disease of the involved part and reconstructive surgery because of congenital disease or anomaly of a covered dependent child which has resulted in a functional defect.

Felony or Illegal Occupation Commission of or attempt to commit a felony or to which a contributing cause was the insured's being engaged in an illegal occupation.

Suicide or Injuries Which Any Covered Person Intentionally Does to Himself- suicide, attempted suicide or intentionally self-inflicted injury.

War or Act of War. War or act of war (whether declared or undeclared; participation in a felony, riot or insurrection; service in the Armed Forces or units auxiliary thereto. Losses as a result of acts of terrorism committed by individuals or groups will not be excluded from coverage unless the Covered Person who suffered the loss committed the act of terrorism.

Worker's Compensation –benefits provide under any State or Federal workers' compensation, employers' liability or occupational disease law.

Pre-existing Condition Limitation

There is no coverage for a pre-existing condition for a continuous period of 12 months following the effective date of coverage under this Policy.

This limitation does not apply to:

- genetic information in the absence of a diagnosis of the condition related to such information;
- a newborn child who is enrolled in the plan within 30 days after birth; nor to a child who is adopted or placed for adoption before attaining 18 years of age; and as of the last day of the 30-day period beginning on the date of birth, adoption or placement for adoption, is covered under creditable coverage;
- pregnancy; and
- an individual, and any dependent of such individual, who is eligible for a federal tax credit under the federal Trade Adjustment Assistance Reform Act of 2002 and who has three months or more of creditable coverage.

In determining whether a pre-existing condition limitation applies, we will credit the time the covered person was previously covered under creditable coverage, if the previous creditable coverage terminated less than 63 days prior to the effective date of the Covered Person's coverage under the policy.

Creditable coverage includes (a) a group health plan; (b) health coverage; (c) Part A or Part B of title XVIII of the Social Security Act; (d) Title XIX of the Social Security Act, other than coverage consisting solely of benefits under section 1928; (e) Chapter 55 of title 10, United States Code; (f) a medical care program of the Indian Health Service or of a tribal organization; (g) a state health benefits risk pool; (h) a health plan offered under chapter 89 of title 5, United States Code; (i) a public health plan, including health coverage provided under a plan established or maintained by a foreign country or political subdivision (as defined in regulations); (j) a health plan under section 5(e) of the Peace Corps Act (22 U.S.C. 2504(e)) and coverage under S-CHIP.

TERMINATION OF INSURANCE

Termination of a Named Insured's Coverage

The coverage on a Named Insured will terminate on the earliest of the following dates:

- the date the Policy terminates; or
- midnight on the last day, for which premium was paid, if premium is not paid by the end of the grace period, or
- 90 days after the date written notice was provided that the Named Insured is no longer in an eligible class; or
- the date the Named Insured's class is no longer included for insurance; or
- on the date the Named Insured asks Us to end their coverage.

If we discontinue to offer this coverage to a particular class we will provide the class the option to purchase other coverage currently offered in such market without regard to the claims experience of the class or any health related status to any insureds covered or new insureds who may become eligible for such coverage.

Extension of Benefits

If a Covered Person is Totally Disabled as a result of Sickness, Injury or pregnancy, and received treatment for such condition on the date his or her coverage under the Group Policy terminates, Eligible Expenses shall include charges incurred for that Sickness Injury or pregnancy, subject to the applicable Maximum Amounts of the Group Policy. The extension of benefits terminates until the earliest of the following: (1) the end of the Sickness or Injury that caused the Total Disability; (2) the date the pregnancy ends; or (3) the end of the 90 day following the date coverage terminated.

If a Covered Person is unable to renew coverage under the current Policy Year due to a loss of eligibility, Eligible Expenses incurred after termination of insurance will be payable provided they resulted from an Injury or Sickness which commenced while insured. No payment will be made under this provision beyond 90 days from the date of the Accident or the date of the first treatment of Sickness.

The Extension of Benefits will apply only to the extent the Covered Person will not be covered under the Group Policy or any other health insurance policy in the ensuing term of coverage.

In the case of pregnancy, benefits will continue for a pregnancy which commenced while the policy was in effect. The extension shall be for the period of that pregnancy and may not be based upon total disability.

When Coverage Ends on the Named Insured's Spouse and/or Dependents

If this is Named Insured and Spouse coverage or two-parent family coverage, coverage on the Named Insured's Spouse will end:

- if the Policy terminates;
- if the premiums are not paid for the Named Insured's Spouse when they are due;
- on the date the Named Insured asks Us to end their Spouse's coverage;
- on the date the Named Insured dies; or
- on the date the next premium is due after the Named Insured divorces their Spouse.

If this is family coverage, coverage on the Named Insured's dependents will end:

- if this Policy terminates;
- if the premium is not paid for the Named Insured's dependents when it is due;
- on the date the Named Insured asks Us to end their Dependent coverage; or
- on the date the Named Insured dies.

Coverage will end on each Dependent child when they no longer qualifies as a Dependent as defined in the Certificate. It is the Named Insured's responsibility to notify Us if any Dependent no longer qualifies as an eligible Dependent. If this is family coverage and all of the dependents no longer qualify as eligible dependents and We are not notified, the extent of Our liability will be to refund premium for the time period for which they did not qualify. Coverage will not end on a Dependent child who reaches the limiting age if that child is incapable of self-sustaining employment by reason of mental illness, developmental disability, mental retardation as defined in the mental hygiene law or physical handicap and who became so incapable prior to the attainment of the age at which dependent coverage would otherwise terminate and who is dependent upon such employee or member for support and maintenance.

GENERAL PROVISIONS

Coverage Provided by the Policy

We insure a Covered Person for loss according to the provisions of the Policy.

When making a benefit determination under the Policy, We have discretionary authority to determine the Covered Person's eligibility for the benefits and interpret the terms and provisions of the Policy.

State Laws

Any provision of the Policy that, on the effective date, does not agree with state laws where the Named Insured lives will be amended to conform to the minimum requirements of those laws.

HOW TO FILE A CLAIM/CLAIM PROVISIONS

How to File a Claim

A claim form must be completed within 90 days after the covered loss begins or as soon as it is reasonably possible. The claim form, along with proof of loss, should be sent to Us at Our home office.

If the Named Insured does not have a claim form, he must give Us a written statement describing the loss within 90 days after the covered loss begins or as soon as it is reasonably possible. The statement should include his name and Certificate Schedule Number as shown in the Certificate Schedule. It must also include proof of loss and how the loss occurred. The Named Insured should send the statement to Us at Our home office. When We receive the statement describing the loss, We will send him claim forms within 15 days. If he does not receive claim forms, his written statement along with the proof of loss will be used to process his claim.

Proof of Loss

The Named Insured must give Us a written proof of loss within 90 days after the covered loss begins. If he is not able to give Us written proof of loss within 90 days, it will not have a bearing on this claim if proof is given to Us as soon as it is reasonably possible, except in the absence of legal capacity.

Refer to the applicable benefit section(s) for written proof of loss requirement.

Payment of Claim

Benefits will be paid to the Named Insured or to the designated beneficiary on record. If no named beneficiary is on record with us all or any part of the benefits owed will be paid to the estate. In lieu of paying benefits to the estate we may at our option pay benefits to any one or more of the following surviving relatives:

- spouse;
- mother;
- father
- child or children; and
- brothers or sisters.

If there are no survivors in any of these classes, we may pay benefits for expenses on account to a Hospital or Doctor's office or other person actually supporting him or her and who is deemed by us to be entitled to payment. Any payments made in good faith will end our liability to the extent of the payment.

Time of Payment of Claim

We will pay any benefits due not more than 60 days after We receive written proof of loss.

Questions Concerning the Named Insured's Claim

If the Named Insured has questions concerning his claim, he can call Us at Our home office.

Physical Examinations

We can require that any Covered Person be examined by a Physician of Our choice at Our expense as often as it is reasonably necessary while his claim is pending.

Legal Actions

No legal action may be brought to recover on this policy within 60 days after written proof of loss has been given as required by this policy. No such action may be brought after the expiration of the applicable statute of limitations from the time written proof of loss is required to be given.

**American Medical and Life Insurance Company
New York, New York**

GROUP LIMITED BENEFITS HEALTH INSURANCE CERTIFICATE SCHEDULE

Named Insured: [John Member]

Certificate Schedule Number: [123]

Group Policy Number: [12345]

Policy Holder: [Association of Independent Managers]

Certificate Effective Date: [January 1, 2009]

Certificate Anniversary Date: January 1, of each year

Open Enrollment Period: January 1 through December 31 during each Policy Year

1. Description of Eligible Classes

- I. All active members of [Association of Independent Managers] as determined by bylaws or charter of the Association
- II. Dependents of Named Insured as defined in the Policy.

2. Eligibility Period: 365 days

3. Waiting Period 0 days

4. Plan Type: Association
Member Contribution 100%
Voluntary

5. Coverage: [Named Insured] [Named Insured and Spouse] [Family]

6. Benefits:

[Accident Medical Benefit	
Accident Medical Benefit Deductible	[\$50] [100] [250] per Policy Year per Covered Person
Accident Medical Benefit	80%
Accident Medical Maximum Benefit	[\$2,500] [\$5,000] per Policy Year per Covered Person]
[Hospital Confinement Benefits	
Hospital Confinement Benefit	[\$250] [300] [500] [750] [1,000] per day of confinement
Maximum Benefit	[30] [60] [100] days per Policy Year per Family]
[Hospital Intensive Care Unit Confinement Benefit	[\$200] [300] [1,000] per day of confinement
Maximum Benefit Period	Up to [5] [10] [15] days per Policy Year per Family]
Surgery Benefit	
Option 2: Maximum Benefit per Surgery	[50] [60] [80] [100]% RBRVS
Maximum Benefit	[\$3,000] [\$5,000] [\$6,000] [Unlimited] per Policy Year per Family

Anesthesia Benefit	[0] [20] [25] % of surgical benefit.	
[Hospital Admission Benefit		
Hospital Admission Benefit	[\$350] [500] [750] [1,000] [1,500] [2,000] per admission	
Maximum Benefit	Unlimited per Policy Year per Family]	
Doctor's Office Visit Benefits		
Doctor's Office Benefit	[\$40] [50] [60] [75] [80] [100] per visit	
Maximum Benefit	[3] [5] [7] [10] visits per Policy Year per Covered Person	
[Preventive Care Test Benefit		
Preventive Care Test Benefit	[\$50] [75] [100] [125] [150] per Test	
Maximum Benefit	1 Test per Policy Year per Covered Person]	
[Urgent Care/Emergency Room Benefit		
Urgent Care/Emergency Room Benefit	[\$50] [75] [100] [150] [200] [250] per Visit	
Maximum Benefit	1 Visit per Policy Year per Covered Person]	
[Diagnostic Tests, X-ray and Laboratory Benefit		
Diagnostic Test Benefit	[\$50] [60] [75] [100] [150] [200] [250] [400] per day	
Maximum Benefit	[3] [5] [10] Tests per Policy Year per Covered Person]	
[Mental Health Benefit		
Mental Health Inpatient Benefit	[\$40][50] [60] [75] [80] [100] per day	
Mental Health Inpatient Maximum Benefit	30 days per Policy Year per Family	
Mental Health Outpatient Benefit	[\$40] [50] [60] [75] [80] [100]per treatment	
Mental Health Outpatient Maximum Benefit	[\$800] [1,000] [1,200] [1,500] [1,600] [2,000] per Policy Year per Family]	
[Dental Benefit		
Dental Benefit Deductible	\$50.00 per Policy Year per Covered Person	
<u>Procedure Number</u>	<u>Description of Services</u>	<u>Maximum Covered Charge</u>
PREVENTIVE PROCEDURES		
ORAL EXAMINATIONS		
D0120	Periodic oral examination (limited to one examination every 6 months) provided no other procedure is performed during the same visit	\$17.00
D0140	Limited oral evaluation/problem focused	\$27.00
D0150	Comprehensive oral evaluation (limited to one examination per coverage year)	\$27.00
D9110	Palliative (Emergency) treatment, per visit	\$38.00
X-RAY AND PATHOLOGY		
(Except for injuries, covered charge includes examination and diagnosis.)		
D0210	Intraoral (including bitewings) (limited to once every 3 years)	\$40.00
D0220	Intraoral - Single film/initial	\$7.00
D0230	Intraoral - Each additional	\$7.00
D0240	Intraoral occlusal view, maxillary or mandibular, each (limited to once every 36 consecutive months)	\$10.00
D0250	Extraoral – Single film/initial	\$11.00
D0260	Extraoral - Each additional	\$9.00
D0270	Bitewing – Single film (limited to once every 6 months)	\$8.00
D0272	Bitewing films, 2 films (limited to once every 6 months)	\$12.00
D0274	Bitewing films, 4 (limited to once every 6 months)	\$17.00

PROPHYLAXIS AND FLUORIDE APPLICATIONS

D1110	Prophylaxis for individuals age 14 or over, treatments to include scaling and polishing (limited to one treatment every 6 months)	\$30.00
D1120	Prophylaxis for children under age 14 (limited to one treatment every 6 months)	\$20.00
D1203	Topical application of fluoride/child (limited to one treatment per 6 consecutive months)	\$12.00
D1204	Topical application of fluoride/adult (limited to one treatment per 6 consecutive months)	\$12.00
D1351	Sealant, per tooth	\$16.00

BASIC PROCEDURES**AMALGAM RESTORATIONS — PRIMARY/PERMANENT TEETH**

D2140	Amalgam - 1 surface	\$35.00
D2150	Amalgam - 2 surfaces	\$45.00
D2160	Amalgam - 3 surfaces	\$56.00
D2161	Amalgam - 4 or more surfaces	\$64.00

SYNTHETIC RESTORATIONS

D2330	Resin-based composite - 1 surface, anterior	\$42.00
D2331	Resin-based composite - 2 surfaces, anterior	\$55.00
D2332	Resin-based composite - 3 surfaces, anterior	\$67.00
D2335	Resin-based composite - 4 or more surfaces, or involving incisal angle, anterior	\$71.00
D2390	Resin-based composite crown - anterior primary	\$77.00
D2391	Resin-based composite - 1 surface, posterior	\$50.00
D2392	Resin-based composite - 2 surfaces, posterior	\$68.00
D2393	Resin-based composite - 3 or more surfaces, posterior	\$85.00

ORAL SURGERY

(Includes local anesthesia and routine post-operative care).

EXTRACTIONS

D7140	Extraction - Erupted tooth of exposed root	\$39.00
D7220	Removal of impacted tooth – Soft tissue	\$45.00
D7230	Removal of impacted tooth – Partially bony	\$70.00
D7240	Removal of impacted tooth – Completely bony	\$85.00
D7241	Removal of impacted tooth – Completely bony with unusual surgical complications	\$85.00
D7250	Surgical removal of residual tooth roots	\$30.00
D7510	Incision and drainage of abscess	\$45.00
D9220	General anesthesia	\$52.00

PERIODONTICS

D4341	Periodontal scaling and root planing, per quadrant	\$72.00
D4355	Full mouth debridement to enable comprehensive periodontal evaluation and diagnosis	\$50.00
D4910	Periodontal maintenance procedures following active therapy, periodontal prophylactic	\$3.00

ENDODONTICS (excluding final restoration)

D3220	Therapeutic pulpotomy	\$125.00]
D3310	Complete root canal therapy - Anterior	\$125.00
D3320	Complete root canal therapy – Bicuspid	\$135.00
D3330	Complete root canal therapy - Molar	\$140.00]

- 7 Pre-existing Condition Limitation Period 12 months following the effective date of coverage under this Policy
8. Rates: See Attached Rate Sheet
9. Rate Guarantee Period A change in premium rate will not take effect before 12 months after the policy effective date



ARKANSAS AMENDATORY ENDORSEMENT

This amendatory endorsement is made a part of the Policy or Certificate to which it is attached and is subject to all terms and provisions of such Policy or Certificate not inconsistent herewith. This amendatory endorsement is applicable only to Insured Persons who are **residents** of the State of Arkansas on the Certificate Date and on the date the claim is incurred.

1. The "Coverage for the Named Insured's adopted child(ren)" provision in the "Eligibility and Effective Date" section is deleted in its entirety. The following shall be substituted in its place:

Coverage for the Named Insured's Adopted Child(ren) and Foster Child(ren):

A foster child or a child adopted by You or Your insured Spouse will automatically become insured as a dependent. The effective date of the coverage will be the earlier of:

- the date of placement for the purpose of adoption; or
- the date on which You assume a legal obligation for total or partial support of the child.

Coverage for adopted children/foster children will be to the same extent as is provided for other covered dependent children and will include the necessary care and treatment of pre-existing medical conditions.

Coverage will continue for the adopted children and foster children until:

- the child is permanently removed from placement;
- the legal obligation terminates; or
- You rescind, in writing, the agreement of adoption or agreement assuming financial responsibility.

For each newborn, step child, foster child and/or adopted child, You must:

- notify Us of his birth or placement in Your residence;
- complete the required application for him; and
- pay the required premium for him, if any.

If a newborn is not enrolled within 90 days of birth coverage will be provided from the date that notice is given. Any Additional premium required should be made to the Holder within 90 days of notification of birth.

If an adopted child is not enrolled within 90 days of adoption coverage will be provided from the date that notice is given. Any Additional premium required should be made to the Holder within 90 days of notification of placement for the purposes of adoption.

If a step child/foster child is not enrolled within 90 days of placement in Your residence, coverage will be provided from the date that notice is given. Any Additional premium required should be made to the Holder within 90 days of notification of placement.

2. The "Time of Payment of Claim" provision in the "How to File a Claim/Claim Provisions" section is deleted in its entirety. The following shall be substituted in its place:

We will pay any benefits due not more than 30 days after We receive written proof of loss electronically or 45 days if the claim is submitted by other means.

There are no other changes to the certificate.

This endorsement takes effect and expires concurrently with the policy or certificate to which it is attached, and is subject to all of the terms and conditions of the policy not inconsistent therewith.

In Witness Whereof, We have caused this Endorsement to be signed by

Chairman, President and CEO

Executive Vice President & Chief Compliance Officer

SERFF Tracking Number: CMPL-126418543 State: Arkansas
 Filing Company: American Medical and Life Insurance Company State Tracking Number: 44328
 Company Tracking Number: AIM ASSN 12-2009
 TOI: H14G Group Health - Hospital Indemnity Sub-TOI: H14G.000 Health - Hospital Indemnity
 Product Name: AIM ASSN 12-2009
 Project Name/Number: AIM ASSN 12-2009/AIM ASSN 12-2009

Supporting Document Schedules

	Item Status:	Status Date:
Satisfied - Item: Flesch Certification	Withdrawn	02/10/2010
Comments:		
Attachment: READABILITY CERTIFICATION.pdf		

	Item Status:	Status Date:
Satisfied - Item: Application	Withdrawn	02/10/2010
Comments: We acknowledge this requirement: Members will apply for coverage on enrollment form AMLI GRP LM 2007 ENRL, approved by your Department under SERFF # AMLI-125043540.		

	Item Status:	Status Date:
Satisfied - Item: Bylaws	Withdrawn	02/10/2010
Comments:		
Attachment: BYLAWS AIM.pdf		

	Item Status:	Status Date:
Satisfied - Item: Certification	Withdrawn	02/10/2010
Comments:		
Attachment: AR_AR Certif of Compliance with Rule 19.pdf		

	Item Status:	Status Date:
Satisfied - Item: Authorization	Withdrawn	02/10/2010
Comments:		

SERFF Tracking Number: CMPL-126418543 State: Arkansas
Filing Company: American Medical and Life Insurance Company State Tracking Number: 44328
Company Tracking Number: AIM ASSN 12-2009
TOI: H14G Group Health - Hospital Indemnity Sub-TOI: H14G.000 Health - Hospital Indemnity
Product Name: AIM ASSN 12-2009
Project Name/Number: AIM ASSN 12-2009/AIM ASSN 12-2009

Attachment:

FILING AUTHORIZATION LETTER - AMLI.pdf

READABILITY CERTIFICATION

RE: American Medical and Life Insurance Company

NAIC # 81418

FEIN # 13-2562243

This is to certify that form(s) listed below have achieved at least the minimum required score on the Flesch Reading Ease Test.

