

Constitution  
and  
Bylaws  
of the  
National Slovak Society  
of the United States of America



Revised and Adopted by the  
XXXVIII Quadrennial Convention

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Hershey Lodge  
Hershey, PA

Reviewed and Approved by the  
Commonwealth of Pennsylvania Insurance Department

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## ORIGINAL CHARTER

In the Court of Common Pleas No. 1 of Allegheny County, Pennsylvania. In the matter of the Charter of the National Slavonic Society of the United States of America.

No. 840  
December Term 1894

To the Honorable, the Judges of the above stated Court:

“Under the provisions of An Act of the General Assembly of the Commonwealth of Pennsylvania, entitled “An Act to provide the twenty-ninth day of April in the year of our Lord, one thousand eight hundred and seventy-four and the various supplements there to, the undersigned, all of whom are naturalized citizens of the United States of America, residing within the Commonwealth of Pennsylvania and elsewhere in the United States as hereinafter set forth, being members of the Slav race, commonly called Slavonians, have associated themselves as a society for benevolent, charitable and educational work among the people of the Slavonian race now and hereafter residing in the United States of America for which purpose they respectfully pray a charter under the provisions of the aforesaid Act and for that purpose.”

Do hereby certify:

First: - The name of the proposed corporation is “The National Slavonic Society of the United States of America.”

Second: - The said corporation is formed for the purpose of helping the people of the Slavonian race now and hereafter, residing in this county, commonwealth and elsewhere in the United States, in distress, sickness and death, to educate and instruct them in the English language and other studies to fit them for the duties of life and citizenship with our English speaking people, the purpose to be carried out by the organization and establishment of a Supreme Assembly and Subordinate Assemblies of the Slavonian people with schools and lectures; to adopt a Constitution and ByLaws for the government of the said society assemblies schools and lectures not conflicting with the constitution and laws of the United States of America, of the Commonwealth of Pennsylvania or the provisions of this Charter with powers to sue and be sued, to receive, hold and enjoy lands, tenements, hereditaments, franchises, rents, annuities, monies, goods, chattels, books, school lecture and scientific apparatus, devised, bequeathed, given to or purchased by it to be used or disposed of by lease, sale or otherwise, according to and for the purpose expressed in this charter, provided the clear yearly value or income of the real estate shall not exceed twenty thousand dollars.

Third: - The place of the transaction of the business of the Corporation is in the City of Pittsburgh, Allegheny County, Pennsylvania.

Fourth: - The said Corporation is to exist perpetually.

Fifth: - The Subscribers with residences are hereby given with the statement of the fact that the corporation has no Capital Stock, no shares and no income except such as may come to it by gift, grant, bequest, devise, admission fees, assessments per member not exceeding one dollar per month, tuition and lecture fees and such other means of income as are ordinarily adopted and used by beneficial and charitable corporations.

Sixth: - The number of Directors of the corporation is fixed at eleven, to be elected by the National Assembly at its regular meetings.

### **DECREE OF COURT**

In the Court of Common Pleas No. One of Allegheny County, Pa.

In the matter of the incorporation of The National Slavonic Society of the United States of America.

And now, to-wit: This 21st day of December A.D. 1894, the within certificate of incorporation having been on file in the office of the prothonotary of said court since the 17th day of November A.D. 1894, before the day on which publication of notice of intended application was first made, as appears from entry thereon, and due proof of said publication having been therewith presented to me, I do hereby certify that I have perused and examined said instrument and find the same to be in proper form and within the purposes named in the first class of corporations specified in Section 2, of the Act of April 29th, 1874 and that said purpose are lawful and not injurious to the community.

It is therefore ordered and decreed that the said charter be approved and it is hereby approved, and upon the recording of the said charter and its endorsements and this order in the office of the recorder of deeds in and for said county, which is now hereby ordered the subscribers thereto, and their associates, shall thenceforth be a corporation for the purposes and upon the terms and under the name therein stated.

Edwin H. Stowe, President Judge  
(Recorded in Volume 20, at page 483 in the Charter book in the Recorder's office.)

## MERGERS

The Insurance Department of the Commonwealth of Pennsylvania and the State of Connecticut Insurance Department approved the following merger with the National Slovak Society of the USA and the effective date:

The First Slovak Wreath of the Free Eagle, founded in 1896 and domiciled in Stratford, Connecticut. The effective date of the merger: January 1, 1997.