<u>Forms</u>	<u>Score</u>
AMLI GRP LM 2007 CERT FL Certificate of Coverage	41
AMLI GRP LM 2007 SCHED FL Group Limited Benefits Health Insurance Certificate Schedule	53
GRP LM 2007-AE-AR-(1/09)	41



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President

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December 14, 2009

BYLAWS

OF THE

ASSOCIATION FOR
INDEPENDENT MANAGERS

BYLAWS

- I. INTERPRETATION, OBJECTS, EFFECT OF BYLAWS, BRANCHES, PUBLICATIONS.
- II. BOARD OF DIRECTORS, POWERS, SESSIONS, REPRESENTATIVES, COMMITTEES, OFFICERS, ELECTIONS.
- III. DUTIES OF OFFICERS, DIRECTORS, EXECUTIVE COUNCIL, FUNDS, FIELD DEPARTMENT.
- IV. REGIONAL DELEGATIONS: SESSIONS, DELEGATES, COMMITTEES, OFFICERS, ELECTIONS.
- V. DUTIES OF REGIONAL OFFICERS, BONDED OFFICERS, POWERS, MISCELLANEOUS PROVISIONS, SIGNING OFFICER.
- VI. COMPOSITION OF DISTRICT CONGRESSES: SESSIONS, REPRESENTATIVES, COMMITTEES, OFFICERS, ELECTIONS.
- VII. DUTIES OF DISTRICT OFFICERS, BONDED OFFICERS, POWERS, MISCELLANEOUS PROVISIONS, SIGNING OFFICERS.
- VIII. SERVICE CENTERS: BYLAWS, MEETINGS, OFFICERS, ELECTIONS, INSTALLATION, VACANCIES, SUSPENSION & REVOCATION OF CHARTERS, REINSTATEMENT, INSTITUTION OF SERVICE CENTERS.
- IX. DUTIES OF SERVICE CENTER OFFICERS, COMMITTEES, FUNDS, ARBITRATION, REMOVAL OF OFFICERS.
- X. MEMBERS, CLASSIFICATION, ADMISSION, PAYMENTS, SUSPENSION, REINSTATEMENT.
- XI. PRECEDENCE OF OFFICERS, HONORS, CHARTERS.
- XII. OFFENSES, CHARGES, TRIALS, PENALTIES, APPEALS.
- XIII. RULES OF ORDER.

XIV. AMENDMENTS TO BYLAWS.

CHAPTER I

INTERPRETATION, OBJECTS, EFFECT OF BYLAWS, BRANCHES, PUBLICATIONS

1. INTERPRETATION. Unless the context requires otherwise:

(1) "Instrument of Incorporation" means the Articles of Incorporation chartered in the State of Florida, on the twenty-fourth day of January 1979, establishing the ASSOCIATION FOR INDEPENDENT MANAGERS as a corporation not for profit.

(2) "Bylaws" means the governing laws of the Association from time to time enacted by the Directors of the ASSOCIATION FOR INDEPENDENT MANAGERS, INC. and as the same may be amended from time to time in accordance with the provisions of the Bylaws.

(3) "The Association" means the ASSOCIATION FOR INDEPENDENT MANAGERS, INC.

(4) "Service Center" means the local organized body of Associates.

(5) "Associates" means the members of a local organized body, comprised of persons from the general membership who have qualified and been chartered to have a Service Center.

(6) "General Membership" means those individuals who have qualified for and been accepted into membership in the Association and whose dues are in a current status.

(7) "Dues" means payments required by the Bylaws or the Directors to be paid to the Home Office by the Associates, General Membership and delegations.

(8) "Home Office" means the home office of the association at St. Petersburg, Florida.

(9) "Voting Members" means Associates in good standing in a Service Center or Members at large.

(10) "Delegation" means the regional body comprised of Members in Good Standing who have been elected by members at the District Congress and approved by Home Office to meet periodically to conduct business for the Association.

(11) "Electors" means the body comprised of Members in Good Standing who have been elected by Delegates at the Regional Delegation and approved by Home Office to meet periodically to conduct business for the Association.

(12) "Session" means the meeting of the Representatives at District Congress, or the meeting of Delegates at the Regional Delegation that is held pursuant to the provisions of the Bylaws; and the meeting of Electors that is held to conduct elections and ratify actions taken by the Directors and other bodies as required by the Bylaws.

2. OBJECTS. The Objects of the Association are:

(1) To provide educational services for independent business owners and managers; to promote better efficiency and production in the respective organizations.

(2) To provide a means for business managers to unite for mutual benefits such as increased buying power and a pooling of talent that may not be available to the resources of any single member.

(3) To provide services especially designed for the independent manager.

(4) To provide a voice on the national, state and local governments for the benefit of the independent business.

(5) To provide a means of social interaction among members, their families, and their employees and families.

3. EFFECT OF BYLAWS

(1) Every member of the Association and every person deriving benefits or other legal rights from such member shall be subject to and shall be bound by the Charter and Bylaws in force at the time such member was admitted to membership and as amended from time to time by all resolutions adopted by the Directors and ratified by the Electors at any regular or special session thereof.

(2) No branch of the Association nor any officer or member of the Association shall have any power to waive any of the provisions of the Charter and Bylaws, and no act of any branch of the Association nor of an officer or member of the Association shall be construed as a waiver of any provision of the Charter and Bylaws of the Association nor of any condition of any contract made or undertaken by the Association.

(3) When the masculine or singular form is used, it shall include female or plural form if the context so requires.

4. BRANCHES - Liability.

In no case shall the Association be liable for debts incurred by any Regional Delegation, District Congress, Service Center or other satellite office, branch, or body.

5. BRANCHES - Miscellaneous.

No branch of the Association shall incorporate or acquire any real property without the consent in writing of the Executive Council.

6. DIRECTIONS FOR BETTER BUSINESS.

The official publications, newsletter, journal, magazine or other periodicals shall be published under the authority of the Executive Council and shall be the media for promulgating official notices required by the Charter and Bylaws of the Association.

7. OTHER PUBLICATIONS.

(1) No promotional literature, advertisement or other marketing material relating to the Association shall be made, printed or circulated by any branch or member unless it is approved in such a manner as the Executive Council shall from time to time determine.

(2) No branch or member, unless authorized by the Association shall issue, print or circulate any statement, letter, circular or other publication relating to the Association.

CHAPTER II

BOARD OF DIRECTORS POWERS, SESSIONS, REPRESENTATIVES, COMMITTEES, OFFICERS, ELECTIONS

8. BOARD OF DIRECTORS.

The governing body of the Association shall be the Board of Directors (Board), which is comprised of the Executive Council and Representatives chosen, from time to time, by the Electors. The Executive Council Emeritus shall be comprised of the Executive council having served during the initial term in that capacity.

9. POWERS.

(1) The Board has the power to establish branches to be known as Regions, Districts, and Service Centers.

(2) The Board may grant charters to its branches and revoke the same; and it possesses and has exclusive jurisdiction over all branches, and without its sanction or charter no such branches may be formed or continue to exist.

(3) The Board is the supreme authority of the Association and has power to receive and decide all appeals and to redress any grievance that may arise in the Association.

(4) Subject to the Articles of Incorporation of the Association and to any other applicable law, the Board has the sole right and power to amend the Bylaws, to originate and regulate the means of its own support and the support of the business and to do all other acts necessary to govern, regulate and promote the welfare and interests of the Association and its branches.

10. REGULAR SESSIONS

(1) Regular sessions of the Board of Directors shall be held quadrennially at such time and place as may be fixed by resolution of the Board of Directors. In the absence of such a resolution, the time and place of the next regular session shall be fixed by resolution of the Executive Council.

(2) Notices of every regular session of the Board of Directors shall be published in an issue of *DIRECTIONS* at least six months before the date fixed for the opening of such session.

11. SPECIAL SESSION

(1) A special session may be called by the Executive Council upon the written request of two-fifths of the members in good standing upon the roll of the Board of Directors at its last regular session, or upon the written request of a majority of the Executive council, or upon the written request of two-thirds of the Electors.

(2) At least sixty days' notice of a special session must be given to the members of the Board of Directors, except that if the Executive Council determines that it is a case of emergency, thirty days' notice will suffice.

(3) Notice of a special session shall be give to each member of the Board of Directors by telegram or by letter or by an official circular; the time of such notice shall be computed from the date of sending of such last telegram, letter or circular.

(4) Except with unanimous consent, no business shall be transacted at any special session except that which shall be set out in the notice therefore; all special sessions shall be held at the Home Office or in the vicinity thereof.

12. QUORUM.

Two-fifths of the members in good standing on the roll of the Board of Directors must be present before special or regular sessions shall proceed to business.

13. OPENING THE SESSION

The sessions for the Board and of the Electors shall be opened at the time and place selected for its sessions and, if a quorum be present, shall proceed to business. If there be no quorum present, the presiding officer may adjourn the meeting from time to time until a quorum shall be present.

14. PRESIDING OFFICER

(1) In the absence of the Executive Director at the opening of a session, the Elective Officer who is next highest in rank shall preside.

(2) In the event that no elective officer is present, the members shall elect a presiding officer to act during such sessions.

(3) When the Executive Director or other presiding officer vacates the chair, he may call any member present to fill the chair temporarily.

15. REPRESENTATIVES

(1) Representatives shall be chosen from the membership of members in good standing as of August 31 immediately preceding the session.

(2) At every session of the General Assembly, each Regional Convention shall be entitled to select one Elector for each fifteen thousand members in good standing in the Region, except that each Region shall be entitled to a minimum of three Electors and a maximum of twelve electors irrespective of the number of members within any one Region. Electors shall be elected to serve until the next Regional Convention immediately preceding another regular session of the General Assembly or until their successors are chosen.

(3) Each District, at its regular session immediately preceding the Regional Convention shall elect its Representatives to serve as Delegates to the Regional Convention, District Delegates shall be elected to serve until the next District Congress immediately preceding another Regional Convention or until their successors are chosen. Each District Congress shall be entitled to elect one Delegate for each five thousand members in good standing in the District, except that each District shall be entitled to a minimum of three Delegates and a maximum of twelve Delegates irrespective of the number of members within any one District.

(4) Each Service Center shall elect its Representatives to the District Congress at any regular or specially called meeting immediately preceding another District Congress, providing notice shall have been given at least thirty days in advance of each election and that such notice is announced during at least two properly called meetings of the general membership within the Service Center, or that thirty days' notice is given to each member within the Service Center by telegram, letter or notice in the Service Center's official newsletter or journal. Service Center Representatives shall serve until the next duly called meeting that is held immediately prior to the next District Session or until their successors are chosen. Each Service Center shall be entitled to elect one Representative for each three hundred members in good standing within the Service Center, except that each Service Center shall be entitled to a minimum of six Representatives and a maximum of twelve Representatives irrespective of the number of members within any one Service Center. In addition to the Representatives elected according to the preceding rules, each Service Center shall be entitled to elect one Representative for every twenty members that shall have been directly recruited by the membership during the calendar year immediately preceding the election and up to a maximum of ten such additional representatives.

(5) Any vacancy in the Office of Representatives shall be filled by the Executive Councils of the respective branches of the Association from which such Representatives shall have been first elected. If no regular session intervenes between the time when the vacancy occurs and the session at which each Representative shall be serving, the vacancy shall be filled by the Executive Council of the session being held. A Representative so selected or appointed shall hold office for the balance of the term or until such successor is chosen.

16. QUALIFICATIONS OF REPRESENTATIVES.

An Elector to the General Assembly from a Regional Convention must:

- (1) Be a member of such Regional body elected or appointed as provided in Section 15 (2);
- (2) Be a member in good standing in the Association and in the Service Center within the jurisdiction of such Region;
- (3) Be resident within the jurisdiction of such Region;
- (4) Not later than thirty days before the opening of the General Assembly file at the Home Office a credential of election, or of his or her appointment, signed by the Regional President and Regional Secretary and attested with the seal of the Region of his or her origin.

17. REPRESENTATIVES - Miscellaneous Provisions.

- (1) In the event that a regional President or Regional Secretary fails to sign a credential of a duly elected or appointed Elector, the General Assembly has the option to admit the Elector as a member of the General Assembly.
- (2) Any Elector who shall vacate or resign the office of Elector shall be deemed by so doing to have vacated or resigned any office held by him or her in the General Assembly, but the expiration for such term as elector during the interim of the sessions of the General Assembly shall not vacate any office held by him or her in the General Assembly.
- (3) Any Elector who is absent at the time of the opening of the General Assembly, on attention being called thereto, shall unless excused by the Executive Council automatically forfeit his or her seat and the fact of such forfeiture shall be entered upon the records of the General Assembly.

18. REPRESENTATIVES - Traveling Expenses

- (1) Except as hereinafter provided, Representatives who are present on the first day of the General Assembly shall be paid the reasonable cost of their transportation to and from the session and such per diem allowance while so traveling and attending the said session as the Board of Directors or General Assembly may decide.
- (2) Representatives who are not present on the first day of the session, unless an excuse be furnished for such absence satisfactory to the General Assembly, or Representatives who leave before the close of the session without the written permission of the presiding

officer, shall forfeit all claim to the travel and per diem allowance.

19. ABSENCE FROM SESSION.

If any Officer of the General Assembly is absent from any session thereof without cause satisfactory to the General Assembly, such office shall be declared vacant. Such office shall be filled as provided in the Bylaws.

20. STANDING COMMITTEES.

Except such Standing Committees as may have been appointed and called to meet prior to the opening of the General Assembly, the presiding officer shall at or before the opening of each session appoint the following committees (and such others as the Executive Director may deem advisable) each to consist of three or more members and whose duties shall be as follows:

(1) The Committee on Credentials shall examine and report to the General Assembly the names and number of those entitled to seats in the General Assembly.

(2) The Committee on Distribution shall distribute the various reports, memorials, petitions, appeals and other documents or papers to the appropriate committees.

(3) The Committee on Finance shall examine the financial statements presented during each session and report thereon to the General Assembly and perform such other duties as may be assigned to it by the presiding officer, the Executive Council or the General Assembly.

(4) The Committee on Petitions shall consider all petitions taken to the General Assembly and report to the General Assembly with its recommendations.

(5) The Committee on Constitution and Bylaws shall report to the General Assembly with its recommendations on all proposed amendments referred to it must be filed with the Executive Secretary not later than sixty days prior to the first day of the General Assembly session.

(6) The Committee on the State of the Association shall present to the General Assembly an exhibit of the condition, progress, and prospects of the Association and propose such measures to be taken in connection therewith as may be deemed in the interest of the Association.

(7) The Committee on New Business shall have referred to it what cannot properly be referred to the other standing committees; it shall report to the General Assembly at each session thereof and it shall also present any new business which may be deemed in the interest of the Association.

(8) The Committee on Mileage and Per diem shall prepare a statement of the mileage and per diem allowance to which each voting member of the General Assembly is entitled.

(9) The Committee on Benevolent and Social Activity shall examine and report to the General Assembly on the benevolent and social activities of the Association and perform such other duties as the presiding officer or General Assembly may require.

21. OFFICERS

The officers of the General Assembly shall be:

(1) Elective Officers: Executive Director, Executive Secretary, three Executive Vice Presidents, which together shall comprise the Executive Council; and six Portfolio Officers.

(2) Sessional Officers appointed by the Executive Director: Journal Secretary, General Marshall, Orator and not more than twelve Organizers.

(3) Sessional Officer appointed by the Executive Council: Judicial Chair. The Executive Council may in the same manner fill any vacancy in such office by the appointment thereto of a member in good standing in the Association.

(4) Board of Directors: The Board of Directors shall consist of the elective and the Sessional Officers of the General Assembly.

(5) Officers Emeritus: All officers having served as the initial organizing officers of the Association and such other officers as may be so elected at regular quadrennial sessions, shall have bestowed on them the status of Officers Emeritus. Such officers shall enjoy the benefits bestowed at the time of assuming such office and shall remain as officers emeritus for life or until they shall voluntarily vacate such office. However, no more than twelve officers emeritus shall maintain such status at any one time.

(6) Failure to fill all vacant offices shall not constitute an illegal session if such failure is due to the lack of qualified candidates to fill such offices.

22. ELIGIBILITY

All members of the General Assembly shall be equally eligible for any office provided that:

(1) Only a member who has served as an Elective Officer of the Board of Directors shall be eligible for election or appointment to the office of Executive Director. A member elected or appointed to the office of Executive Director shall remain qualified to hold office only while a resident of the United States.

(2) No member who has attained the age of 75 shall be eligible for an elective office in the Board of Directors and every Elective Officer shall automatically become retired from that office on the last day of the month during which attained age 75. This

provision, however, shall in no way apply to the Officers Emeritus stipulated in 21 (5).

(3) To avoid conflicts with the laws of majority in various states, members must have attained the age of 21 to be eligible to hold an elective office in the Board of Directors.

23. TIME OF ELECTIONS

The election of the elective Officers of the Board of Directors shall be by ballot (except in the case of election by acclamation) and shall take place during the last sitting of each quadrennial session of the General Assembly of Electors.

24. NOMINATIONS

(1) Nominations may be made by any member. An absent member may not be nominated or elected unless absent with the consent of the presiding officer.

(2) Nominations for the next succeeding office shall not be made until the election for the preceding office shall have taken place.

(3) Notwithstanding the provisions of subsections (1) and (2), a nominating committee appointed by the Executive Director may have its report adopted by unanimous vote.

25. TELLERS.

For the election of officers, the presiding officer shall appoint two Tellers and the Executive Secretary shall appoint one. If a Teller be nominated for any office, another Teller shall be temporarily appointed by the officer who had appointed the vacating Teller.

26. BALLOTS

(1) The Teller shall count and report the number of legal votes for each candidate and the number of spoiled ballots to the presiding officer who shall then declare the result. The Tellers shall then seal up the ballots and deliver them to the presiding officer.

(2) In the election of the Executive Vice Presidents or Portfolio Officers, any ballot that does not contain as many names as there are Executive Vice Presidents or Portfolio Officers to be elected shall be deemed to be a spoiled ballot.

(3) The candidates elected shall be those for whom the largest number of legal ballots are cast.

27. RECOUNT

Destruction of Ballots.

(1) At any time before the final adjournment, any two-fifths of the members of the

General Assembly may demand a recount of the ballots which shall forthwith be made by the Tellers in the presence of one representative of the members demanding the recount; the result thereof shall be final as to such ballot.

(2) Ballots shall be preserved until the first day of the next following session of the Board of Directors.

28. VOTING GENERALLY

(1) Voting, except otherwise provided in the Bylaws, shall be by yeas and nays as the usual voting sign; but upon demand therefor supported by one-fifth of the members present, voting shall be by a show of hands, rising, or secret ballot.

(2) The demand for the show of hands, rising, or ballot vote must be made before the yeas and nays votes have been called by the presiding officer. After the yeas and nays votes have been called, alternative voting methods cannot be ordered except by unanimous consent.

(3) The Presiding Officer shall not vote except when it is by ballot.

(4) In case of a tie in the election of officers, the presiding officer shall not be entitled to give the casting vote, but a new ballot shall be taken until a majority of the legal ballots cast be obtained for a candidate.

(5) In all other cases, if there be a tie, the presiding officers shall give the casting vote.

(6) Insofar as they may be applicable, provisions of the Bylaws governing ballot voting shall apply to all voting.

29. VOTING

Each officer of the General Assembly and each Elector who is not an officer in the General Assembly shall be entitled to cast one vote.

30. SESSIONAL OFFICERS

(1) On the first day of a session of the General Assembly, the presiding officer shall appoint from the members present, officers in the place of any sessional officer who may be absent.

(2) Before the installation of officers, the Executive Director-elect shall appoint from the members present the sessional officers whose terms of office shall continue until their successors are appointed. The Executive Director may fill any vacancy that thereafter occurs by the appointment of a member of the Association.

(3) A Sessional Officer of the General Assembly, who at the time of his appointment was in the employ of the Association, shall at the discretion of the Executive Council be

deemed to have vacated his office in the General Assembly at the termination of his employment with the Association and the vacancy shall be filled as provided in this section.

31. INSTALLATION OF OFFICERS

(1) The installation of all officers of the General Assembly shall take place at the last sitting of each regular session.

(2) If any officer to be installed is absent at the time of installation, the office held by such absentee may, by a majority vote of the General Assembly, be declared vacant and the vacancy forthwith filled by a new election or a new appointment or the installation for the absentee may be postponed or the installation may take place by proxy.

(3) Officers who have already been installed and who have been re-elected to the same office may continue to hold office without being reinstalled.

(4) If the Executive Council elects a successor to an elective Office of the General Assembly, such successor may be installed by the Executive Director or by a Special Deputy appointed for that purpose.

(5) Every Elective Officer after being duly installed shall hold office until the election, installation and qualification of successor in office unless the office be vacated by resignation or removal in accordance with the Bylaws.