The Insurance Department of the Commonwealth of Pennsylvania approved the following mergers with the National Slovak Society of the USA and their effective dates:

The Presbyterian Beneficial Union, founded in 1902 and domiciled in Burgettstown, Pennsylvania. The effective date of the merger: January 1, 1997.

The Russian Orthodox Catholic Woman's Mutual Aid Society, founded in 1907 and domiciled in Pittsburgh, Pennsylvania. The effective date of the merger: January 1, 1998.

## THE NATIONAL SLOVAK SOCIETY of the UNITED STATES OF AMERICA BYLAWS

**Preamble:** These Bylaws shall constitute the governing rules for The National Slovak Society of the United States of America, a non-profit corporation formed under the laws of the Commonwealth of Pennsylvania by Original Charter filed in the Court of Common Pleas of Allegheny County, Pennsylvania, on December 21, 1894, as duly amended by supplemental filings made with the Pennsylvania Department of State. It is further recognized this organization constitutes a fraternal benefit society, as that term is defined under under the act of May 17, 1921 (P.L. 682, No. 284) known as "The Insurance Company Law of 1921" (40 P.S. §991.2403), as amended.

### **Article 1. Name and Location**

- A. Name - The name of this fraternal benefit society shall be "The National Slovak Society of the United States of America." The short name shall be "National Slovak Society" (hereinafter referred to in these Bylaws as "NSS"). For marketing purposes, the words "NSS Life" and the purpose statement "Family

Matters...” may be used, as well as any other trade names or trademarks as may be adopted.

- B. Location - The principal or home office of NSS shall be located in Washington County, Pennsylvania, with its registered office being at 351 Valley Brook Road, McMurray, PA 15317, or at such other address as may be from time to time be on file with the Pennsylvania Department of State. NSS may establish and maintain for organization purposes regions, assemblies, and circles in communities throughout the United States of America.

## **Article A-1. Definitions**

Unless the context clearly indicates otherwise, the following words and phrases when used in these Bylaws shall have the meanings set forth below:

“Benefit Contract” – Any agreement between NSS and a member providing for benefits.

“Board” – The Board of Directors of NSS.

“Bylaws” – The most recent version of the NSS Bylaws approved by the Department.

“Certificate” – A document issued as written evidence of an existing Benefit Contract.

“Chairperson” – The duly elected chairperson of the Board.

“Code” – The Pennsylvania law applicable to Fraternal Benefit Societies under Article XXIV of The Insurance Company Law of 1921 (P.L. 682, No. 284), (40 P.S. §§991.2401, et seq., as amended).

“Commissioner” – The Commissioner of the Pennsylvania Department of Insurance.

“Department” – The Pennsylvania Department of Insurance.

“Good Standing” – Any member, assembly, or region that has then fulfilled their obligations toward NSS by compliance with the Bylaws and any applicable rules or regulations of NSS, and has not resigned or been suspended from membership, been dissolved, or been suspended/separated from fraternal activities.

“NSS” – The National Slovak Society of the United States of America.

## **Article 2. Organization, Purpose, and Mission Statement**

- A. Organization - NSS is a fraternal benefit society organized, incorporated and operating for the sole benefit of its members and their beneficiaries as a non-profit corporation. NSS operates under a lodge system, uses a representative form of government and conducts its activities in accordance with its charter, these Bylaws, the laws of the Commonwealth of Pennsylvania and those states in which NSS is licensed to do business, and the United States of America pertaining to fraternal benefit societies.
  
- B. Purpose - The purpose of NSS shall be to operate for the benefit of its members and their beneficiaries by:
  - (a) Providing one or more of the following contractual benefits to its members in any form:
    1. Death Benefits.
    2. Endowment Benefits.
    3. Annuity Benefits.
    4. Temporary or Permanent Disability Benefits.
    5. Hospital, Medical or Nursing Benefits.
    6. Such other benefits authorized for insurers licensed to write life, accident, and health insurance in any jurisdiction for which NSS is licensed; and
  
  - (b) Operating for one or more social, intellectual, educational, charitable, benevolent, fraternal, or patriotic purposes for the benefit of its members, which may also be extended to others acquainted with its members. This purpose is intended to include promoting the unification for the common good of individuals being of Slovak and Slavic decent or those individuals having an interest in the history, culture, or customs of the Slovak and Slavic people.
  
- C. Mission Statement - The Mission of NSS is: "To provide our fraternal family with a sustainable measure of financial security via life and annuity products, while offering charitable, cultural, social, and educational opportunities that benefit our members and their communities."

## **Article 3. Membership**

- A. Eligibility - All people of Slovak or Slavic descent and their non-Slavic friends and relatives may become members if they meet the requirements for membership as established by NSS, apply for membership

and are accepted into membership in accordance with rules, procedures, and rituals established by NSS.

- B. Classes of Membership - Adult, Juvenile and Non-Natural Persons
  - 1. Adult Benefit Members - All individuals sixteen (16) years of age or older who are eligible for membership in NSS and who are covered under a Benefit Contract of NSS.
  - 2. Juvenile Benefit Members - All individuals who have not yet attained the age of sixteen (16) who are eligible for membership in NSS, upon application of an adult person, and who are covered under a Benefit Contract of NSS.
  - 3. Non-Natural Persons - Separate legal entities existing and recognized under the law of the applicable jurisdiction (such as trusts, estates, corporations, etc.) that are designated owners of NSS Benefit Contracts or certificates, so long as the authorized individual making application on behalf of the entity would otherwise qualify as an Adult Benefit Member.
  - 4. NSS shall have no social members.
- C. Membership and Voting Rights - Only Adult Benefit Members are eligible to vote in the affairs and business of NSS. Membership is personal to the member and cannot be assigned or transferred. Any member under suspension is disqualified from holding any office in NSS and relinquishes all voting rights.
- D. Suspension/Separation from Membership - Any member may be suspended or separated from all fraternal functions and relationships with NSS for a specified term, up to and including life, for a violation of the Bylaws, rules, regulations, or policies applicable to members then in effect, as well as any criminal laws that could bring disrepute to NSS. Any suspension or separation shall occur pursuant to a decision of the Board after a hearing held to consider any alleged violations or grievances or in the case of an appeal therefrom, by a resolution duly adopted by the Convention. Any such suspension or termination shall have no effect on any Benefit Contract then existing with that member.
- E. Assembly and Circle Membership - NSS shall assign all Adult Benefit Members to a local assembly and Juvenile Benefit Members to a circle of a local assembly.

## **Article 4. Governmental Structure**

- A. Authoritative Structure - NSS shall achieve its stated purpose by way of the following governmental and authoritative structure:
  - 1. The Convention shall be the supreme governing body of NSS with respect to legislative, executive, and judicial matters, but shall elect a board of directors to conduct the business of the Society between Conventions to be held at least every four years.
  - 2. The Board shall be the governing body of NSS between Conventions.
  - 3. Assemblies and their Youth Circles that have been established locally shall remain subordinate to the Convention and the Board and shall abide by these Bylaws and those rules and regulations as may be adopted from time to time by the Convention and/or the Board. Assemblies may adopt local rules and regulations related to their operations and those of their Youth Circles, but only if they comply with these Bylaws and do not conflict with any rules or regulations adopted by the Convention and/or the Board.
  - 4. Regions and a Region-At-Large may be established from time to time by the Board, so that those Assemblies and Youth Circles located within a designated geographic region may operate more effectively as a united body in meeting the mission and purpose of NSS. Regions shall remain subordinate to the Convention and the Board and shall abide by these Bylaws and those rules and regulations as may be adopted from time to time by the Convention and/or the Board. Regions may adopt rules and regulations related to their operations, but only if they comply with these Bylaws and do not conflict with any rules or regulations adopted by the Convention and/or the Board. Regions shall not have any authority to govern the Assemblies or Youth Circles within their assigned territory.