CHAPTER III

DUTIES OF OFFICERS DIRECTORS, EXECUTIVE COUNCIL, FUNDS, FIELD DEPARTMENT

32. EXECUTIVE DIRECTOR

- (1) The Executive Director shall be and may be known as the president and chief executive officer of the Association and shall at all times during incumbency be a resident within fifty miles of the Home Office of the Association.
- (2) The Executive Director shall preside at all sessions of the General Assembly and at multiple meetings of the Executive Council. As Chief Executive Officer of the Association the Executive Director shall have general superintendence and management of the affairs of the Association and the promotion of its growth. The Executive Director may appoint assistants who shall have the title "Deputy Executive Officer" and who shall have such duties and authority as may be assigned to them in writing by the Executive Director.
- (3) The Executive Director may grant dispensations respecting matters that are not within the exclusive jurisdiction of the General Assembly or the Executive Council and decide all matters not specifically provided for in the Constitution and Bylaws; provided that any such dispensation or decision may be appealed to the Executive Council.
- (4) The Executive Director shall call meetings of the Executive Council at will or at the direction of a majority of the members thereof.
- (5) The Executive Director shall appoint all committees required by the Bylaws and such other committees as personally deemed advisable and best, to meet not earlier than ten days prior to the opening of the session of the General Assembly.
- (6) With the approval of two other members of the Executive Council, the Executive Director may call special sessions of any Regional Body, District Body, Service Center or other branch of the Association; suspend the charter of any Regional or District Body, Service Center or other branch of the Association; suspend for cause any officer from office who has failed to perform the duties required by the Bylaws.
- (7) The Executive Director may appoint one or more Inspectors to examine the Books of Account of any branch and to make an audit of the receipts, disbursements and financial condition of the branch and the Treasurer and/or other responsible officers of such branch shall produce upon request of the Inspector the books, accounts and vouchers of the branch for the purpose of such audit. The Inspector(s) shall make a full report of such investigation and audit to the Executive Director or the Executive Council. The Executive Director may suspend from office any officer of such branch who neglects or refuses to make such production or to undergo such audit or is shown by such audit to be indebted to the branch, and the Executive Council may remove such officer from office.

(8) The Executive Director may delegate, under written commission, any member to execute any specific act that is within the Executive Director's authority under the Bylaws.

(9) In case of the disability by illness or other cause of the Executive Director, the Executive Council may authorize another Elective Officer to perform the duties of the office until such disability be removed and such appointed officer shall receive such remuneration for services as the Executive Council may determine.

33. EXECUTIVE SECRETARY

The Executive Secretary shall be responsible for the records of the Association and shall have, among others, the following duties:

(1) To keep such books and records as the Executive Council may require from time to time, such books and records shall at all times be available for inspection by any member of the Executive Council.

(2) To nominate the Journal Secretary and see that correct reports of each session of the General Assembly are kept.

(3) To be the custodian of the official records, papers, Articles, and other such documents of the Association and to certify that all documents are kept updated, current and filed with proper governmental or other supervisory bodies.

(4) To perform such other and further duties as may from time to time be required by the General Assembly, Executive Council or Executive Director.

34. DEPUTY EXECUTIVE DIRECTOR

The Executive Council may appoint one of its members (other than the Executive Director) as Deputy Executive Director who shall, in the absence of the Executive Director preside at meetings of the Executive Council and who shall perform such other duties as may be so assigned by the Executive Council.

35. EXECUTIVE VICE PRESIDENTS

The Executive Vice-Presidents shall, in addition to the duties of any specific function they may have assigned to them, perform such duties as may be assigned to them by the Executive Council or the Executive Director.

36. PORTFOLIO OFFICERS

The Portfolio Officers shall each be assigned a specific portfolio of duties to perform for the Association. They shall serve as directors together with the Executive Council

members and shall perform such duties as may be assigned to them from time to time by the Executive Director or the Executive Council.

37. SESSIONAL OFFICERS

Sessional Officers shall perform such duties as may be required of them by the Executive Director or the Executive Council with respect to any sessions of the General Assembly or the branches of the Association.

38. DELIVERY OF BOOKS

All officers and members of the Association shall deliver to their successors in office or on the demand of the Executive Director or the Executive Council deliver to any person designated, all books, documents, papers, moneys or other property belonging to the branch or the Association which may be in their custody or under their control.

39. SALARIES and EXPENSES

(1) The General Assembly may fix the monthly salary to be paid to the Executive Director and the compensation payable to the other members of the Executive Council; but if such salary and compensation is not so fixed, it shall be determined by the Executive Council.

(2) The Executive Director and other members of the Executive Council shall be paid all necessary expenses incurred by them in the performance of their respective duties.

(3) All other expenses in connection with the General Assembly or the sessions thereof and in connection with the meetings of the Executive Council shall be fixed either by the General Assembly or the Executive Council.

40. EXECUTIVE COUNCIL and BOARD Of DIRECTORS COMPOSITION

(1) The Executive Council shall consist of the Executive Director, Executive Secretary, the three Executive Vice-Presidents, and such other officers as the Executive Council may deem necessary from time to time. The Executive Council shall meet not less frequently than that required by law or, in any event, not less frequently than twice in each calendar year.

(2) The Board of Directors shall consist of the members of the Executive Council, the Portfolio Officers and each other persons as the Board of Directors may deem necessary from time to time. It shall not meet less frequently required by law but, in any event, not less frequently than once a year.

41. BOARD OF DIRECTORS - POWERS

(1) The Board of Directors shall, during recess of the General Assembly, devise all rights, powers and privileges of the General Assembly of the Association as fully and effectually as the same might be done by the General Assembly in session. Provided, however, that the Board of Directors may not amend the Articles of Incorporation and/or Bylaws of the Association where it is therein not specifically empowered to do

SO.

42. EXECUTIVE COUNCIL - POWERS

(1) The Executive Council shall have all rights specifically granted to it under official action by the General Assembly or Board of Directors. Provided, however, that the Executive Council may not amend the Articles of Incorporation and/or the Bylaws of the Association.

(2) Without limiting the generality of the authority provided in subsection (1), the Executive Council shall have the power:

(a) to borrow money from time to time upon such terms as it may deem proper:

(b) to determine the form and inscription of the corporate seal of the Association and of each of its branches.

(c) to hear and determine each charge against any officer or member of the General Assembly or of any branch of the Association; to suspend from the Association for cause any officer or member thereof; to review, re-hear or re-try any case or proceeding of any branch of the Association or of any tribunal thereof or to vary, modify, augment, reverse or set aside any finding or decision of any such branch or tribunal; to suspend or revoke the charter of any branch of the Association for neglect or refusal to perform any function of such branch of the Association of the Bylaws or for contempt of the authority or mandates of the Executive Council or of the Executive Director.

(3) The Executive Council may prescribe from time to time the books of account to be kept by the branches of the association and the system of accounting in order to show correctly the receipts and disbursements and financial condition of the branch. If any branch neglects or refuses to keep correct books of account as so prescribed, the Executive Council may suspend such branch or revoke its charter.

(4) The Executive Council may, from time to time by resolution, appoint committees for managerial, social or other functions.

43. EXECUTIVE COUNCIL - Miscellaneous Provisions

(1) All members of the Executive Council shall be ex-officio members of each branch of the Association and shall have all the rights of members of each branch, except the right to vote or hold office in such branch, other than in the Region, District or local branch of which such officer shall be a member; provided, however, that the Executive Director has discretionary power to grant a dispensation for any such member of the Executive Council to hold office in any branch.

(2) Six members of the Executive Council shall form a quorum for the transaction of business at a meeting for which formal notice has been given and each matter before a meeting shall be decided by a majority of the votes of the members present. Meetings may be held at any place either within the United States or elsewhere and no formal

notice shall be necessary if all members are present or if those not present have signified their approval in writing to the proceedings taken at such a meeting. Meetings of the Executive Director, or by one of the Executive Vice-Presidents on the direction of a quorum of the Executive Council. Notice of such meetings shall be delivered, mailed or telegraphed to each member not less than seven days before the meeting is to take place.

(3) The Executive Director or Executive Secretary may submit any matter in writing or in person or by telegram to each member of the Executive Council for his action or decision thereon and the decision or action of the necessary majority thereof given in writing or by telegram shall be deemed to be a decision or action of the Executive Council precisely as if a meeting of the Executive Council had been held, but a record and action or decision shall be preserved and entered in the minutes of the next meeting of the Executive Council.

(4) In the case of the disqualification, refusal or neglect of any member of the Executive Council to discharge the duties of the office of which disqualification, refusal or neglect the other members of the Executive Council shall be the judges, the other members of the Executive Council shall have power by unanimous vote to declare such office vacant and shall forthwith elect a successor to the office thereby rendered vacant. In the event of the death or resignation of any elective officer, the Executive Council may appoint a member in good standing to fill such vacancy until the next regular session of the General Assembly.

44. FEES of BOARDS

The members of all boards, committees and commissions appointed by the Executive Director or the Executive Council shall be paid such fees and allowances as the Executive Council may by resolution decide.

45. FUNDS of the ASSOCIATION

(1) The general funds of the Association shall be accumulated from the membership fees, affiliate assessments and contributions from various sources that are paid to the Association.

(2) The Benevolent fund shall consist of the gifts from time to time made to each fund by branches and members and such moneys as the General Assembly in session may appropriate to such fund. Such fund and the income therefrom shall be disbursed in grants for relief of aged or distressed members and their dependents under the regulations from time to time adopted by the General Assembly or by the Executive Council.

(3) The Pension Funds are the funds from which all benefits under the Association for Independent Managers, Inc.'s Retirement Plans shall be paid. They shall be accumulated from the earnings and/or interest received on the assets of the funds and from the contributions of the Association and its employees.

46. CUSTODIANS

The Executive Director and such other persons as the Executive Council shall from time to time designate who shall be the custodians of the securities of the Association which shall be kept in safe deposit vaults designated by the Executive Council which shall make regulations respecting access thereto.

47. SIGNING OFFICERS

All deeds, discharges, leases, contracts and other documents shall be binding on the Association if sealed with the corporate seal of the Association and signed by the Executive Director and the Executive Secretary or such other officers or employees as the Executive Council may by resolution from time to time determine. All certificates, checks, drafts, bills of exchange and other instruments whether negotiable or not shall be binding on the Association if signed by such officers or employees of the Association and in such manner (including facsimile or lithographed signatures) as the Executive Council may by resolution from time to time determine.

48. EXECUTIVE TREASURER.

The Executive Council shall employ an Executive Treasurer who shall have care and custody of all funds of the Association and shall perform such other duties as may be assigned by the Executive Council and the Executive Director.

49. GENERAL COUNSEL

The Executive Council shall employ a General Counsel who shall, subject to the direction of the Executive Council and the Executive Director, be responsible for all legal matters pertaining to the affairs of the Association. The General Counsel may, but it is not mandatory to be, the same person as appointed to be the Judicial Chair [23 (3)].

50. EXECUTIVE OFFICERS

On the recommendation of the Executive Director, the Executive Council may appoint such other executive officers as may be deemed necessary who shall perform such duties as may be assigned to them by the Executive Council or the Executive Director. An Executive Officer appointed by the Executive Council may be designated a "Vice-Presidency".

51. INDEMNIFICATION

(1) Except in respect to an action by or on behalf of the Association to procure a judgement in its favor, the Association may indemnify a director or officer of the Association, a former director or officer of the Association, or a director or officer of a subsidiary corporation or organization of the Association and such person's heirs and legal representatives against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgement, reasonably incurred by such person regarding

a civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been such a director or officer, if:

(a) such person acted honestly and in good faith with a view to the best interests of the Association: and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty such person had reasonable grounds for believing that such person's conduct was lawful.

(2) Notwithstanding anything in this section, the Association shall indemnify any person referred to in subsection (1) who has been substantially successful in the defense of any civil, criminal or administrative action or proceeding to which he has been made a party by reason of being or having been such a director or officer against all costs, charges and expenses reasonably incurred by such person in respect of such action or proceeding.

(3) The foregoing right of indemnification shall be in addition to any other rights such director or officer may be entitled as a matter of law.

52. SUPERINTENDENT OF FIELD WORK

The Executive Director may appoint a Superintendent of Field Work who shall superintend the work of the Association's field force and, subject to the direction of the Executive Director, be responsible for the extension and conservation work of the Association.

53. EMPLOYMENT CONTRACTS

The employment by the Association of any person other than a weekly, bi-weekly, or monthly hiring shall be in writing, and if for a period extending beyond the next regular session of the General Assembly, shall not be binding unless ratified at such session.

54. FIELD DEPARTMENT

All personnel of the Field department shall be under the direction of the Field Superintendent. Although elections are open to all members within the branches of the Association, field personnel are discouraged from accepting nominations to office; however, this restriction in no way applies to election or appointment of such field personnel to serve as Representatives (including delegates and Electors) at any level within the Association. Officers elected to positions in the General Assembly, General Council or on the Board of Directors may be chosen from all members in good standing regardless of whether they are in the Field Department.

55. SUPPLIES and FORMS

Only supplies and forms prescribed by the Executive Council and supplied by the Home Office shall be used by any and all branches of the Association.

CHAPTER IV

REGIONAL DELEGATIONS SESSIONS, DELEGATES, COMMITTEES, OFFICERS, ELECTIONS

56. COMPOSITION OF REGIONAL DELEGATIONS

The members of a Regional Delegation shall be its officers and delegates from Districts under its jurisdiction, all of whom must be members in good standing in the Association.

57. REGIONAL DELEGATIONS - PURPOSE

Generally, the purposes of a Regional Delegation shall be to foster and build up existing Districts and Service Centers within its jurisdiction, receive appeals and redress grievances, and to have and exercise general supervision of the branches of the Association in its jurisdiction.

58. BYLAWS

A Regional Delegation may by a two-thirds vote of the Delegates present at a regular or special session called for the purpose enact and amend Bylaws for the regulation of the Regional Delegation. No such Bylaw or any amendment thereof shall conflict with any provision of the Bylaws of the Association and shall not take effect unless and until filed and approved in writing by the Executive Director.

59. REGULAR SESSIONS

Each Regional Delegation shall meet in regular session quadrennially at such time and place it may select, not earlier than twelve months nor later than two months immediately prior to every regular session of the General Assembly. The Executive Director may, however, postpone the holding of any regular meeting of the Regional Delegation so as to have said meeting take place within twelve months prior to the regular meeting of the General Assembly.

60. SPECIAL SESSIONS

A special session may be called by the Executive Director, and shall be called upon the petition of one-third of the Districts representing at least one-third of the membership under the jurisdiction or upon the written request of one-fifth of the members of the region or upon the request of a majority of the Executive Standing Committee. The Regional Secretary shall notify each member of the Region of such special session immediately upon being requested to do so as aforesaid, and in such notice shall state the object for which such special session is called. At least thirty days' notice must be given of all special sessions; provided that if the authority which calls the special session determines that it is an emergency, ten days' notice shall be sufficient; such notice shall be given to each member of the Region by letter, official circular or telegram directed to

the member's last known address; notice shall be computed from the date of sending the last of such letters, circular or telegrams. No business shall be transacted at any special session except that mentioned in the notice unless by unanimous consent.

61. PLACE and TIME of SESSIONS

(1) The place and time for holding sessions for a Regional Convention may be fixed by Bylaw.

(2) If the place and time is not fixed by Bylaw, the selection for the place or time for holding the next regular session shall be determined by majority vote taken immediately after election of officers and of the representatives to the General Assembly.

(3) If the place and time is not selected as hereinabove provided, the Executive Standing Committee shall determine the place and time and so notify, by circular or letter, all members of the Regional Delegation and all branches within the jurisdiction of the Region at least thirty days prior to the opening of such session.

62. OPENING THE SESSION

The Regional Delegation shall be opened at the place and time specified for its session and, if a quorum be present, shall proceed to business. If there be no quorum present within one-half hour, the presiding officer shall have the power to appoint the Committee of Credentials and to confer the Delegate Degree upon those present who are entitled to receive the same and the members present may act upon the credentials of Delegates and the presiding officer may adjourn the meeting from time to time until a quorum is present.

63. PRESIDING OFFICER

(1) In the absence of the Regional President and Regional Past President, the Elective Officer of the General Assembly present who is the highest in rank shall preside; in the absence of any such General Assembly Officer, the Regional Officer present who is highest in rank shall preside and if none such be present, a presiding officer shall be chosen from the members present.

(2) Whenever the Regional President or other presiding officer temporarily vacates the chair, such presiding officer may call any of the offices named in subsection (1) of this section to fill the chair in such absence.

64. QUORUM

The quorum of a Regional Delegation shall consist of members equal in number to the delegates from one-fifth of the branches in good standing on the roll of the Regional Delegation and whose credentials have been filed with the Regional Secretary.

65. DELEGATES

At every session of the Regional Delegation each District Congress shall be entitled to one Delegate for each five thousand members in good standing in the District, except that each District shall be entitled to a minimum of three Delegates and a maximum of twelve delegates irrespective of the number of members within any one District; however, each district shall be entitled to elect additional Delegates equal to one-half of the number (fractions to be ignored) of Representatives who were elected because of the direct recruitment efforts of the members of the Service Centers within the district. Delegates shall all be of equal rank regardless of their standing in the Service Center from which they have been elected or appointed and without respect to whether they are from the field department. All Delegates so elected or appointed shall be members in good standing on the roll of each Service Center the first day of the sixth month immediately preceding the regular session of the Regional Delegation.

66. QUALIFICATION OF DELEGATES

A Delegate to the Regional Delegation must:

- 1) be a Member in good standing in the District and in a Service Center within the jurisdiction of the Region;
- 2) not later than thirty days before the opening of the session, file with the Regional Secretary a credential furnished by such Delegate's District;
- 3) be a Member in good standing during regular and special sessions at which such Delegate is in official attendance.

67. DISQUALIFICATION OF DELEGATES

A Delegate who is not qualified according to the rules stated in Section 66 shall be disqualified from serving in any official capacity at the Regional Delegation and all votes tabulated at any session wherein such Delegate was officially counted on the rolls shall discount the vote that shall thus have been attributed to such disqualified Delegate; provided however, that any official action or election thus decided shall be ruled acceptable by decree of the Executive Director or the Executive Council.

68. ALLOWANCES and EXPENSES

- (1) A Regional Delegation shall not pay a per diem allowance, traveling expenses or other moneys to any Delegate unless such Regional Delegation has in its treasury sufficient funds to pay all its indebtedness and such moneys to delegates as may be provided in its Bylaws.
- (2) All other expenses in connection with the Regional Delegation or the sessions thereof shall be determined either by the Regional Delegation or by the Executive Standing Committee of such Region.

(3) A Regional Delegation may by its Bylaws provide that no traveling expenses or other outlay to any Delegates attending a session of the Regional Delegation be paid, except to the officers of such Regional Delegation.

69. ABSENCE FROM SESSION

If any elective officer of a Regional Delegation should absent himself from any session of such Regional Delegation without the approval of the Regional Delegation, the Regional President or the Executive Standing Committee, such office may be declared vacant and the vacancy forthwith filled by the Regional Delegation; in the case of a sessional office being declared vacant, the same shall be filled by the Regional President, provided that the Journal Secretary shall be the nominee of the Regional Secretary.

70. STANDING COMMITTEES

At the opening of each regular session of a Regional Delegation, the presiding officer shall appoint the following Committees (and each others as the Regional President shall deem advisable) each to consist of three or more members whose duties shall be as follows:

(1) The Committee on Credentials shall examine the credentials and report to the Regional Delegation the names of those entitled to seats in the Regional Delegation.

(2) The Committee on Distribution shall apportion the various reports, memorials, petitions and other documents and papers to the appropriate committees.

(3) The Committee on Finance shall examine all accounts presented during each regular session and estimate the probable amount required for the expenses of the Regional Delegation for the ensuing term. It shall report the same in writing to the Regional Delegation and recommend such sums for Regional Delegation dues as it deems the Regional Delegation shall require, and perform such other duties as may be assigned to it by the Regional President or the Executive Standing Committee or the Regional Delegation.

(4) The Committee on Appeals and Petitions shall examine and report on all appeals taken to the Regional Delegation, also consider and report upon all petitions with its recommendations.

(5) The Committee on Bylaws shall have referred to it for examination all proposed alterations and amendments of the Bylaws of the Association and of the Bylaws of the Regional Delegation and shall report thereon to the Regional Delegation with its recommendations.

(6) The Committee on the State of the Association shall present to the Regional Delegation an exhibit of the condition, progress and prospects of the Association in its jurisdiction and suggest any measures to be taken in conjunction therewith.

(7) The Committee on New Business shall have referred to it what cannot properly be referred to other standing committees and shall report thereon to the Regional Delegation; it shall also present any new business which it may deem to be in the interest of the Association.

(8) The Committee on Mileage and Per Diem shall prepare a statement of the traveling and per diem allowance to which each voting member of the Regional Delegation is entitled.

(9) The Committee on Public Relations shall prepare for publication in the newspapers, trade journals, periodicals or other publications a report of the proceedings, elections and/or other events of the Regional Delegation, such reports to be subject to the direction of the Regional Delegation and the Regional President.

71. OFFICERS

The officers of a Regional Delegation shall be the Regional Past President and;

(1) Elective Officers - Regional President, Regional Vice-President, Regional Secretary, Regional Treasurer and five Councilors.