## **Article 5. Convention**

- A. Authority - The Convention shall be the highest legislative, executive, and judicial body of NSS.
- B. Representation and Powers - NSS National/Honorary Officers, Board Members, and Assembly/Region Delegates are eligible to attend the Convention with voice and vote. The Convention shall have the power to:

1. Be the sole judge of the election, qualifications, and constituency of its Delegates.
  2. Possess jurisdiction over the National Officers, the Board, Regions, Assemblies, Youth Circles, and any other subordinate bodies of the Society and to adopt rules and regulations governing each consistent with the Articles of Incorporation and these Bylaws.
  3. Amend the Articles of Incorporation and these Bylaws.
  4. Nominate and elect members to the Board, fix their salaries and establish the amount of bonds for both the Board and the National Officers.
  5. Pass upon the reports and recommendations of the National Officers, the Board, Advisors, and Convention Committees.
  6. Take any other action deemed necessary or prudent for the general welfare of NSS or to carry out its objectives.
- C. Delegates and Voting - A Delegate must be a member for a period of no less than one (1) year prior to the opening of the Convention of either a Region or an Assembly then remaining in good standing. NSS National/Honorary Officers and Board Members shall be Delegates representing NSS at large. Each Delegate shall have voice and one (1) vote on each motion or election presented. No proxy votes are permitted.
- D. Good Standing - An Assembly or Region shall be considered in good standing if it has been in compliance with all directives of the Board and these Bylaws at the opening of the Convention.
- E. Assembly Representation - Each Assembly, in good standing, is eligible to present at the Convention one (1) Delegate for the first seventy-five (75) Adult Benefit Members as of December 31st of the year preceding the Convention. After the first seventy-five (75) Adult Benefit Members, the Assembly is eligible for one (1) Delegate for every multiple of fifty (50) Adult Benefit Members. The maximum number of Delegates from any one Assembly shall be limited to sixteen (16). The designation of alternate Delegates to attend in lieu of a named Delegate unable to attend is permitted. Juvenile Benefit Members are not eligible to be Delegates.

- F. Region Representation - Each Region, in good standing, regardless of size, shall be eligible to present one (1) Delegate.
- G. Notification - Each Assembly and Region shall notify the Society in writing of the election of their Delegate(s), including alternates, no later than ninety (90) days prior to the start of the Convention. Assembly and Region meetings, at which Delegates are to be elected, must be announced in the *National News* to be published by NSS no less than thirty (30) days prior to the scheduled meeting. Any Delegate elected at a meeting held in violation of these announcement requirements or not identified in a timely notice filed with the Society shall be disqualified from serving.
- H. Expenses - The Society shall pay expenses of transportation, site lodging and meals for each Delegate attending the Convention, but subject to any limitations or restrictions established by the Board. The Board shall also establish any fees to be charged for non-delegate members and non-members attending the Convention.
- I. Location, Time, and Frequency - The Board shall determine the location (In Person or Virtual), and dates of the Convention, which must be held at least once every four (4) years.
- J. Quorum and Required Votes - The number of Delegates necessary to constitute a quorum at the Convention, or any session thereof, shall be two-thirds (2/3) of the number of registered Delegates. Once a quorum has been established for any session, business may continue during that session, even if the number of Delegates shall fall below the number required for a quorum. Unless otherwise specifically stated in these Bylaws, all motions brought before the Convention shall be determined by majority vote.
- K. Convention Chairperson and Committees - The Board shall designate the individual to act as Chairperson of the Convention. The Convention shall elect, from the Delegates, two (2) Vice-Chairpersons to assist in conducting sessions. The Board shall also determine the number and nature of any committees deemed necessary to effectively conduct the business of the Convention and shall establish and approve the number of persons to serve and the responsibilities of each committee. The President and Chairperson of the Board shall select the members and Chairperson of each committee, subject to approval of the Board.
- L. Appointed Committees. The following Committees shall be appointed by the President and Chairperson of the Board no later than twenty

(20) days before commencement of the Convention unless an earlier appointment is required by the assigned duties. Each committee shall consist of three (3) Delegates unless otherwise specified. Each committee shall have one (1) Director to serve in an advisory capacity.

1. Committee on Credentials. This committee shall consist of three (3) Delegates, and shall:
  - i. meet at the site of the Convention one (1) day before the opening of the Convention;
  - ii. obtain from the Secretary/Treasurer a list of the duly elected Delegates;
  - iii. receive the credentials of each Delegate arriving at the Convention and require their registration;
  - iv. prepare a report to the Convention containing a list of the duly accredited Delegates and a report of any claim or contest, as to the validity of the credentials of any Delegate with appropriate conclusions and recommendations;
  - v. amend such report as directed by the convention and deliver it, as finally adopted, to the Secretary/Treasurer.
  