(2) Sessional Officers appointed by the Regional President: Journal Secretary, Marshall, Orator, Messenger, two Auditors, two Trustees and two Bailiffs.

(3) In the event of a new Regional Delegation having no predecessor Regional President to serve as Past Regional President, each District Congress shall nominate one such person from which nominees the Regional President or Executive Standing Committee shall appoint a Past Regional President to serve until the Regional President shall vacate the office.

72. ELIGIBILITY

Subject to the provisions of Section 16, all members of a Regional Delegation shall be equally eligible for any office provided that;

(1) The Past Regional President and the Elective Officers of a Regional Delegation shall be resident within the jurisdiction of their respective Regions.

(2) Only a member who has served as an Elective Officer of the General Assembly or the Regional Delegation shall be eligible for election to the office of Regional President or Regional Secretary; provided that the Executive Director may grant dispensation to elect another member of the Regional Delegation to such office.

73. TIME OF ELECTIONS

The election of the Elective Officers of the Regional Delegation and the Electors to the

General Assembly shall be by ballot (except in the case of an election by acclamation) and shall take place during the last sitting of each regular session of the Regional Delegation.

74. NOMINATIONS

(1) Nominations may be made by any member. An absentee may not be nominated or elected unless absent with the consent of the presiding officer, and the absent member has given consent in writing for his or her name to be presented for the office for which nominated.

(2) Nominations for the next succeeding office shall not be in order until the election for the preceding officer shall have taken place.

(3) Notwithstanding the provisions of subsection (1) & (2), if a nominating committee has been appointed by the Regional President, its report may be adopted by unanimous vote.

75. TELLERS

At every election the Regional President shall appoint two Tellers and the Regional Vice-President shall appoint one; provided that the Regional President and the Regional Vice-President shall each appoint one additional Teller for every seventy-five voting members present in excess of seventy-five. A member nominated for any office shall not be eligible to act as a teller for the election of a member to such office.

76. BALLOTS

(1) The Tellers shall count and report the number of votes cast for each candidate and the number of spoiled ballots to the presiding officer who shall then declare the result. The Tellers shall then seal up the ballots and deliver them to the presiding officer.

(2) In the election of Councilors or Electors, any ballot that does not contain as many names as there are Councilors or Electors to be elected, shall be considered to be a spoiled ballot.

(3) The candidates elected shall be those for whom the largest number of legal ballots are cast.

77. RECOUNT - DESTRUCTION of BALLOTS

(1) At any time before final adjournment any one-fifth of the voting members of the Regional Delegation may demand a recount on the ballots which shall forthwith be made by the Regional President, the Regional Vice-President, the Regional Secretary and two of the members demanding the recount. The result of such recount shall be final as to such ballot.

(2) Ballots shall be preserved until the first day of the next following session of the

Regional Delegation.

78. VOTING GENERALLY

(1) Voting, except as otherwise provided in the Bylaws, shall be by the usual voting sign, but upon demand therefor supported by one-fifth of the members present, the show of hands, rising, or a ballot vote shall be ordered.

(2) The demand for show of hands, rising, or a ballot vote must be made before the yeas and nays votes have been called for by the Regional President. After the sign votes have been called, the alternative vote cannot be ordered except by unanimous consent.

(3) The presiding officer shall not vote except when the vote is by show of hands, rising, or by ballot.

(4) In cases of a tie in the election of officers or of Electors to the General Assembly or in the selection of a place of meeting, the Regional President or other presiding officer shall not be entitled to give the casting vote, but a new ballot shall be taken.

(5) In all other cases, should there be a tie, the Regional President or other presiding officer shall cast the deciding vote.

(6) Insofar as they may be applicable, the provisions of the Bylaws governing ballot voting shall apply to all voting.

79. VOTING

Each officer of the Regional Delegation and each Delegate which is not an officer of the Regional Delegation shall be entitled to cast one vote.

80. SESSIONAL OFFICERS

(1) On the first day of a session of the Regional Convention, the presiding officer shall appoint from the members present, officers in the place of any Sessional Officers who may be absent.

(2) Before the installation of officers, the Regional President-elect shall appoint from the members present the Sessional Officers whose terms of office shall continue until their successors are appointed. The Regional President may fill any vacancy that thereafter occurs by the appointment of a member of the Regional Delegation, except that the Regional Journal Secretary shall be the nominee of the Regional Secretary.

(3) A Sessional Officer of the Regional Delegation who at the time of appointment was in the employ of the Association, shall at the direction of the Executive Standing Committee be deemed to have vacated office in the Regional Delegation on the termination of employment by the Association, and the vacancy shall be filled as provided in this section.

81. INSTALLATION OF OFFICERS

(1) The installation of all officers of the Regional Delegation shall take place during the last sitting of each regular session.

(2) If any officer to be installed is absent at the time of installation, the office held by such absentee may by a majority vote of the Regional Delegation be declared vacant and the vacancy shall be forthwith filled by a new election or a new appointment as the case may be, or the installation of the absentee may be postponed, or the installation may take place by proxy except in the case of a bonded officer.

(3) Officers who have already been installed and who have been re-elected to the same office may continue to hold office on their former obligations instead of being re-installed.

(4) Every officer after being duly installed, unless such officer formally resigns or is removed for cause or the office is vacated under the provisions of the Bylaws, shall hold office until the installation and qualification successor in office.

82. INSTITUTION OF REGIONAL DELEGATIONS

(1) One or more Regional Delegations may, in the discretion of the General Assembly or of the Board of Directors, be instituted at any time in any state, province or territory or group thereof.

(2) Application for a charter must be signed by the District President and District Secretary of each petitioning District Congress and shall have the seals of the District Congress affixed to such applications and the petitioning District Congress must be a majority of all the District Congresses in the proposed Regional Delegation jurisdiction; the decision of the General Assembly or the Board of Directors respecting such application shall be final, and if approved, the Executive Director or the Deputy whom he may have duly commissioned for the purpose shall institute the Regional Delegation, appoint and install the first staff of charter officers and present the Regional President the credentials of such office.

83. ACTION BY THE BOARD OF DIRECTORS

The Board of directors may from time to time upon such terms as it may prescribe:

(a) change the territorial limits of a Regional Delegation

(b) consolidate two or more Regional Delegations

(c) suspend or revoke the charter of a Regional Delegation

84. SURRENDER OF CHARTER

A Regional Delegation may, by a majority vote of the members present at a regular or special session called for the purpose, surrender its charter.

85. ATTACHMENT of BRANCHES

The Executive Director may, with the approval of two other members of the Board of Directors, attach any District or Service Center, irrespective of the Regional Delegation jurisdiction in which it may be located, to any other Regional Delegation.

86. REGIONAL DELEGATION FUNDS and PROPERTY

Upon the revocation of the charter of a Regional Delegation, title to all funds and other property of the Regional Delegation shall automatically vest in the Executive Director in trust for the Association. It shall be the duty of all officers of the Regional Delegation to deliver up possession of all such funds and other property to any person appointed by the Executive Director for the purpose. Upon any officer of the Regional Delegation failing or refusing to deliver up possession as aforesaid, the person so appointed by the Executive Director may take such action as may be necessary to acquire possession of such funds and other property.

CHAPTER V

DUTIES OF REGIONAL OFFICERS, BONDED OFFICERS, POWERS, MISCELLANEOUS PROVISIONS, SIGNING OFFICERS

87. REGIONAL PRESIDENT

(1) The Regional President shall preside at all sessions of the Regional Convention and at all meetings of the Executive Standing Committee.

(2) The Regional President shall superintend the beneficial, social and functional affairs of the Association within the Regional jurisdiction and may grant such dispensations as are authorized by Bylaws.

(3) The Regional President shall report in writing all official acts to the Regional Delegation.

(4) The Regional President shall conform to and be in accord with and receive the sanctions of the Executive Standing Committee in all executive actions.

(5) The Regional President shall appoint all committees except when the members of a committee shall be named in the motion for the appointment of such committees.

(6) The Regional President shall instruct all banks wherein any of the funds of the Regional Delegation shall from time to time be deposited that such funds may be withdrawn only upon the joint check of the Regional President, the Regional Secretary and the Regional Treasurer.

(7) Within ten days of the election or appointment of Electors to the General Assembly, the Regional President shall forward to Home Office the credentials of such electors.

(8) The Regional President may call meetings of the Executive Standing Committee at will and shall do so at the request of a majority of the members thereof.

88. PAST REGIONAL PRESIDENT

(1) The Past Regional President shall be the first appointed Past Regional President of a Regional Delegation until a Regional President shall have passed the chair; thereafter it shall be the Past Regional President in good standing who is a resident within the jurisdiction and who was most recently the Regional President with a minimum requirement of two years or more as Regional President.

(2) If the Past Regional President be elected to and installed into another office in the Regional Delegation, this automatically causes vacation of office of Regional President within the meaning of subsection (1) of this section and the Past Regional President in

good standing in the Regional Delegation who is a resident within the jurisdiction and who stands next as having most recently occupied the Regional President's chair, shall automatically become the Past Regional President if qualified within the meaning of subsection (1) of this section.

(3) If there be no Past Regional President in good standing in the Region who is resident within the jurisdiction, one shall be elected who has the necessary qualifications of a candidate for the office of Regional President; provided that if no one in the Regional Delegation be thus qualified, then any member of the Region in good standing shall be eligible for election to the said office.

(4) In the absence of the Regional President from a session of the Regional Delegation, the Past Regional President present who is a resident within the jurisdiction shall preside; also in the absence of the Regional President from a meeting of the Executive Standing Committee, the Past Regional President shall preside at such meeting and the Past Regional President shall perform also such duties as are required by the Bylaws, rules and usages of the Association.

89. REGIONAL VICE-PRESIDENT

The Regional Vice-President shall, in the absence of the Regional President and of the Past Regional President, preside at the sessions of the Regional Convention and at the meetings of the Executive Standing Committee and shall also perform other such duties as are required by the Bylaws, rules and usages of the Association.

90. REGIONAL SECRETARY

The Regional Secretary shall be the recording and corresponding officer of the Regional Delegation and shall have, among others, the following duties:

(1) To keep each such books and records as the Executive Standing Committee may from time to time require; such books and records at all times be available for inspection by any member of the Executive Council or Executive Standing Committee.

(2) To nominate the Journal Secretary and see that a correct report of each session of the Regional Delegation is kept.

(3) To keep a true and correct amount between the Region and the branches under the jurisdiction of the Regional Delegation and all other parties with whom it has dealings; to deliver to the Regional Delegation on the first day of each regular session, a complete report of all his official acts during the last term and since the last report and of the condition of the Association within the Regional Delegation's jurisdiction.

(4) To perform such other and further duties as may from time to time be required by the Regional Delegation, the Executive Standing Committee or the Regional President.

91. REGIONAL TREASURER

(1) The Regional Treasurer shall keep the checkbook of the Regional Delegation and shall pay out moneys only by checks signed by any two of the following: Regional President, Past Regional President, Regional Secretary or Regional Treasurer.

(2) To keep a correct account of all moneys deposited to the credit of the Regional Delegation and to permit any member of the Executive Standing Committee at any time to examine the bank and other books, accounts and vouchers.

(3) To have all accounts correctly posted and ready for examination by the Auditors immediately after the close of each calendar year or whenever the Executive Standing Committee may require it and to make to the Regional Delegation, on the first day of its regular session, a full and correct report of the state of the Regional Delegation Treasury.

92. REMOVAL OF OFFICERS.

The Executive Director may remove any Regional Secretary or Regional Treasurer from office for cause and any Regional Secretary or Regional Treasurer so removed shall not be eligible to hold each office during the then current term.

93. BONDED OFFICERS

(1) The Regional President, the Regional Secretary and the Regional Treasurer shall be bonded no less than \$2,000.00 each or for such larger sum as the Regional Delegation or Executive Standing Committee may require.

(2) Unless otherwise ordered by the Regional Delegation concerned, each of said bonds shall be the bond of some guarantee company duly approved by the Executive Standing Committee and the expenses of preparing and executing said bonds shall be paid by the Regional Delegation.

(3) All bonds shall be executed in favor of the Trustees of the Regional Delegation and after approval by the Trustees shall be filed with and kept by the Regional Secretary.

(4) A bonded officer may be installed but cannot enter upon the discharge of the duties of such office until such bond has been duly executed, approved and delivered to the Regional Secretary.

(5) If at any time, in the opinion of the Regional Delegation or of the Executive Standing Committee in the interim of sessions it may be deemed advisable to require any bonded officer to give a new and better bond or bond in a larger amount, the Regional President shall give such officer notice in writing to file such bond for approval within thirty days. Failure on the part of such officer so directed to comply with such notice within the said thirty days shall automatically create a vacancy in such office and such vacancy shall be filled by the Executive Standing Committee.

(6) If a bonded officer-elect shall be unable to furnish an acceptable bond before adjournment, the Regional Delegation may grant not more than fifteen days in which to offer such bond as shall be approved by the Executive Standing Committee. If a satisfactory bond is not furnished by such officer, the vacancy thus created shall be duly filled by the Executive Standing Committee.

94. COUNCILORS

The Councilors shall be members of the Executive Standing Committee and shall assist in the beneficial, social and functional work of the Association and perform such duties as may be assigned to them from time to time by the Executive Standing Committee.

95. OFFICERS RETIRING

(1) Unless otherwise ordered by the Executive Standing Committee, an officer retiring at the end of the term of office shall not deliver up any moneys, books, papers or other property of the Regional Delegation, but shall continue to discharge the duties of the office and receive the remuneration attached thereto until a successor has duly qualified as required by the Bylaws.

(2) In case of a vacancy having been filled as provided in the Bylaws, the successor shall be installed by the Regional President or by a special Deputy appointed by the Regional President.

96. SESSIONAL OFFICERS

The Sessional Officers shall perform such duties as may be required of them by the Regional President.

97. SALARIES AND ALLOWANCES

Subject to the provisions of Section 39, the officers of a Region may be paid such remuneration as the Regional Delegation may by Bylaw determine and shall be reimbursed for all necessary expenses incurred by virtue of their respective offices.

98. EXECUTIVE STANDING COMMITTEE - COMPOSITION

The Executive Standing Committee shall consist of the Past Regional President and the Elective Officers of the Regional Delegation.

99. POWERS

(1) The Executive Standing Committee shall have all powers vested in it by the Bylaws and shall act in the recess of the Regional Convention and perform all duties assigned to it by the Regional Delegation or by the Bylaws; it may call special sessions of the

Regional Delegation, grant dispensations for the consolidation of existing branches and fill vacancies in the offices of the Regional Delegation except as otherwise provided in the Bylaws.

(2) It shall hear and determine any charges against officer or member of the Regional Delegation or of the branches under its jurisdiction and it may suspend the charter of any District Congress or Service Center under the jurisdiction of the Regional Delegation for neglect or refusal to perform any lawful duty or for violation of the Bylaws or for contempt of the authority or mandates of the Executive Standing Committee or of the Regional President.

(3) It shall during the interim of the sessions have all the powers of the Regional Delegation except to make, change or amend the Bylaws of the Regional Delegation and it shall exercise all executive and judicial powers of the Regional Delegation subject to appeal and approval at the next session thereof.

(4) Members of the Executive Standing Committee shall be ex-officio members of all branches under the jurisdiction of the Regional Delegation. Such a member shall not be eligible to hold another office as an elective or commissioned officer unless dispensation therefor is granted by the Executive Director which may be withdrawn by the Executive Director at any time.

100. MISCELLANEOUS PROVISIONS

(1) Should any member of the Executive Standing Committee be absent from three consecutive meetings of the Executive Standing Committee without giving an excuse for such absence which shall be satisfactory to the other members of the Executive Standing Committee, such office may be declared vacant by a two-thirds vote of the Executive Standing Committee and the vacancy forthwith filled by the remaining members thereof.

(2) Whenever action or a decision by the Executive Standing Committee is required on any matter, the Regional President may submit such matter in writing or in print or otherwise to each member of the Executive Standing Committee for his action or decision thereon and the decision or action of the necessary majority thereof, given in writing, shall be deemed to be a decision or action of the Executive Standing Committee precisely as if a meeting of such Executive Standing Committee had been held.

(3) In case of the disqualification or taking up residence outside the jurisdiction or refusal or neglect of any member of the Executive Standing Committee to discharge the duties of office of which the other members of the Executive Standing Committee shall be the sole judges, such other members may by a two-third vote declare such office vacant and shall forthwith elect a successor to the office thereby rendered vacant and such Elected Officer, upon complying with the provisions of the Bylaws and on being duly installed, shall assume and perform the duties of said office.

(4) In case of death, resignation or removal from office of any of the Elective Officers, the

remaining members of the Executive Standing Committee may elect a successor to fill the vacancy until the next meeting of the Regional Convention.

101. DISABILITY of OFFICERS

In case of the temporary absence from the jurisdiction or sickness or other disability of the Regional President, Regional Secretary or Regional Treasurer in the interim of sessions, the Executive Standing Committee may appoint another member of such Committees to take temporary charge of and perform the duties of said office until such absence or disability is removed.

102. TRUSTEES

(1) The Regional President, Past Regional President, and Regional Vice-President shall be the Trustees of their Regional Delegation and shall have the legal custody and control of all the funds and property and effects of the Regional Delegation and shall be legally liable for the same.

(2) The Trustees of a Regional Delegation shall, where occasion requires, enforce the covenants contained in the bonds of the Regional Officers.

103. AUDITORS

(1) The Auditors shall make an annual audit of the books of the Regional Secretary and Regional Treasurer and at any other time when so requested by the Regional President or by the Executive Standing Committee and the financial statement of the Regional Delegation so verified by the Auditors shall, within thirty days after the close of each year, be sent by the Executive Standing Committee to each District Congress within the jurisdiction of such Regional Delegation and to the Home Office.

(2) They shall have ready for presentation at the opening of each session of the Regional Delegation a full and complete report in detail of their audit.

104. SIGNING OFFICERS

All documents shall be binding upon the Regional Delegation and shall be received as the act of the Regional Delegation if sealed with the seal of the Regional Delegation and signed by the Regional President and the Regional Secretary.

CHAPTER VI

DISTRICT CONGRESSES SESSIONS, REPRESENTATIVES, COMMITTEES, OFFICERS, ELECTIONS

105. COMPOSITION OF DISTRICT CONGRESSES

The members of a District Congress shall be its officers and representatives from Service Centers under its jurisdiction, all of whom must be members in good standing in the Association.

106. DISTRICT CONGRESSES - PURPOSES

Generally, the purpose of a District Congress shall be to foster and build up existing Service Centers within its jurisdiction, receive appeals and redress grievances and to have and exercise general supervision of the Service Centers in its jurisdiction.

107. BYLAWS

A District Congress may, by a two-thirds vote of the Representatives present at a regular or special session called for the purpose, enact and amend bylaws for the regulation of the District Congress. No such Bylaw or any amendment thereof shall conflict with any provision of the Bylaws of the Association and shall not take effect unless and until filed with the Executive Director and approved in writing by the Executive Director.

108. REGULAR SESSIONS

Each District Congress shall meet in regular session biennially at such time and place it may select, not earlier than twelve months nor later than two months immediately prior to the regular session of the Regional Convention. The Executive Director may, however, postpone the holding of any regular meeting of the District Congress so as to have said meeting take place within twelve months prior to the regular meeting of the Regional Convention.

109. SPECIAL SESSIONS

A special session may be called by the Executive Director and shall be called upon the petition of one-third of the Service Centers representing at least one-third of the membership under the jurisdiction or upon the written request of one-fifth of the members of the District or upon the request of a majority of the Executive Steering Committee. The District Secretary shall notify each member of the District of such special session immediately on being requested to do so aforesaid and in such notice shall state the object for which such special session is called. At least thirty days' notice must be given of all special sessions; provided that if the authority which calls the special session determines that it is an emergency, ten days' notice shall be sufficient; such notice shall be given to each member of the District by letter, official circular or

telegram directed to the member's last known address; notice shall be computed from the date of sending the last of such letters, circulars or telegrams. No business shall be transacted at any special session except that mentioned in the notice unless by unanimous consent.

110. PLACE and TIME of SESSIONS

(1) The place and time for holding sessions of a District Congress may be fixed by Bylaw.

(2) If the place or time is not fixed by Bylaw, the selection for the place or time for holding the next regular session shall be determined by majority vote taken immediately after election of officers and of the representatives to the Regional Convention.

(3) If the place and time is not selected as hereinabove provided, the Executive Steering Committee shall determine the place and time and so notify, by circular or letter, all members of the District Congress and all branches within the jurisdiction of the District at least thirty days prior to the opening of such session.

111. OPENING THE SESSION

The District Congress shall be opened at the place and time specified for its session and, if a quorum be present, shall proceed to business. If there is no quorum present within one-half hour, the presiding officer shall have the power to appoint the Committee of Credentials and to confer the Representative Degree upon those present who are entitled to receive the same and the members present may act upon the credentials of Representatives and the presiding officer may adjourn the meeting from time to time until a quorum is present.

112. PRESIDING OFFICER

(1) In the absence of the District President and District Past President, the elective officer of the General Assembly present who is highest in rank shall preside; in the absence of any such Regional Officer, the district Officer who is highest in rank shall preside; and if none such be present, a presiding officer shall be chosen from the members present.

(2) When the District President or other presiding officer temporarily vacates the chair, the District President may call any of the officers named in subsection (1) of this section to fill the chair during such absence.

113. QUORUM

The quorum of District Congress shall consist of members equal in number to the representatives from one-fifth of the branches in good standing on the roll of the District Congress and whose credentials have been filed with the District Secretary.

114. REPRESENTATIVES

At every session of the District Congress, each Service Center shall be entitled to one Representative for each three hundred members in good standing in the Service Center, except that each Service Center shall be entitled to a minimum of six Representatives and a maximum of twelve Representatives irrespective of the number of members within any one Service Center. In addition to the Representatives elected according to the preceding rules, each Service Center shall be entitled to elect one Representative for every twenty members that shall have been directly recruited by the membership during the calendar year immediately preceding the election and up to a maximum of ten additional such representatives. Representatives shall all be of equal rank regardless of their standing in the Service Center from which they have been elected or appointed and without respect to whether they are from the field department. All Representatives so elected or appointed shall be members in good standing on the roll of each Service Center the first day of the sixth month immediately preceding the regular session of the District Congress.

115. QUALIFICATION OF REPRESENTATIVES

A Representative to the District Congress must:

- (1) be a member in good standing in the Service Center within the jurisdiction of the District;
- (2) not later than thirty days before the opening of the session, file with the District Secretary a credential furnished by such Service Center;
- (3) be a member in good standing during the regular and special sessions at which such Representative is in official attendance.

116. DISQUALIFICATION OF REPRESENTATIVES

A Representative who is not qualified according to the rules stated in Section 114 shall be disqualified from serving in any official capacity at the District Congress and all votes tabulated at any session wherein such Representative was officially counted on the rolls shall discount the vote that shall thus have been attributed to such disqualified Representative; provided, however, that any official action or election thus decided shall be ruled acceptable by decree of the Executive Director or the Executive Council.

117. ALLOWANCES and EXPENSES

- (1) A District Congress shall not pay a per diem allowance, traveling expenses or other moneys to any Representative unless such District Congress has in its treasury sufficient funds to pay all its indebtedness and such moneys to representatives as may be

provided in its Bylaws.

(2) All other expenses in connection with District Congress or the sessions thereof shall be determined either by the District Congress or by the Executive Steering Committee of such District.

(3) A District Congress may by its bylaws provide that no traveling expenses or other outlay to any Representatives attending a session of the District Congress is paid, except to the Officers of such District Congress.

118. ABSENCE FROM SESSION

If any elective officer of a District Congress should be absent from any session of such District Congress without the approval of the District Congress, the District President or the Executive Steering Committee, such office may be declared vacant and the vacancy forthwith filled by the District Congress; in the case of a sessional office being declared vacant, the same shall be filled by the District President, provided that the Journal Secretary shall be the nominee of the District Secretary.

119. STANDING COMMITTEES

At the opening of each regular session of a District Congress, the presiding officer shall appoint the following Standing Committees (and each other as the District President shall deem advisable), each to consist of three or more members whose duties shall be as follows:

(1) The Committee on Credentials shall examine the credentials and report to the District Congress the names of those entitled to seats in the District Congress.

(2) The Committee on Distributions shall apportion the various reports, memorials, petitions and other documents and papers to the appropriate committees.

(3) The Committee on Finance shall examine all accounts presented during each regular session and estimate the probable amount required for the expenses of the District Congress for the ensuing term. It shall report the same in writing to the District Congress and recommend such sums for District Congress dues as it deems the District Congress shall require and perform such other duties as may be assigned to it by the District President or the Executive Steering Committee or the District Delegation.

(4) The Committee on Appeals and Petitions shall examine and report on all appeals taken to the District Congress, also consider and report upon all petitions with its recommendations.

(5) The Committee on Bylaws shall have referred to it for examination all proposed alterations and amendments of the Bylaws of the Association and of the bylaws of the Regional Delegation and of the bylaws of the District Congress, and shall report thereon to the District Congress with its recommendations.

(6) The Committee on the State of the Association shall present to the District Congress an exhibit of the condition, progress and prospects of the Association in its jurisdiction and suggest any measures to be taken in conjunction therewith.

(7) The Committee on New Business shall have referred to it what cannot properly be referred to other standing committees and shall report thereon to the District Congress. It shall also present any new business which it may deem to be in the best interest of the Association.

(8) The Committee on Mileage and Per diem shall prepare a statement of the traveling and per diem allowance to which each voting member of the District Congress is entitled.

(9) The Committee on Public Relations shall prepare for publication in the newspapers, trade journals, periodicals or other publications a report of the proceedings, elections and/or other events of the sessions of the District Congress, such reports to be subject to the direction of the District Congress and the District President.

120. OFFICERS

The officers of a District Congress shall be the District Past President and:

(1) Elective Officers - District President, District Vice-President, District Secretary, District Treasurer and five Councilors.

(2) Sessional Officers appointed by the District President - Journal Secretary, Marshall, Orator, two Auditors, two Trustees.

(3) In the event of a new District congress having no predecessor District President to serve as Past District President, each Service Center shall nominate one each person from which nominees the District President and Executive Steering Committee shall appoint a Past District President to serve until the District President shall vacate his office.

121. ELIGIBILITY

Subject to the provisions of Section 16, all members of a District Congress shall be equally eligible for any office provided that:

(1) The Past District President and the Elective Officers of a District Congress shall be resident within the jurisdiction of their respective Districts.

(2) Only a member who has served as an Elective Officer of the General Assembly, the Regional Delegation or the District Congress shall be eligible for election to the office of District President or District Secretary; provided that the Executive Director may grant dispensation to elect another member of the District Congress to such office.

122. TIME OF ELECTIONS

The election of the Elective Officers of the District Congress and the Delegates to the Regional Convention shall be by ballot (except in the case of an election by acclamation) and shall take place during the last sitting of each regular session of the District Congress.

123. NOMINATIONS

(1) Nominations may be made by any member. An absentee may not be nominated or elected unless absent with the consent of the presiding officer, and the absent member has given consent in writing for his or her name to be presented for the office for which nominated.

(2) Nominations for the next succeeding office shall not be in order until the election for the preceding officer shall have taken place.

(3) Notwithstanding the provisions of subsections (1), (2), if a nominating committee has been appointed by the District President, its report may be adopted by unanimous vote.

124. TELLERS

At every election the District President shall appoint two Tellers and the District Vice-President shall appoint one; provided that the District President and the District Vice-President shall each appoint one additional Teller for every seventy-five voting members present in excess of seventy-five. A member nominated for any office shall not be eligible to act as a teller for the election of a member to such office.

125. BALLOTS

(1) The Tellers shall count and report the number of votes cast for each candidate and the number of spoiled ballots to the presiding officer who shall then declare the result. The Tellers shall then seal up the ballots and deliver them to the presiding officer.

(2) In the election of Councilors or Delegates, any ballot that does not contain as many names as there are Councilors or Delegates to be elected, shall be considered to be a spoiled ballot.

(3) The candidates elected shall be those for whom the largest number of legal ballots are cast.

126. RECOUNT - DESTRUCTION OF BALLOTS

(1) At any time before final adjournment, any one-fifth of the voting members of the District Congress may demand a recount on the ballots which shall forthwith be made by the District President, the District Vice-President, the District Secretary and two of the members demanding the recount. The result of such recount shall be final as to such

ballot.

(2) Ballots shall be preserved until the first day of the next following session of the District Congress.

127. VOTING GENERALLY

(1) Voting: except as otherwise provided in the Bylaws, shall be by the usual voting sign, but upon a demand therefor supported by one-fifth of the members present, the show of hands, rising, or a ballot vote shall be ordered.

(2) The demand for show of hands, rising, or a ballot vote must be made before the sign votes have been called by the District President. After the sign votes have been called, the alternative vote cannot be ordered except by unanimous consent.

(3) The presiding officer shall not vote except when the vote is by or by ballot.

(4) In cases of a tie in the election of officers or of Delegates to the Regional Convention or in the selection of a place of meeting, the District President or other presiding officer shall not be entitled to cast the deciding vote, but a new ballot shall be taken.

(5) In all other cases, if there be a tie, the District President or other presiding officer shall cast the deciding vote.

(6) Insofar as they may be applicable, the provisions of the Bylaws governing ballot voting shall apply to all voting.

128. VOTING

Each officer of the District Congress and each Representative who is not an officer of the District Congress shall be entitled to cast one vote.

129. SESSIONAL OFFICERS

(1) On the first day of a session of the District Congress, the presiding officer shall appoint from the members present officers in the place of any Sessional Officers who may be absent.

(2) Before the installation of officers, the District President-elect shall appoint from the members present, the Sessional Officers whose terms of office shall continue until their successors are appointed. The district President may fill any vacancy that thereafter occurs by the appointment of a member of the District Congress, except that the District Journal Secretary shall be the nominee of the District Secretary.

(3) A Sessional Officer of the District Congress who at the time of appointment was in the employ of the Association, shall at the discretion of the Executive Steering Committee be deemed to have vacated such office in the District Congress on the termination of such employment by the Association, and the vacancy shall be filled as

provided in this section.

180. INSTALLATION OF OFFICERS

(1) The installation of all officers of the District Congress shall take place during the last sitting of each regular session.

(2) If any officer to be installed is absent at the time of installation, the office held by such absentee may, by a majority vote of the District Congress, be declared vacant and the vacancy shall be forthwith filled by a new election, or a new appointment as the case may be, or the installation of the absentee may be postponed, or the installation may take place by proxy, except in the case of a bonded officer.

(3) Officers who have already been installed and who have been re-elected to the same office may continue to hold office on their former obligations instead of being re-installed.

(4) Every officer after being duly installed, unless such officer formally resigns, or is removed for cause or the office is vacated under the provisions of the Bylaws, shall hold office until the installation and qualification of the successor in office.

131. INSTITUTION OF DISTRICT CONGRESSES

(1) One or more District Congresses may, in the discretion of the General Assembly or the Board of Directors, be instituted at any time in any state, province or territory or group thereof.

(2) Applications for a charter must be signed by the President and Secretary of each petitioning Service Center and shall have the seals of the Service Center affixed to such applications and the petitioning Service Centers must be a majority of all the Service Centers in the proposed District Congress jurisdiction; the decision of the General Assembly or the Board of Directors respecting such application shall be final, and if approved, the Regional President in which such new District shall be placed, or the Deputy who may be duly commissioned for the purpose, shall institute the District Congress, appoint and install the first staff of charter officers and reseal the District President with credentials of office.

132. ACTION BY THE BOARD OF DIRECTORS

The Board of Directors may from time to time upon such terms as it may prescribe:

- (a) change the territorial limits of a District Congress;
- (b) consolidate two or more District Congresses;
- (c) suspend or revoke the charter of a District Congress.

133. SURRENDER OF A CHARTER

A District Congress may, by a majority vote of the members present at a regular or special session called for the purpose, surrender its charter.

134. ATTACHMENT OF BRANCHES

The Executive Director may, with the approval of two other members of the Board of Directors, attach any Service Center, irrespective of the District Congress jurisdiction in which it may be located, to any other District Congress.

135. DISTRICT CONGRESS FUNDS and PROPERTY

Upon the revocation of the charter of a District Congress, title to all funds and other property of the District Congress shall automatically vest in the Executive Director in trust for the Association, it shall be the duty of all officers of the District Congress to deliver up possession of all such funds and other property to any person appointed by the Executive Director for the purpose. Upon any officer of the District Congress failing or refusing to deliver up possession as aforesaid, the person so appointed by the Executive Director may take such action as may be necessary to acquire possession of such funds and other property.

CHAPTER VII

DUTIES OF DISTRICT OFFICERS, BONDED OFFICERS, POWERS, MISCELLANEOUS PROVISIONS, SIGNING OFFICERS

136. DISTRICT PRESIDENT

- (1) The District President shall preside all sessions of the District Congress and at all meetings of the Executive Steering Committee.
- (2) The district President shall superintend the beneficial, social and functional affairs of the Association within the district jurisdiction and may grant such dispensations as are authorized by the Bylaws.
- (3) The District President shall report in writing all official acts to the District Congress.
- (4) The District President shall conform to and be in accord with and receive the sanctions of the Executive Steering Committee in all executive actions.
- (5) The District President shall appoint all committees except when the members of a committee be named in the motion for the appointment of such committee.
- (6) The District President shall instruct all banks wherein any of the funds of the District Congress shall from time to time be deposited that such funds may be withdrawn only upon the joint check of the District President, the District Secretary and the District Treasurer.
- (7) Within ten days of the election or appointment of Delegates to the Regional Convention, the District President shall forward to Home Office the credentials of such Delegates.
- (8) The District President may call meetings of the Executive Steering Committee on his own volition and shall do so at the request of a majority of the members thereof.

137. PAST DISTRICT PRESIDENT

- (1) The Past District President shall be the first appointed Past District President of a District Congress until a District President shall have passed the chair; thereafter it shall be the Past District President in good standing who is a resident within the jurisdiction and who was most recently the District President provided such person had served for two years or more as District President.
- (2) If the Past District President be elected to and installed into another office in the District Congress, or to an elective office in the Regional Delegation, such person shall automatically cease to be the Past District President within the meaning of subsection (1)

of this section and the Past District President in good standing in the District Congress who is a resident within the jurisdiction and who stands next as having most recently occupied the District President's chair, shall automatically become the Past District President if qualified within the meaning of subsection (1) of this section.

(3) If there be no Past District President in good standing in the District who is resident within the jurisdiction, one shall be elected who has the necessary qualifications of a candidate for the office of District President; provided that if no one in the District Congress be thus qualified, then any member of the District in good standing shall be eligible for election to the said office.

(4) In the absence of the District President from a session of the District Congress, the Past District President present who is a resident within the jurisdiction shall preside; also in the absence of the District President from a meeting of the Executive Steering Committee, the Past District President shall preside at each meeting and the Past District President shall perform also such duties as are required by the Bylaws, rules and usages of the Association.

138. DISTRICT VICE-PRESIDENT

The District Vice-President shall, in the absence of the District President and of the Past District President, preside at the sessions of the District Congress and at the meetings of the Executive Steering Committee and shall also perform other such duties as are required by the Bylaws, rules and usages of the Association.

139. DISTRICT SECRETARY

The District Secretary shall be the recording and corresponding officer of the District Congress and shall have, among others, the following duties:

(1) To keep such books and records as the Executive Steering Committee may from time to time require; such books and records shall at all times be available for inspection by any member of the Executive Council, or Executive Standing Committee or the Executive Steering Committee.

(2) To nominate the Journal Secretary and see that a correct report of each session of the District Congress is kept.

(3) To keep a true and correct account between the District and the branches under the jurisdiction of the District Congress and all other parties with whom it has dealings; to deliver to the District Congress, on the first day of each regular session, a complete report of all official acts during the last term and since the last report, and of the condition of the Association within the District Congress' jurisdiction.

(4) To perform such other and further duties as may from time to time be required by the District Congress, the Executive Steering Committee or the District President.

140. DISTRICT TREASURER

(1) The District Treasurer shall keep the checkbook of the District Congress and shall pay out moneys only by checks signed by any two of the following: District President, Past District President, District Secretary or District Treasurer.

(2) To keep a correct account of all moneys deposited to the credit of the District Congress and to permit any member of the Executive Steering Committee at any time to examine the bank and other books, accounts and vouchers.

(3) To have all accounts correctly posted and ready for examination by the Auditors immediately after the close of each calendar year or whenever the Executive Steering Committee may require it and to make to the District Congress, on the first day of its regular session, a full and correct report of the state of the District Congress Treasury.

141. REMOVAL OF OFFICERS

The Executive Director may remove any District Secretary or District Treasurer from office for cause and any District Secretary or District Treasurer so removed shall not be eligible to hold such office during the then current term.

142. BONDED OFFICERS

(1) The District President, the District Secretary and the District Treasurer shall be bonded for not less than \$2,000.00 each or for such larger sum as the District Congress or Executive Steering Committee may require.

(2) Unless otherwise ordered by the District Congress concerned, each of said bonds shall be the bond of some guarantee company duly approved by the Executive Steering Committee and the expenses of preparing and executing said bonds shall be paid by the District Congress.

(3) All bonds shall be executed in favor of the Trustees of the District Congress, and after approval by the Trustees, shall be filed with and kept by the District Secretary.

(4) A bonded officer may be installed but cannot enter upon the discharge of the duties of such office until such bond has been duly executed, approved and delivered to the District Secretary.

(5) If at any time, in the opinion of the District Congress or of the Executive Steering Committee in the interim of sessions it may be deemed advisable to require any bonded officer to give a new and better bond or bond in a larger amount, the District President shall give such officer notice in writing to file such bond for approval within thirty days. Failure on the part of such officer so directed to comply with such notice within the said thirty days shall automatically create a vacancy in such office and such vacancy shall be filled by the Executive Steering Committee.

(6) If a bonded officer-elect shall be unable to furnish an acceptable bond before adjournment, the District Congress may grant not more than fifteen days in which to offer such bond as shall be approved by the Executive Steering Committee. If a satisfactory bond is not furnished by such officer, the vacancy thus created shall be duly filled by the Executive Steering Committee.

143. COUNCILORS

The Councilors shall be members of the Executive Steering Committee and shall assist in the beneficial, social and functional work of the Association and perform such duties as may be assigned to them from time to time by the Executive Steering Committee.

144. OFFICERS RETIRING

(1) Unless otherwise ordered by the Executive Steering Committee, an officer retiring at the end of the term of office shall not deliver up any moneys, books, papers or other property of the District Congress, but shall continue to discharge the duties of the office and receive the remuneration attached thereto until a successor has been duly qualified as required by the Bylaws.

(2) In case of a vacancy having been filled as provided in the Bylaws, the successor shall be installed by the District President or by a special Deputy appointed by the District President.

145. SESSIONAL OFFICERS

The Sessional Officers shall perform such duties as may be required of them by the District President.

146. SALARIES AND ALLOWANCES

Subject to the provisions of Section 39, the officers of a District may be paid such remuneration as the District Congress may by Bylaw determine and shall be reimbursed for all necessary expenses incurred by virtue of their respective offices.

147. EXECUTIVE STEERING COMMITTEE - COMPOSITION

The Executive Steering Committee shall consist of the Past District President and the Elective Officers of the District Congress.

148. POWERS

(1) The Executive Steering Committee shall have all powers vested in it by the Bylaws and shall act in the recess of the District Congress and perform all duties assigned to it by the District Congress or by the Bylaws; it may call special sessions of the District Congress, grant dispensations for the consolidation of existing branches and fill vacancies in the offices of the District Congress as otherwise provided in the Bylaws.

(2) It shall hear and determine any charges against any officer or member of the District Congress or of the branches under its jurisdiction and it may suspend the charter of any Service Center under the jurisdiction of the District Congress for neglect or refusal to perform any lawful duty or for violation of the Bylaws or for contempt of the authority or mandates of the Executive Steering Committee or of the District President.

(3) It shall during the interim of the sessions have all the powers of the District Congress except to make, change or amend the Bylaws of the District Congress and it shall exercise all executive and judicial powers of the District Congress subject to appeal and approval by the next session thereof.

(4) Members of the Executive Steering Committee shall be ex-officio members of all branches under the jurisdiction of the District Congress. Such a member shall not be eligible to hold another office as an elective or commissioned officer unless dispensation therefor is granted by the Executive Director who may withdraw such dispensation.

149. MISCELLANEOUS PROVISIONS

(1) Should any member of the Executive Steering Committee absent himself from three consecutive meetings of the Executive Steering Committee without giving an excuse for such absence which shall be satisfactory to the other members of the Executive Steering Committee, such may be declared vacant by a two-third vote of the Executive Steering Committee and the vacancy forthwith filled by the remaining members thereof.

(2) Whenever action or a decision by the Executive Steering Committee is required on any matter, the District President may submit such matter in writing or in print or otherwise to each member of the Executive Steering Committee for his action or decision thereon and the decision or action for the necessary majority thereof, given in writing or otherwise, shall be deemed to be a decision or action of the Executive Steering Committee precisely as if a meeting of such Executive Steering Committee had been held.

(3) In case of the disqualification or taking up residence outside the jurisdiction or refusal or neglect of any member of the Executive Steering Committee to discharge the duties of his office, or which the other members of the Executive Steering Committee shall be the sole judges, such other members may by a two-thirds vote declare such office vacant and shall forthwith elect a successor to the office thereby rendered vacant and such Elected Officer, upon complying with the provisions of the Bylaws and on being duly installed, shall assume and perform the duties of said office.

(4) In case of the death, resignation from office of any of the Elected Officers, the remaining members of the Executive Steering Committee may elect a successor to fill the vacancy until the next meeting of the District Congress.

150. DISABILITY OF OFFICERS

In case of the temporary absence from the jurisdiction or sickness or other disability of the District President, District Secretary or District Treasurer in the interim of sessions, the Executive Steering Committee may appoint another member of such Committee to take temporary charge of and perform the duties of said office until such absences or disability is removed.

151. TRUSTEES

(1) The District President, Past District President and District Vice-President shall be the Trustees of their District Congress and shall have the legal custody and control of all the funds and property and effects of the District Congress and shall be legally liable for the same.

(2) The Trustees of a District Congress shall, when occasion requires, enforce the covenants contained in the bonds of the District Officers.

152. AUDITORS

(1) The Auditors shall make an annual audit of the books of the District Secretary and District Treasurer and at any other time when so requested by the District President or by the Executive Steering Committee and the financial statement of the District Congress so verified by the Auditors shall within thirty days after the close of each year, be sent by the Executive Steering Committee to each District Congress within the jurisdiction of such District Congress and to the Home Office.

(2) They shall have ready for presentation at the opening of each session of the District Congress a full and complete report in detail of their audit.

153. SIGNING OFFICERS

All documents shall be binding upon the District Congress and shall be received as the act of the District Congress if sealed with the seal of the District Congress and signed by the District President and the District Secretary.

CHAPTER VIII

SERVICE CENTERS

BYLAWS, MEETINGS, OFFICERS, ELECTIONS, INSTALLATIONS, VACANCIES, SUSPENSION AND REVOCATION OF CHARTERS, REINSTATEMENT, INSTITUTION OF NEW SERVICE CENTERS

154. BYLAWS

A Service Center may, by a two-thirds vote of the voting members present at a regular or special session called for the purpose, enact and amend bylaws for the regulation of the Service Center. No such bylaw or amendment thereto shall conflict with any provision of the Bylaws of the Association, and it shall not take effect unless and until filed with the Executive Director, who has given approval in writing, provided that the Executive Director may at any time and from time to time revoke such approval whereupon such bylaw or amendment shall automatically become repealed and cease to have any effect whatsoever.

135. MEETINGS

(1) The regular meetings of a Service Center shall be held at least once a month at such date and time as may be fixed by the Service Center; with the approval of the Service Center, invited guests may be present during this meeting.

(2) The Executive Director, the Regional President or District President of the jurisdiction, the Service Center President, or in the absence of the Service Center President, the Vice-President and Secretary jointly, may call special meetings at any time by giving every member twenty-four hours' notice, in which notices shall be specified the purpose for which the special meeting is called; provided that a special meeting shall be called by the President on the written request of one-fifth of the members of the Service Center.

136. QUORUM

The quorum of a Service Center shall be seven members in good standing in such Service Center.

137. ORDER OF BUSINESS

The Order of Business of Service Centers shall be so laid down in the Program prescribed from time to time by the Executive Council.

138. PRESIDING OFFICER

(1) The local President shall be the Presiding Officer of the Service Center.

(2) In the absence of the President, the Past President shall preside, and if the Past President is not present, the Vice-President or the officer who is next highest in rank shall preside.

(3) If no officer of the Service Center is present, the meeting shall be called to order by any member or a President pro tem shall be chosen from those present who shall preside until an officer of the Service Center arrives. The acts of the pro tem officer shall be as binding as the acts of the regular officer.

139. CHANGES IN MEETINGS

To change the meeting place of a Service Center or the date or time of its regular meetings, a motion must be made in writing at a regular meeting, and if at the next regular meeting two-thirds of the voting members present approve of the same, it shall be declared carried and after which notice of any such change shall be given to each member thereof not later than ten days prior to the next regular meeting of the Service Center.

160. OFFICERS

The Officers of a Service Center shall be the Past President and:

(1) Elective Officers: President, Vice-President, Secretary, Treasurer, Orator, two Trustees, two Finance Committee Members and six Functional Officers. The Functional Officers shall each be assigned by the Steering Committee, one of the following portfolios of office: Public Relations, Social Activities, Program, Education, Benevolence or Delegate Preparation.

(2) Commissioned Officer: Liaison Officer.

161. ELIGIBILITY

(1) All voting members of a Service Center shall be equally eligible for any of the offices in a Service Center, provided that:

(a) The Liaison Officer shall not at the same time hold the office of President or Treasurer.

(b) The offices of President, Secretary and Treasurer shall be held by three separate persons.

(c) The Secretary and the Treasurer shall not be eligible for election as members of the Finance Committee.

(2) The Executive Director may grant a dispensation in writing in respect to any prohibition contained in paragraphs (a), (b) and (c) of subsection (1).

162. TIME OF ELECTION

(1) The officers shall be elected annually at a meeting of the Service Center to be held between the first day of October and the twenty-first day of March and shall hold office commencing on installation or forty-five days after such election, whichever shall first occur, until their successors have been elected or appointed. The Liaison Officer shall also be nominated and recommended for commission annually at such regular meeting.

(2) Representatives to the District Congress shall be elected at a regular meeting of the Service Center within six months before each regular session of the District Congress; the date of such election shall be fixed by resolution of the Service Center passed at any preceding regularly convened meeting of the Service Center.

(3) Except in the case of an election by acclamation, the election of the Elective Officers of the Service Centers and the Representatives to District Congress shall be by ballot.

(4) In the event of any election of officers or Representatives or the nomination of a Liaison Officer not having been held at a time prescribed, such election or nomination may be held at the next regular meeting of the Service Center.

163. NOMINATIONS

(1) Nominations may be made by any voting member in good standing. An absent member may not be nominated or elected unless absent with the consent of the presiding officer, and the absent member has given consent in writing for his or her name to be presented for the office for which nominated.

(2) Nominations for the next succeeding office shall not be taken until the election for the preceding officer shall have taken place.

(3) Notwithstanding the provisions of subsections (1) and (2); if a nominating committee has been appointed by the President, its report may be adopted by unanimous vote.

164. TELLERS

At every election the President shall appoint two Tellers and the Vice-President shall appoint one. If a Teller be nominated for an office, another Teller shall be temporarily appointed by the officer who appointed the Teller.

165. BALLOTS

(1) The Tellers shall count and report the number of legal votes cast for each candidate, and the number of spoiled ballots to the presiding officer, who shall then declare the result. The Tellers shall seal up the ballots and deliver them to the presiding officer.

(2) In the election of Representatives, Trustees, members of the Finance Committee and Functional Officers, any ballot that does not contain as many names as there are Representatives, Trustees, Finance committee Members or Functional Officers to be elected, shall be deemed to be a spoiled ballot.

(3) The candidates elected shall be those for whom the largest number of legal ballots are cast.

166. RECOUNT - DESTRUCTION OF BALLOTS

(1) At any time before the final adjournment, any two members of the Service Center may demand a recount of the ballots, which shall forthwith be done by the presiding officer, the Vice-President, the Secretary and the two members demanding the recount. The result of such recount shall be final as to each ballot.

(2) Immediately after the final adjournment of the Service Center meeting, the presiding officer may destroy the said ballots.

167. VOTING - GENERALLY

(1) Insofar as they may be applicable, the provisions for the Bylaws governing ballot voting shall apply to all voting.

(2) Except in cases already provided for, all voting shall be by yeas and nays, but upon a motion duly made and seconded and supported by one-fifth of the voting members present, the show of hands, rising, or a ballot vote shall be orderly provided always that the motion for the show of hands, rising, or ballot vote shall be made before the yeas and nays vote is taken.

(3) Whenever a vote is taken by show of hands, rising, by written ballot, every voting member present shall be entitled to cast one ballot.

(4) Whenever a vote is by yeas and nays, the presiding officer shall not be entitled to vote except as a member of the Service Center to cast the deciding vote in the event of a tie.

168. INSTALLATION OF OFFICERS

(1) The officers who are entitled to install are: The Executive Director, Elective Officers of the General Assembly, Past Elective Officers of the General Assembly, officers of the Executive Standing Committee or of the Executive Steering Committee within their own Regional or District jurisdiction, Liaison Officers and Deputies commissioned by the Executive Director.

(2) The installation of officers shall take place at the first regular meeting immediately following their election when a public installation has been arranged; in which event the installation shall take place at such time as the Service Center concerned may by

resolution determine.

(3) A bonded officer may be installed but cannot enter upon the discharge of duties of office until a bond has been duly executed for such officer, approved and delivered to the Secretary.

(4) If any officer to be installed is absent at the time of installation, the office held by such absentee may, by a majority vote of the Service Center, be declared vacant and the vacancy shall be forthwith filled by a new election or the installation of the absentee may be postponed or the installation may take place by proxy except in the case of a bonded officer.

(5) Officers who have been installed and have been re-elected to the same office may continue to hold their office on their former obligations instead of being re-installed.

(6) In the event of any installation of officers not having been held at the time prescribed by the Bylaws, such installation may be held at the next regular meeting of the Service Center or at such other time as may be determined by the Service Center.

169. VACANCIES TO BE FILLED

All vacancies in the offices of a Service Center shall be filled by the Service Center as soon as a vacancy is declared by a majority vote of the voting members present at the meeting when the action is taken or is created by death, resignation, suspension or expulsion. Any office in a Service Center, except that of Representative to the District Congress may be declared vacant on the officer being absent for three successive regular meetings of the Service Center unless a satisfactory reason, in writing, is given to the Service Center.

170. ACTION BY BOARD OF DIRECTORS

(1) The Board of Directors may consolidate any two or more Service Centers or may revoke or suspend the charter of any Service Center.

(2) The members of any suspended Service Center who are in good standing on the date of such suspension shall remain in good standing so long as they remain as dues-paying members.

(3) Any member of a Service Center, the Charter of which has been surrendered or revoked, shall forthwith be transferred to another Service Center.

171. CONSOLIDATION OF SERVICE CENTERS

(1) Any two or more Service Centers desiring to consolidate shall appoint three members who, with a representative of the Executive Steering Committee in their jurisdiction shall form a joint committee which shall consider and recommend terms for the consolidation.

(2) If the Service Centers desiring to consolidate agree to the terms proposed and adopt the recommendations of the joint committee, the same shall be reported to the Executive Steering Committee of the jurisdiction in which the Service Centers are situated, which shall appoint a time and place for consolidation.

(3) The Service Centers shall meet in convention at the place and time appointed and the Service Center giving up its number shall surrender to the Executive Director, or authorized instituting officer, its charter, seals, all funds, books and property.

(4) The instituting officer shall then declare such Service Centers consolidated under the number of the Service Center continuing its charter. The instituting officer shall retain for transmission to the Home Office the charter and seal of the Service Center surrendering the same and shall deliver the funds, books and other property of such Service Center so surrendered to the consolidated Service Center.

(5) The consolidated Service Center shall be liable for all the debts of the Service Centers so consolidated.

172. GOOD STANDING OF SERVICE CENTERS

A Service Center shall be in good standing so long as its charter is not revoked, and it pays any required amounts to the Association and supervisory District and Regional offices, and makes the required reports to the Home Office and the District Congress.

173. SUSPENSION

Any Service Center failing to forward to the Home Office of the Association the proper report and remittance within the time prescribed by the Executive Secretary, may be suspended by the Executive Director or Executive Council.

174. REINSTATEMENT OF SERVICE CENTERS

(1) A Service Center suspended for failure to transmit to the Home Office the required report or remittance, may be reinstated at any time within ninety days from the date of suspension by sending the proper reports and by paying any amount for which the Service Center became suspended to the Home Office.

(2) Five or more members of a suspended Service Center may petition for the reinstatement of such suspended Service Center and the Executive Director may reinstate the Service Center and restore such applicants to membership therein. The reinstated Service Center will restore such applicants to membership therein. The reinstated Service Center may again receive the charter, or in the case of its loan, a new charter, together with any effects or funds of the Service Center that may not yet be in the control of the Association.

(3) No Service Center shall be reinstated until any and all of the required payments of

the Association have been paid.

(4) A Service Center whose charter has been suspended for other causes than non-report or non-remittance may be reinstated upon the removal of the cause of suspension, or the Executive Council or the Executive Director may rescind the order of suspension.

175. INSUBORDINATION OF SERVICE CENTERS

When a Service Center violates any provision of the Bylaws or fails to obey any order of the Executive Director, or Executive Council, its charter may be suspended by the Executive Director.

176. NO DISPOSITION OF PROPERTY WHILE CHARGES PENDING

When a Service Center has notice that charges are pending against it, such Service Center shall not, until such charges are disposed of, grant any withdrawal cards, except to members who have moved or who intend in good faith to move out of the locality in which such Service Center is located. Until such charges are disposed of, such Service Center shall make no disposition of any of its property, books, furniture, effects and funds, except to pay its debts and current expenses and any benefits according to members and to transmit any required payments to the Home Office.

177. FUNDS AND PROPERTY UNDER SUSPENSION

(1) Upon the suspension of the charter of a Service Center, the District President, District Past President, District Secretary and District Treasurer shall become the Trustees of the Service Center and shall have the legal custody and control of all the funds and property of such Service Center. All officers and members of the Service Center shall forthwith deliver up possession of all such funds and other property to any person appointed by such Trustees for the purpose. Upon any officer or member of the Service Center failing or refusing to deliver up possession as aforesaid, the person so appointed may take such action as may be necessary to acquire possession of such funds and other property.

(2) Such Trustees may, upon the continuance of the suspension, organize and schedule beneficial, social and functional activities for the benefit of the members of the Service Center.

178. FUNDS AND PROPERTY

Upon the revocation of the Charter of a Service Center, title to all funds and other property of the Service Center shall automatically vest in the Executive Director in trust for the Association. All officers and members of the Service Center shall forthwith deliver up possession of all such funds and other property to any person appointed by the Executive Director for the purpose. Upon any officer of the Service Center failing or refusing to deliver up possession as aforesaid, the person so appointed by the Executive Director may take such action as may be necessary to acquire possession of such funds and other property.

179. INSTITUTION OF SERVICE CENTERS

(1) The Executive Director may authorize the institution of any new Service Center, such Service Center shall be instituted by the Executive Director or such other member of the Association specifically designated by such officer.

(2) Except on the written authority of the Executive Director a Service Center shall not be instituted with less than three hundred members.

180. DUTIES OF INSTITUTING OFFICER

The instituting officer shall appoint and install the first staff of officers, instruct them fully in the duties of their respective offices and forthwith transmit to the Home Office of the Association the names and addresses of the officers of the Service Center.

181. AGENCY OF THE SERVICE CENTER

As soon as a Service Center is instituted, it shall forthwith become and be the agent of the members thereof and of the applicants for membership therein. No act of such Service Center or of any officer or member thereof shall be construed as having been done for the Association, but shall be construed as having been done for such Service Center, the members thereof and applicants for membership therein.

CHAPTER IX

DUTIES OF SERVICE CENTER OFFICERS, COMMITTEES, FUNDS, ARBITRATION, REMOVAL OF OFFICERS

182. PRESIDENT

(1) The duties of the President shall be to preside at all meetings preserve order and decorum in the Service Center; inflict all fines for infractions of the rules; sign all orders for payment of moneys; make all pro tem appointments and appoint all committees except when otherwise ordered by the Service Center.

(2) The President shall see that justice is done to all parties and that the Bylaws are strictly and impartially enforced; and shall also be ex officio one of the Trustees and a member of all committees.

(3) The President shall allow appeals to be taken from his or her decisions and shall put the same to the Service Center in the usual parliamentary manner. The President shall perform such other duties as may be required by the Bylaws of the Association and the bylaws of the Service Center.

(4) The President, in the event of the absence from the locality, resignation, removal, or death of an officer of the Service Center shall have the power to appoint an officer to perform the duties of the office until a successor is regularly elected; in the event of the absence of an officer from a meeting the presiding officer shall appoint an officer pro tem to perform the duties of the office.

181. LIAISON OFFICER

(1) The Liaison Officer shall be commissioned by the District President of the District in which the Service Center is situated upon the nomination of such Service Center; in the case of a Service Center under the jurisdiction of the General Assembly, the Executive Director shall commission the Liaison Officer of such Service Center. The Liaison Officer shall hold office for one year or the balance of a year until any successor shall be commissioned provided that the District President or Regional President or Executive Director as the case may be, may refuse to commission any nominee of the Service Center.

(2) If a Service Center fails to make a satisfactory nomination of a Liaison Officer, the District President or Regional President or Executive Director may appoint and commission as Liaison Officer for the Service Center any member of the Service Center who is eligible for that office.

(3) The duties of the Liaison Officer shall be to install the officers of the Service Center in the absence of District, Regional or General Assembly Officers, to hear appeals from the Service Center, give decisions on points of law and to enforce the Service Center's

obedience to the Bylaws, rules and usages of the Association and the instructions and orders of all session bodies and officers of the Association.

(4) Any Liaison Officer who is irregular in attendance at meetings of the Service Center or who fails to perform his or her duties, may have the commission revoked by the District President.

(5) The Liaison Officer shall be eligible as is any member of the Service Center, to be elected or appointed to serve as Representative of the Service Center at meetings of the District Congress.

184. PAST PRESIDENT

(1) The Past President shall be the President who last held that office and shall assist in the initiation and other ceremonies of the Service Center.

(2) A Past President shall be:

(a) one who has held the office of President during a regular term or the balance of an unexpired term.

(b) One who was appointed to the office of Past President at the institution of a Service Center and who has held and performed the duties of that office to the end of the term; also one who was elected to the office of Past President during the term in which the Service Center was instituted, on that office having become vacant by death, resignation or removal from office or withdrawal from the Service Center.

185. VICE-PRESIDENT

The Vice-President shall assist in the initiation and other ceremonies of the Association as required by the rules and usages of the Association shall assist the President in preserving order and decorum in the Service Center and shall perform such other duties as may be required by the Service Center or by the Bylaws.

186. SECRETARY

(1) The Secretary shall be the recording and corresponding officer of the Service Center and shall have, among other, the following duties.

(a) to keep such books and records as the Executive Standing Committee or the Executive Steering Committee may require;

(b) to keep a correct record of the proceedings of the Service Center and perform

such further and other duties as the Service Center or President may require.

(2) If the Executive Director becomes satisfied that a Secretary has failed or neglected to perform the duties of his or her office, the Executive Director may summarily remove such Secretary from office and once so removed, the Secretary shall not again be eligible to hold office during their current year. The Vice-President shall temporarily perform the duties pertaining to such office until the next meeting of the Service Center when the vacancy shall be filled by the Service Center.

187. TREASURER

The Treasurer of the Service Center shall have, among others, the following duties:

(1) To keep such books and records pertaining to the funds of the Service Center as the Executive Council may, from time to time, require;

(2) To disburse the funds in the custody of the Service Center (excepting the required payments to the Association) only on the resolution of the Service Center and on the order of the President and Secretary. All checks shall be signed by any two of the following: President, Past-President, Treasurer, and one other member appointed by the Steering Committee.

(3) To perform such further and other duties as the Service Center or President may require.

188. ORATOR

The Orator shall assist in the ceremonies and services of the Service Center as indicated in the Official Program, and strive to spread the principles of the Association in the service of the Service Center.

189. TRUSTEES

The President, Vice-President and Secretary together with two other members duly elected by the Service Center, shall be Trustees for the property of the Service Center.

190. FINANCE COMMITTEE

(1) A Finance Committee consisting of two members, selected at the same time as the other officers, shall examine all bills or accounts presented and report to it upon their regularity and correctness.

(2) At the close of each quarter and of each calendar year, or at any other time when required by the Service Center, they shall audit the books of the financial officers of the Service Center and report the result, in writing, to the Service Center; such report shall include a duly prepared balance sheet of the finances for the last year, and they shall perform such other duties as may be ordered by the Service Center.

(3) The report of the Finance Committee shall be entered in the minutes of the Service Center.

(4) Copies of the Finance Committee's quarterly report shall be submitted for review and acceptance to the District Executive Steering Committee, and copies of the Finance Committee's annual report shall be submitted for review and acceptance to the Executive Steering Committee and the Executive Council of the Association.

191. FUNCTIONAL OFFICERS

Each Functional Officer shall perform the duty of the portfolio assigned to him or her by the Steering Committee which shall be one of the following:

(1) Public Relations Director, who shall notify the local media by press releases, or otherwise as may be necessary, of the activities, accomplishments and other newsworthy occurrences in the Service Center and shall report on his or her performance in the Executive Steering Committee; the Public Relations Director shall also notify the Home Office of noteworthy accomplishments of the Service Center or publication in the Association's periodicals and/or newsletter.

(2) Social Activities Promoter, who shall promote, coordinate and develop the fraternal and social activities of the Service Center.

(3) Program Coordinator, who shall in consultation with the President and Steering Committee, coordinate the programs for meetings of the Service Center and assure that an agenda is prepared for each meeting.

(4) Education Coordinator, who shall promote and coordinate the educational endeavors of the Service Center for its members and for the business community; the Education Coordinator shall assist in preparations for and conduct of seminars, workshops and Certified Business Manager Institutions which may be conducted in the locality of the Service Center.

(5) Benevolence Coordinator, who shall chair the Benevolence Committee for attending to the needs of members who have been afflicted by sickness, tragedy or disaster, and for concerns that the Service Center may have in the tragedies and disasters occurring in their locality, the Benevolence Coordinator shall also promote, coordinate and develop participation in and functions concerning the Blood Bank for the Service Center, either directly as chairperson or through a Blood Bank for the Service Center, either directly as chairperson or through a Blood Bank Chairperson appointed by the Benevolence Coordinator and the President.

(6) Delegate Preparation Officer, who shall coordinate the activities of preparing Representatives to the District Congress to be conversant with the rules, activities and agenda of the session for which they have been elected to represent the Service Center. It shall be the responsibility of the Delegate Preparation Officer to obtain and disseminate information and materials from the District Executive Steering Committee and Home

Office.

192. STEERING COMMITTEE

There shall be a Steering Committee consisting of the Past President, the Elective Officers and the Liaison Officer of the Service Center to transact the ordinary and routine business of the Service Center. All members of the Service Center shall be entitled to attend any meeting of the Steering Committee without invitation. The Committee shall keep minutes of their proceedings which shall be open for inspection by any member of the Service Center at any regular or special meeting of the Service Center and shall report their transactions to the Service Center at such times and in such manner as the Service Center may order.

193. QUORUM

For all regularly scheduled or properly convened special meetings of the Service Center, a quorum shall consist of a minimum of six members of the Service Center in good standing. The quorum of committees shall be a majority thereof.

194. SERVICE CENTER FUNDS

(1) The General Fund of the Service Center shall be composed of all moneys received on account of dues received, forfeitures, donations and interest.

(2) Subject to the provisions of Section 132, a Service Center may by law:

(a) establish local dues to provide funds for the management and beneficial, social and functional work of the Service Center;

(b) provide for grants out of its General Fund, or a fund created for such purpose, to indigent or distressed members in good standing;

(c) engage in fundraising activities in the support of community and charitable projects.

195. ARBITRATION COURT

(1) The Arbitration Court shall consist of the Past President, Liaison Officer and Orator, to whom all charges in a Service Center shall be referred.

(2) In case any member of such committee shall be challenged as being personally interested in the case, such challenge shall be tried by the Service Center and if sustained, any disinterested member of the Service Center may be appointed instead.

(3) In case any member of the Arbitration Court refuses or willfully neglects to perform any duties, such member shall automatically forfeit such office as is held in the Service Center and the Service Center shall thereupon fill the vacancy by a new election.

196. REMOVAL OF OFFICERS

(1) The Executive Director may void the election of any Treasurer and, upon notice thereof, the Service Center shall proceed to fill the vacancy by election of another member of the Service Center.

(2) The Executive Director may summarily remove any Treasurer from office, and an officer so removed shall not be again eligible to hold office during the then current year.

197. MISUSE OF FUNDS

Payments made by members (other than for donations, social events and for dedicated funds such as the disaster fund) shall be forwarded to the Home Office for disposition and shall be used for no other purpose; any Officer contravening the provisions of this section shall be suspended and shall not again be eligible for any office in any Service Center.

198. SALARIES

Subject to the provisions of Section 39, the officers of a Service Center may be paid such salaries as the Service Center may determine in their bylaws and shall be reimbursed for all necessary expenses incurred by virtue of their respective offices.

199. BONDED OFFICERS

The Service Center may require the President, Past President and Treasurer to each provide a bond in such amount and form that is satisfactory to the Service Center for the protection of its funds; such bond shall be given in favor of the trustees and kept in the custody of the President or, at his or her discretion, with other Service Center records. The cost thereof shall be born by the Service Center.

200. AGENCY OF OFFICERS

The bonded officers of a Service Center shall be deemed to be the agents of the Association contracting with the members of the Association only for transmission to the Home Office of moneys received by them, and in all other respects they shall be deemed to be the agents of the members.

201. COLLECTION OF DUES

The Executive Council may establish a system for the payment of dues, and upon notice to any Service Center, the members thereof shall thereafter pay all dues in accordance with the provision of such system. The amount payable out of the dues of each member for the maintenance of the supervisory system shall be fixed by the Executive Council.

CHAPTER X

MEMBERS, CLASSIFICATIONS, ADMISSIONS, PAYMENTS, SUSPENSION, REINSTATEMENT

202. ELIGIBILITY FOR MEMBERSHIP

Subject to the rules and regulations of the Association any person who is morally and mentally fit shall be eligible for membership in the Association.

203. CLASSES OF MEMBERS

The membership of the Association shall consist of Regular, At-Large, Honorary, Social and Junior members. (Definition of Classes of Members appear in Sections 204, 209, 210, 211, and 214.)

204. REGULAR MEMBERS

Applicants for Regular Membership in the Association shall complete the form or forms prescribed and submit the same to any officer or member of a Service Center or to the Home Office or to a Sales Representative or Account Executive.

205. APPLICATION FOR MEMBERSHIP

(1) An application for membership in the Association shall be by invitation or nomination.

(2) Upon receipt of advice from the Home Office of the Association that application for Regular or Social Membership, as the case may be, has been approved, the applicant may be initiated by the Service center; provided that, if at the regular meeting of the Service center next following the receipt of such advice, a demand is made by not less than one-fifth of the members present, the applicant shall be balloted upon and shall be rejected for membership in that Service Center, if a majority of the votes cast is for rejection.

(3) When an applicant is rejected by a ballot, a written report shall forthwith be made to the Executive Director who may set aside the rejection if satisfied, after investigation, that valid reasons for the rejection did not exist.

206. INITIATION OF MEMBERS

(1) Applicants eligible for initiation who cannot be present at the next meeting of the Service Center for initiation, may be initiated by the President or another member of the Service Center delegated by the President for the purpose of administering the obligation of membership to such applicant and the balance of the initiation ceremony shall be given to such member at the next regular meeting of the Service Center at which

the applicant is present.

(2) A candidate who is unable to be present for initiation in the Service Center in which the candidate has been elected may be initiated by another Service Center by the request of the Service Center in which the candidate was elected.

(3) Every member at the time of initiation and upon request shall be furnished by the Service Center with a copy of the Bylaws and with the certificate or certificates of the benefits to which he/she is entitled. The date of the member's admission into the Association shall be entered on the roll of the Service Center.

207. REJECTION OF APPLICATION

If a member is not accepted for membership, such dues which have been paid to the Association and the Service Center shall be refunded to such applicant.

208. TRANSFER OF MEMBERSHIP

(1) A member may at any time apply to transfer to another Service Center by making application to the Home Office of the Association; provided that, if at the regular meeting of the Service Center to which the member wishes to transfer next following receipt of the application for transfer, a demand is made by not less than one-fifth of the members present, he shall be balloted upon and the application shall be rejected if a majority of votes cast is for rejection.

(2) When an application for transfer is rejected by ballot, a written report shall forthwith be made to the Executive Director who may set aside the rejection if satisfied, after investigation, that valid reasons for the rejection did not exist.

209. MEMBERS AT LARGE

(1) Any member who shall be rejected by a Service Center upon making application for affiliation, or who is not presently affiliated with any Service Center, shall automatically become a member-at-large of the country in which such member is located.

(2) The officers of the Members-at-Large shall be the elective officers of the General Assembly who shall have the legal custody and control of all the funds and property of such quasi-Service Center of the Members-at-Large. The Executive Council may, from time to time by resolution, establish the dues payable by such Members-at-Large and the regulations relating to all operations.

(3) All Members-at-Large shall have the right to visit Service Centers and shall be entitled to such rights and privileges of the Association as are conferred upon its members by the Bylaws of the Association; provided however, that such Members-at-Large shall not be entitled to visit any Service Center where such member has properly been rejected for membership in said Service Center, if such be the case.

(4) The Executive Vice-President of Member Affairs shall be the representative of

Members-at-Large at each Regular and Special Session of the General Assembly.

(5) Members-at-Large shall be encouraged as long as they otherwise qualify as members in good standing, to be initiated into a Service Center at which they may enjoy the benefits, fellowship and service opportunities available therein.

210. HONORARY MEMBERS

Honorary members may be appointed by the Executive Director and, when specifically authorized, by any member of the Executive Council or of an Executive Standing Committee.

211. SOCIAL MEMBERS

The Executive Council shall, by resolution, prescribe regulations for admission into membership of social members and the rights, duties and obligations of such members.

212. SERVICE CENTER DUES

Subject to the provisions of Section 194, all regular Members shall pay to the Treasurer of the Service Center in which such membership is carried, the dues imposed by Bylaw, by such Service Center, or the dues may be sent directly to Home Office.

213. DISTRICT and REGIONAL DUES

Subject to the provisions of Section 194, each Service Center shall remit such dues as it may collect, to facilitate the allocation and distribution of Association funds to ensure the maintenance of the system, except for those funds sent directly to the Home Office which shall be allocated by the Home Office.

214. JUNIOR MEMBERS

Application may be made, on a prescribed form, for Junior Membership in Service Center. The Service Center shall designate a Functional Officer to oversee and promote such activities as may encourage such Junior Members to prepare for business and socially acceptable pursuits.

215. CONTRIBUTIONS

Contributions shall not be solicited by any member, Service Center or other organized body of the Association, except in exchange for benefits of membership, educational services or in conjunction with an approved community project.

216. GOOD STANDING

Payment of Association dues, as established and set by the Executive Council and payment of other contributions, dues or levies under the provisions of the Bylaws of the

Association, shall maintain a member in good standing. Notwithstanding the other provisions of this section, the Executive Council may, from time to time by regulations, deem any other member to be in good standing for the purpose of determining any entitlement to any of the Association's benefits.

217. REINSTATEMENT

The Association may from time to time make regulations under which a member suspended for failure to pay the required payments to the Association may be reinstated. Upon reinstatement of any member under such regulations, the Home Office shall notify the reinstated member's Service Center, and upon receipt of an objection to the reinstatement by the Service Center or any member thereof, the Executive Director may effect transfer to any other Service Center in the Association.

218. SUSPENSION FOR OTHER CAUSES

(1) A member of a Service Center regularly suspended or expelled for other causes than nonpayment of the required payments to the Association may (with the written approval of the Executive Director be reinstated by a two-thirds vote of the voting members present.

(2) Except by dispensation of the Executive Director, a suspended or expelled member of a Service Center, if the suspension was for other cause than nonpayment of the required payments to the Association, shall not be received into membership in another Service Center without the consent of the Service Center from which the member was suspended or expelled.

219. CESSATION OF INTEREST

When a member's rights have been terminated, such member's title and interest in and to the property or funds or any part thereof of the Association or of any Service Center or branch of the Association shall thereby cease and become null and void and such member's liabilities in regard to any of the required payments to the Association which may thereafter accrue shall then and thereby terminate.

CHAPTER XI

PRECEDENCE OF OFFICERS, HONORS, PROGRAMS, CHARTERS

220. PRECEDENCE OF OFFICERS

For purposes of protocol in introduction and seating of officers, the rank of the officers shall be as follows:

- 1) Executive Director
- 2) Executive Secretary
- 3) Executive Vice-Presidents (according to seniority first, and then alphabetically)
- 4) Executive Director Emeritus
- 5) Judicial Chair
- 6) Portfolio Officers (according to seniority first, and then alphabetically)
- 7) Other Officers Emeritus
- 8) Assistants to the Executive Director
- 9) Regional Presidents (according to seniority)
- 10) General Assembly Sessional Officers (alphabetically)
- 11) Regional Field Manager
- 12) Past General Assembly Elective Officers
- 13) Past Regional Presidents (according to seniority)
- 14) Regional Secretaries
- 15) Regional Vice-Presidents
- 16) Regional Treasurers
- 17) Regional Councilors (according to seniority)
- 18) Electors (alphabetically after ranking according to seniority)
- 19) Regional Marshall
- 20) Regional Journal Secretaries
- 21) Regional Bailiffs
- 22) Regional Orators
- 23) Regional Messengers
- 24) Regional Auditors
- 25) Regional Trustees
- 26) District Presidents
- 27) Past Regional Officers
- 28) District Field Managers
- 29) Past District Presidents
- 30) District Secretaries
- 31) District Vice-Presidents
- 32) District Treasurers
- 33) District Councilors (according to seniority)
- 34) Delegates (alphabetically after ranking according to seniority)
- 35) Service Center Liaison Officers
- 36) District Marshals

- 37) District Journal Secretaries
- 38) District Bailiffs
- 39) District Orators
- 40) District Messengers
- 41) District Auditors
- 42) District Trustees
- 43) Service Center Presidents
- 44) Field Managers (other than District and Regional Field Managers)
- 45) Service Center Past Presidents
- 46) Past District Officers
- 47) Service Center Secretaries
- 48) Service Center Vice-Presidents
- 49) Service Center Treasurers
- 50) Service Center Orators
- 51) Service Center Trustees
- 52) Service Center Finance Committee Members
- 53) Service Center Functional Officers (according to seniority first, and then alphabetically)
- 54) Past Service Center Officers

221. AWARDS

The Executive Director may propose and establish certain awards consisting of badges, pins, jewels or decorations which shall be granted to members subject to such rules as may be prescribed by the Executive Council.

222. OFFICIAL PROGRAMS

All branches of the Association shall at all times be governed by and use only the Programs adopted, from time to time, by the Board of Directors or by the General Assembly for use in ceremonies and functions established by the Association. Included within this category shall be the agenda and curricula to be used in regularly convened Service Center meetings.

223. CHARTERS

(1) Charters for all branches of the Association shall be issued only by the Executive Council.

(2) The Charter, Programs, seal and supplies shall be held in trust by all branches for the Association and shall be used only for the purpose of such branch and the Association.

(3) Whenever a charter of the branch of an Association is surrendered or revoked, the charter, programs, seal, supplies, funds, and other property of such branch shall be delivered to the Home Office or to such person as the Executive Director may designate and shall be disposed of as the Executive Council may decide.

CHAPTER XII

OFFENSES, CHARGES, TRIALS, PENALTIES, APPEALS

224. MISAPPROPRIATION

(1) An officer of a Region, District or a Service Center or a Liaison Officer, or any member who has received any money whatsoever, paid by any person on account of the required payments to the Association, and who shall fail or neglect to pay the same or any part thereof to the Association as required by the Bylaws, or who shall improperly detain or otherwise delay the transmission of any money which is required to be remitted to the Home Office or to any higher branch, or who shall retain or misappropriate such money or any part thereof, shall automatically stand suspended from the Association and may further be dealt with summarily or otherwise, by and at the discretion of the next superior District or Regional President or the Executive Council; and shall not be reinstated except by the Executive Council.

(2) Any Service Center, District Congress or Regional Delegation sanctioning or allowing the detention, retention or misappropriation of any such money by any of its officers or members, shall automatically stand suspended and may be further dealt with by and at the discretion of the Executive Director or the Executive Council.

(3) Any member of a branch which becomes suspended as provided in subsection (2) of this section, who has been a party to, or aided in any way whatsoever, directly or indirectly, the detention, retention or misappropriation of any such money shall automatically stand suspended from the Association and shall not be reinstated except by the Executive Council.

225. ATTEMPT TO DEFRAUD

(1) Any member guilty of an attempt to defraud the Association or any branch of the Association by dishonestly or improperly claiming benefits or by aiding or knowingly permitting any other person to do likewise shall, on conviction, stand expelled from the Association.

(2) Any branch aiding in any way any person or member in attempting to obtain improperly a benefit or money from the Association shall be subject to have its charter suspended by the Executive Director and, upon conviction by the Executive Council, its charter may be revoked.

226. OTHER OFFENSES

- (1)
 - a) Any violation of the Bylaws, rules and usages of the Association.
 - b) Violation of any bylaw of a branch;
 - c) Any public crime or misdemeanor;
 - d) Any improper use of any circular letter, literature or other documents;
 - e) Obtaining membership through fraud or misrepresentation;
 - f) Aiding or abetting or in any way assisting anyone to commit a violation of the Bylaws, rules and usages of the Association.
 - g) Permitting the consumption or sale of beer, wine or other intoxicating liquors during any meeting of a branch;
 - h) Introducing intoxicating liquors or attempting to obtain admission to a session while in the state of intoxication;

For violation of any of the above clauses, the branch may have its charter revoked and a member may be barred from further attendance at any branch session or may be reprimanded or suspended.

(2) Any member who shall through discredit upon the Association by improper or disreputable conduct shall be deemed to be an unworthy member and may be reprimanded, suspended or expelled from the Association.

(3) Any member who shall maliciously make a false charge against a member shall, on conviction, stand expelled from the Association.

(4) A member who shall reveal any of the private affairs of the Association shall, on conviction, stand expelled.

(5) any officer guilty of an offense under the provisions of this section shall automatically vacate any office held and shall further be dealt with as the Executive Steering Committee, Executive Standing Committee or Executive Director shall determine.

228. CONTEMPT

(1) Any member who shall be guilty of contempt of the Bylaws or of the constituted authorities of the Association or of insubordination or of rebellion against the constituted authorities of the Association may be summarily suspended by the Executive Director or by the Executive Council.

(2) If a member against whom charges have been duly preferred, refuses or neglects to stand trial when duly summoned, such refusal or neglect shall be taken as equivalent to a plea of guilty and the Arbitration Committee shall so report; provided that if a member be summoned to appear before the Executive Steering Committee, the Executive Standing Committee or other higher tribunal of the Association for trial and shall refuse or neglect to attend, each refusal or neglect shall be taken as equivalent to a plea of guilty and such tribunal shall determine and enforce the penalty.

(3) If a satisfactory excuse for failure to stand trial be given within ten days, a new date may be fixed for the trial and the parties in the case duly notified thereof.

(4) In case of nonresidence of a member against whom charges have been duly preferred, such member may be represented by counsel of his or her choosing and tried as though personally present.

228. CHARGES

(1) Except as otherwise provided in the Bylaws, every member shall be entitled to a trial for any offense.

(2) Charges against a member shall be preferred in the branch of which that member is a member or in the Executive Steering Committee or Executive Standing Committee of the jurisdiction.

(3) Charges against an officer of a Service Center shall be tried by the Executive Steering Committee of the jurisdiction or other higher tribunal.

(4) Charges against an officer of a District Congress shall be tried by the Executive Steering Committee of the jurisdiction or other higher tribunal.

(5) Charges against anyone commissioned by the Executive Director for acts connected with the discharge of official duties shall be tried by the Executive Director.

(6) Charges against an officer of a Regional Delegation shall be tried by the Executive Standing Committee of the jurisdiction or other higher tribunal.

(7) Charges against an officer of the General Assembly (except the Executive Director) shall be tried by the Executive Director.

(8) Charges against the Executive Director shall be tried by the Executive Council.

(9) An officer shall not officiate during the trial of a charge duly preferred against such officer. For example, should the Regional President be under charges, the Past Regional President shall preside while any question arising therefrom shall be under consideration, but should the Past Regional President not be present (or be disqualified for any reason) then any officer who is next highest in rank shall preside.

229. TRIALS AND PENALTIES

(1) Except as otherwise provided in the Bylaws, an officer or a member shall not be put upon trial unless charges duly signed by a member of the Association specifying the date and nature of such offenses, to enable the preparation of an adequate defense, are submitted in writing by the branch having jurisdiction.

(2) If charges are preferred in a branch, they shall forthwith be referred to the

Arbitration Committee.

(3) Such Committee shall, before the next regular meeting of the branch, summon in writing the parties to the case, with a copy of the charges and specifications attached to or enclosed with the summons, directing them to appear before the said Committee for a trial at the stated time and place, giving the said parties at least ten days' notice of the time and place of such trial. The summons shall be signed by a member of the Arbitration Committee.

(4) The person serving the summons shall make a copy of such summons and endorse thereon the time, place and manner of service of such summons and of the fact that a copy of the charges and specifications were severed therewith. The said endorsed copy shall be filed with the charges and shall, in the event of an appeal, be forwarded with the record to the next appellate authority.

(5) The Committee shall keep minutes of the proceedings at the trial, shall cause the evidence to be taken down in writing and shall report the evidence to the branch at its next regular meeting, together with its decision as to whether or not the charges have been sustained.

(6) Any member of the Committee making known the individual action or vote of any member thereof in any trial shall be reprimanded or suspended, as the branch may determine.

(7) If the decision of the Arbitration Committee is that the charges are sustained, and if a specified penalty is provided in the Bylaws for the offenses, the President shall forthwith enforce the penalty. If no penalty is so provided, the branch shall decide by written ballot at its next regular session whether the penalty shall be expulsion, suspension or reprimand. If two-thirds of the votes shall be expulsion, then the penalty shall be expulsion; but if there are not two-thirds for expulsion and it shall appear that the number of ballots, if any which are cast for expulsion together with those that are cast for suspension amount to two-thirds of the ballots cast, then suspension shall be the penalty. If neither expulsion nor suspension is determined upon as the penalty, then the member shall be subject to the penalty of reprimand. No ballot held under this section shall be reconsidered.

(8) Upon the penalty being determined, or upon the decision of the Arbitration Committee that the charges are not sustained, as the case may be, notice thereof shall, within ten days, be given in writing by the Secretary to the parties in the cause and, if neither party takes an appeal therefrom, the decision of the Arbitration Committee shall be final.

(9) If the penalty determined shall be expulsion or suspension, it shall forthwith go into effect.

(10) When a member is subject to the penalty of reprimand, the member shall be summoned to attend at the next regular session to be reprimanded from the presiding

officer's chair, and should the member fail to attend at such meeting, the member shall stand suspended from the Association.

230. EVIDENCES

(1) The Executive Council, the Executive Director, the Executive Standing Committee, or the Executive Steering Committee, having conduct of a trial or hearing, may appoint one or more members of the Association to act as Commissioner or Commissioners to take testimony, and before whom the parties shall be summoned. At such hearing, all books, papers, letters and documents required by such Commissioner shall be produced before the Commissioner by the parties having possession or charge of such books, papers, letters or documents. The evidence so taken shall be reduced to writing and certified by such Commissioner and returned to the Executive Council, Executive Director, Executive Standing Committee or Executive Steering Committee.

(2) Upon receipt thereof, notice shall be given to the parties in the case when written testimony will be considered by the Executive Council, Executive Director, Executive Standing Committee or Executive Steering Committee and the respective parties may be heard by counsel (who shall be a Regular Member of the Association in good standing) if they desire, after which the case shall be determined.

231. WITNESSES

(1) In the trial of any charge, or in the reviewing or rehearing of any charge or proceeding, The Executive Council or the Executive Director, or the Executive Standing Committee, or the Executive Steering Committee or other tribunal as the case may be, shall have the power to summon the attendance of such persons as witnesses as deemed proper, as well as any and all of the parties to the case, at such place and time as the tribunal deems fit, and it may order the production of any books, papers, letters, documents or records at any trial, appeal, hearing or review.

(2) Any member duly summoned to attend and give evidence as a witness before the Arbitration Committee of such member's branch, failing to do so without proper excuse, or failing to give proper and truthful answers to all relevant questions on such trial, shall be reported forthwith by such branch to the Executive Director or the Executive Council and may be reprimanded, suspended or expelled as the Executive Director or the Executive Council shall direct.

(3) Except as provided in subsection (2), any member duly summoned to attend and give evidence as a witness on trial or hearing, failing to do so without a proper excuse, or failing to give proper and truthful answers to all relevant questions on such trial, may be reprimanded, suspended or expelled as the Executive Steering Committee or the Executive Standing Committee or the Executive Director or the Executive Council as the case may be, shall direct.

232. VACATION OF OFFICE BY SUSPENSION

(1) The suspension or expulsion from the Association of a member, shall automatically vacate any office held by such member. Any office in the Association thus rendered vacant, may be filled as provided in the Bylaws provided that if an appeal be taken and the same be sustained, the member shall automatically be restored to office; provided further that if suspension was caused by nonpayment of any of the required payments to the Association and the vacancy in office has been regularly filled before reinstatement, such member shall not be restored to such office upon reinstatement.

(2) A suspended member shall not be entitled to sit in a branch while the branch is in session. Any suspended member forcing admittance into a Service Center or other branch when in session shall automatically stand expelled. However, a suspended member may be permitted to observe in a non-member status, the conduct of a session by a majority vote of the members of such session, but shall not be entitled to contribute in any discussion, and shall not be permitted to vote under any circumstances, in such session; such permission to observe a session shall be limited to the session voted upon and shall not be considered nor precedent to similar permission being permitted in any other session.

233. NOTICE OF SUSPENSION OR EXPULSION

Notice of the suspension or expulsion of a member shall, after the expiration of twenty days from the date thereof, be given to the Executive Director and to the branches of the jurisdiction provided that if a member suspended or expelled has filed according to the Bylaws an appeal against the decision, such notice shall not be given until the appeal has been decided.

234. NOTICES

(1) Any notice to the Association or to the Executive Council may be given by the Executive Director or the Executive Secretary.

(2) Any notice to the Association or to the Executive Council shall be deemed to be duly given by being served upon the Executive Director or the Executive Secretary.

(3) Any notice from a Regional Delegation or an Executive Standing Committee shall bear the signature of the Regional President or the Regional Secretary.

(4) Any notice to a Regional Delegation or to an Executive Standing Committee shall be deemed to be duly given by being served upon the Regional President or the Regional Secretary.

(5) Any notice from a District Congress or an Executive Steering Committee shall bear the signature of the District President or the District Secretary.

(6) Any notice to a District Congress or to an Executive Steering Committee, shall be deemed to be duly given by being served upon the District President or the District Secretary.

(7) Any notice to any officer or member of a Regional Delegation or of a District Congress, as the case may be, shall be deemed to be duly given by being served upon the officer or member immediately concerned.

(8) Any notice from a Service Center shall bear the signature of the President or the Secretary thereof.

(9) Any notice to a Service Center shall be deemed to be duly given by being served upon the President or the Secretary or the Liaison Officer.

(10) Any notice to an officer or member shall be deemed to be duly given by being served upon the officer or member immediately concerned.

(11) Any notice as aforesaid shall be deemed to be duly served by being mailed in a registered letter; provided always that if any notice has been sent in a nonregistered letter, and if it is established that such letter was received by the proper party, or if it is established that such notice was otherwise sent to or received by or served upon the proper party, such notice shall be deemed to have been duly given. The time of such notice shall be computed from the date of mailing or otherwise delivering such notice.

235. ATTORNEYS

In any hearing or upon any appeal, the parties may appear in person or by attorney or both and may submit evidence on their behalf.

236. APPEALS

(1) The right of appeal shall be vested in every member of the Association. In the event of death or disability of a Regular Member, the right of appeal shall be vested in the legal personal representative or other person deriving legal rights from the member.

(2) The right of appeal shall also be vested in every Service Center, District Congress and Regional Delegation and an appeal shall lie against the action or decision of any officer or any Service Center or District Congress or Regional Delegation.

(3) Any aggrieved party failing to take an appeal from any action or decision in the manner and within the time laid down in the Bylaws, shall be bound by such action or decision and shall have no further resource whether in law or equity, in respect of the subject matter of such action or decision.

(4) A decision of the Executive Director shall go into effect at once; shall not be stayed by an appeal, but shall be final and binding until reversed by the Executive Council.

(5) A decision of the Executive Council shall go into effect at once and shall not be stayed by an appeal, but shall be final and binding until reversed by the General Assembly, the action or decision of which shall be final and conclusive.

(6) All appeals shall be decided or referred to the next higher authority within twenty days, except an appeal to an Executive Steering Committee, or to an Executive Standing Committee or to the Executive Council, which shall be decided at the next ensuing meeting thereof, unless the case is continued to a subsequent meeting and except to the General Assembly which shall be decided at the next succeeding session thereof.

(7) The parties interested shall be given due notice whenever a decision or reference is made and such notice shall be given in accordance with the provisions of the Bylaws.

237. TRIBUNALS OF APPEAL

(1) All appeals shall be from the action or decision of:

(a) Any of the officers of, or of the Arbitration Committee of, any Service Center, to the Service Center.

(b) The Service Center to the Liaison Officer.

(c) the Liaison Officer to the District President.

(d) The District President to the Executive Steering Committee; provided that the hearing and consideration by the Executive Steering Committee of all such appeals, the District President shall not sit with the Executive Steering Committee nor take part in the deliberations or be a party to its decisions.

(e) The Executive Steering Committee to the Regional President.

(f) The Regional President to the Executive Standing Committee; provided that in the hearing and consideration by the Executive Standing Committee of all such appeals, the Regional President shall not sit with the Executive Standing Committee nor take part in the deliberations nor be a party to its decisions.

(g) The Executive Standing Committee to the Executive Director.

(h) The Executive Director to the Executive Council; provided that in the hearing and consideration by the Executive Council of all such appeals, the Executive Director shall not sit with the Executive Council nor take part in its deliberations nor be a party to its decision.

(i) The Executive Council to the General Assembly of the Association in which even the appeal shall be reviewed by a Judicial Committee which shall thereafter report its recommendations to the General Assembly.

(2) The Judicial Committee shall consist of the Judicial Chair and at least four members appointed by said Chair, all of whom shall be Regular Members of the Association in good standing, who have not served on any tribunal in respect to the subject matter of the appeal.

(3) All appeals arising in any Service Center not under the jurisdiction of a District Congress, shall be from the Liaison Officer direct to use Executive Director.

238. TIME FOR APPEAL

(1) An appeal must be taken within twenty days from the time of the decision is given to or served upon the party or parties. An appellant failing to comply with the mode of appeal within the time prescribed in the Bylaws shall be deemed to have abandoned the appeal.

(2) An appeal from the decision of a Regional Delegation or a District Congress or a Service Center, in session, must be taken forthwith, unless the parties affected be not present, in which case an appeal may be taken within twenty days from the time written notice of the decision is given to or served upon the interested party or parties.

(3) All appeals arising in the General Assembly in session, must be taken forthwith from the Executive Director or other presiding officer to the General Assembly, the action or decision or which shall be final and conclusive.

239. MODE OF APPEAL

(1) Notice of appeal shall be forwarded by registered mail by the appellant to the respondent, stating the grounds on which he relies and one copy of such notice shall similarly be forwarded by the appellant to the tribunal to which the appeal is taken (herein called the higher tribunal).

(2) The appellant shall, within twenty days of the service of his notice of appeal, forward to the higher tribunal three copies, and to the respondent one copy of the transcript of the evidence taken in the hearing and appeal book containing true copies of and in the order following:

- i) An index
- ii) The notice of appeal
- iii) The charge(s)
- iv) The pleading
- v) The exhibits
- vi) The judgement or order appealed
- vii) The reasons for judgement;

provided that in an application of the appellant, the higher tribunal may allow additional time for delivery of the transcript of evidence.

(3) The parties shall lodge with the tribunal the copies of a statement of the points of fact and law intended to be argued and such references to the evidence, by page and line, as may facilitate the argument. Such statements shall be lodged with the higher tribunal and served upon the other parties not more than twenty days after delivery of the appeal book and the transcript of evidence as provided in this section.

240. RULES AND PROCEDURES

(1) The rules for charges, trials and appeals as provided in the Bylaws shall, so far as they are applicable, be observed. The procedures described for trials by the Arbitration Committee shall, mutatis mutandis, apply to proceedings before other tribunals of the Association.

(2) The Executive Council shall, from time to time, prescribe the forms to be used and, subject to the Bylaws, may prescribe additional procedures to be observed in all trials,

appeals, hearings or reviews.

CHAPTER XIII

RULES OF ORDER

241. RULES OF ORDER

Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure for the Association not specifically covered by its Bylaws and standing rules.

242. STANDING RULES

Rule 1. Order of precedence of motions. Each motion has its own order of priority; when any motion is immediately pending, the motions above it are in order and those below it are out of order.

Rule 2. Unless otherwise stated in these rules, the following are applicable to all main motions:

- (a) original main motions are debatable
- (b) debate must be confined to the immediately pending question
- (c) they can be amended
- (d) subsidiary motions can be applied to them
- (e) they can be reconsidered
- (f) they must be seconded
- (g) they are not in order when another has the floor

Rule 3. The following motions are undebatable:

- (a) adjourn
- (b) appeal relating to indecorum
- (c) to close, limit or extend debate
- (d) division of the assembly
- (e) division of the question
- (f) lay on the table
- (g) leave to continue speaking after indecorum
- (h) to close nominations
- (i) to reopen nominations
- (j) objection to consideration of a question
- (k) questions of order
- (l) to call for the order of the day
- (m) parliamentary inquiry
- (n) previous question
- (o) to raise questions of privilege
- (p) reading papers
- (q) suspend the rules

- (r) take from the table
- (s) take up a question out of its proper order
- (t) motions relating to voting, and
- (u) leave to withdraw a motion

Rule 4. The following motions cannot be amended:

- (a) amend an amendment
- (b) appeal relating to indecorum
- (c) appeal, all other cases
- (d) filling blanks
- (e) division of the assembly
- (f) informal consideration of a question
- (g) lay on the table
- (h) leave to continue speaking after indecorum
- (i) to make nominations
- (j) objection to consideration of a question
- (k) questions of order
- (l) to call for orders of the day
- (m) parliamentary inquiry
- (n) postpone indefinitely
- (o) previous question
- (p) to raise questions of privilege
- (q) reading papers
- (r) reconsider
- (s) suspend the rules
- (t) take from the table
- (u) take up a question out of its proper order
- (v) leave to withdraw a motion

Rule 5. Motions to adjourn to a fixed day or recess are amendable as to the time and place only. Motions to adjourn or postpone discussions are amendable as to date, time and place only.

Rule 6. No subsidiary motions can be applied to the following:

- (a) adjourn
- (b) division of the assembly
- (c) lay on the table
- (d) leave to continue speaking after indecorum
- (e) objection to consideration of a question
- (f) questions of order
- (g) to call for order of the day
- (h) parliamentary inquiry
- (i) previous question
- (j) to raise questions of privilege
- (k) reading papers

- (l) suspend the rules
- (m) take from the table
- (n) take up a question out of its proper order
- (o) leave to withdraw a motion

Rule 7. The following motions cannot be reconsidered:

- (a) adjourn
- (b) division of the assembly
- (c) division of the question
- (d) lay on the table
- (e) to make nominations
- (f) to close nominations
- (g) questions of order
- (h) to call for orders of the day
- (i) parliamentary inquiry
- (j) to raise questions of privilege
- (k) to take a recess
- (l) reconsider
- (m) suspend the rules
- (n) take from the table
- (o) take up a question out of its proper order

Rule 8. The following motions need not be seconded:

- (a) filling blanks
- (b) division of the assembly
- (c) objection to consideration of a question
- (d) questions of order
- (e) to call for orders of the day
- (f) parliamentary inquiry
- (g) to raise questions of privilege
- (h) leave to withdraw a motion

Rule 9. The following motions are in order when another has the floor:

- (a) appeal relating to indecorum
- (b) appeal, all other cases
- (c) division of the assembly
- (d) objection to consideration of a question
- (e) questions of order
- (f) to call for orders of the day
- (g) parliamentary inquiry
- (h) to raise questions of privilege
- (i) reconsider

- Rule 10. Before putting a question, the presiding officer shall ask:
Is the session ready for the Question? If no member claims the floor, the presiding officer shall rise and put the question and after the presiding officer rises, no member shall be permitted to speak upon it.
- Rule 11. When the presiding officer is addressing the session, or putting a question, there shall be no interruption.
- Rule 12. If a member, while speaking, be called to order, such member shall be seated until the question of order is determined when, if in order, the member may proceed.
- Rule 13. Each member, when speaking, shall stand and respectfully address the chair, shall be confined to the question under debate, and shall avoid all personalities and indecorous language.
- Rule 14. If two or more members rise to speak at the same time, the presiding officer shall decide who is entitled to the floor.
- Rule 15. A member shall not speak longer than five minutes nor more than once on the same question, until all who wish to speak have had an opportunity to do so, nor more than twice without the permission of the presiding officer of the assembly.
- Rule 16. Any member may call for a division of the question when the sense will so admit, and upon such request, division shall be made.
- Rule 17. A motion which is debatable, having been decided in the affirmative or negative, shall not be subject to reconsideration unless such action shall take place at the same or next regular meeting and unless the motion is made and seconded by members who voted in the majority. A motion to reconsider, once decided in the negative, cannot again be renewed.
- Rule 18. When a question is indefinitely postponed, it shall not again be acted on during the meeting of session.
- Rule 19. Every member shall have the right to call for the reading of any motion, resolution, paper or document which may be pertinent to the question pending at the time.
- Rule 20. In fixing a time, the earliest date given shall be voted for first and if not carried by the requisite majority, the next date in point of

time shall be voted for, and so on until an agreement is reached.

- Rule 21. In voting upon any appropriations, the largest sum shall be voted for the first, and if not carried by the requisite majority, the next lowest amount shall be voted for, and so on until an agreement is reached.
- Rule 22. Any member who shall misbehave himself or herself in the meeting, or shall disturb the order and harmony thereof by abusive, disorderly or profane language, or shall refuse obedience to the presiding officer, may be excluded from the meeting room for the remainder of the meeting and afterwards may be dealt with at the pleasure of the assembly.
- Rule 23. The presiding officer shall decide questions of order without debate, subject to an immediate appeal to the assembly by any member, when the question before the assembly shall be: Shall the decision of the chair be sustained? In a Service Center session, the presiding officer may consult the Liaison Officer for points of order when deciding the question.

CHAPTER XIV

AMENDMENTS TO BYLAWS

243. AMENDMENTS TO BYLAWS

(1) Subject to the provisions of the Articles of Incorporation, the foregoing Bylaws shall not be altered nor amended, nor shall any part of them be repealed except at a regularly convened session of the General Assembly of the Association, upon a proposition therefor duly submitted in writing or in print on the first day of the session. By unanimous consent, it may be immediately considered, and if it is supported by two-thirds of the vote cast, it shall be declared carried and shall immediately go into effect unless otherwise provided in the proposition to amend. If unanimous consent is not given, the proposition to amend shall be referred to the Committee on Bylaws and shall be reported upon by said Committee with its recommendation to the same session of the General Assembly and if the proposition to amend is adopted by two-thirds of all the votes cast, it shall be declared carried and shall immediately go into effect unless otherwise provided in the proposition to alter, amend or repeal, submitted at the opening of a session of the General Assembly by the Executive Director or by the Executive Council shall be considered before the close of the session. Following amendment of the Bylaws by the General Assembly or otherwise, the sections thereof shall be remembered as may be required.

(2) The status of Officers emeritus, as provided in Section 21, subsection (5) shall not be subject to change.

(3) the Executive Council or Executive Director shall have the power to readjust, from time to time, the arrangement of the sections of the Bylaws, to alter the phraseology thereof, and to harmonize them with any amendments adopted by the General Assembly: provided always that the true intent and meaning of the sections shall in no wise be altered

(4) In any country, state or province in which the Association is doing business in case any of the Bylaws of the Association now conflict with or shall hereafter conflict with any law at any time in force therein, then the Executive Council may, from time to time, by resolution amend the Bylaws of the Association relating to the rights and obligations of the members of the Association so as to comply with each law or laws as aforesaid. Provided that when the Executive Council shall, pursuant to the provisions of this subsection, amend the Bylaws, notice of such amendments shall be given by publication in *DIRECTIONS FOR BETTER BUSINESS* the Official Organ of the Association, and from and after the date of each publication, the said amendment or amendments shall be in full force and effect, shall be binding upon every member of the Association and upon all those deriving legal rights from every such member until altered, amended or repealed by the General Assembly at a regular session or at a special session, as the case may be.

**Certificate of Compliance with
Arkansas Rule and Regulation 19**

Insurer: American Medical and Life Insurance Company

Form

Number(s):

Out-of- AMLI GRP LM 2007 CERT FL

AMLI GRP LM 2007 SCHED FL

GRP LM 2007-AE-AR-(1/09)

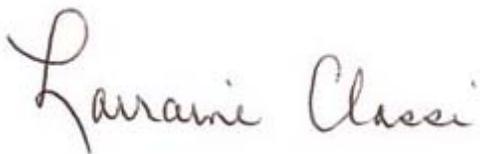
Certificate of Coverage

Group Limited Benefits Health Insurance

Certificate Schedule

Arkansas Amendatory Endorsement

I hereby certify that the filing above meets all applicable Arkansas requirements including the requirements of Rule and Regulation 19.



Signature of Company Officer

Lorraine Classi

Name

Executive VP

Title

12-14-2009

Date



8 West 38th Street · Suite 1002
New York, NY 10018

Lorraine Classi
CHIEF COMPLIANCE OFFICER
646.223.9300 ext. 801
TOLL FREE 866.691.9353
FAX 212.354.9089
lclassi@usamli.com
www.usamli.com

February 12, 2009

NAIC Company Code: 81418

Re: Policies and Related Forms

To: All Departments of Insurance

American Medical and Life Insurance Company hereby authorized Compliance Research Services, LLC to represent us in the submission of the above-referenced forms and to negotiate with the insurance departments for their approval.

Sincerely,

A handwritten signature in cursive script that reads 'L. Classi'.

Lorraine Classi
Chief Compliance Office