2. Committee on Petitions, Grievances, Complaints and Resolutions. This committee shall consist of three (3) Delegates and the Legal Advisor and shall hear all petitions, grievances and complaints from members, Officers, Assemblies, Regions, and Youth Circles that were filed with the Secretary/Treasurer at least fifteen (15) days prior to the Convention. The Secretary/Treasurer shall confirm timely filing by endorsement on each document received and deliver it to the committee, which shall meet at the Convention site. The committee shall investigate each matter brought before it and consider all other evidence presented to it before making a report with its recommendations to the Convention.
  
3. Committee on Budget and Finances. This committee shall consist of four (4) Delegates and two (2) Directors and shall meet before the Convention at the Home Office, but then reconvene at the Convention site. The committee shall:
  - i. obtain from the National Officers all books, records, and documents necessary for the examination of the income and disbursements for the operation and management of NSS;
  - ii. prepare a report to the Convention on the financial condition of NSS with appropriate conclusions and recommendations.
  - iii. prepare and submit for approval by the Convention a

schedule of proposed salaries for the Board based on available financial information.

4. Committee on Constitution and ByLaws. The President, Chair person of the Board and two (2) Directors shall serve on this committee with three (3) Delegates and shall:
  - i. consider any amendments to the NSS Constitution or By laws;
  - ii. report to the Convention its recommendations with respect to each proposed amendment;
  - iii. furnish a copy of its report and recommendations to each Delegate and National Officer at least fifteen (15) days prior to the Convention;
  - iv. meet a least sixty (60) days prior to the Convention at the Home Office and reconvene during the Convention to consider any additional recommendations.
  - v. Any amendment proposed at the Convention shall be referred to the committee. After adjournment of the Convention, the Constitution and Bylaws, as amended and approved by the Pennsylvania Department of Insurance, shall be edited, and published under the supervision of the Board and Legal Advisor for distribution to members of NSS.
  
5. Committee on Officer's Reports. This committee shall consist of three (3) Delegates to meet at the Convention site and shall:
  - i study each Officer's report;
  - ii consider any proposals or recommendations contained there in;
  - iii make a report to the Convention with appropriate conclusions and recommendations.
  
6. Committee on Nominations. This committee shall consist of three (3) Delegates, who shall:
  - i. review the credentials and resumes of those interested in running for the Board that were submitted to the Secretary/ Treasurer at least sixty (60) days prior to the convention.
  - ii. nominate from those individuals submitting a proper and timely request, a slate of all candidates who meet the minimum qualifications then existing without limitation as to the number of candidates seeking a Board position.
  - iii. publish its slate of nominated candidates at least twenty (20) days prior to the Convention.

7. Convention Committees. The President and Chairperson of the Board shall appoint from among the Delegates, the committees hereinafter provided, and the President shall be an ex-officio member of each committee:
  - i. Committee on Litigation and Appeals. This committee is to be named only if there is or has been any legal action threatened or pending against NSS at the time of the Convention, or if any members have submitted a written request to the Secretary/Treasurer at least twenty (20) days prior to the Convention seeking a review or appeal from a decision of the Board issued since the prior Convention. This committee shall:
    1. consist of three (3) Delegates and the Legal Advisor, to review and hear appeals from the decisions of the Board;
    2. prepare a report to the Convention of such appeals with appropriate conclusions and recommendations as to each appeal;
    3. discuss with the Legal Advisor all pending and threatened litigation in which NSS is a party;
    4. prepare a report to the Convention stating its recommendations as to each case.
  - ii. Fraternal Activities Committee. This committee shall meet during the Convention to review all activities previously held and make recommendations for future activities. Three (3) Delegates and the Fraternal Activities Coordinator shall comprise this committee.
  - iii. Committee On Elections. This committee shall consist of six (6) Delegates (none of whom are to be candidates for office) and shall conduct the election, count, and preserve the ballots, and promptly announce results after tabulation. All candidates shall have the right to be personally present or appoint a watcher at the counting of the ballots.
  - iv. Any other committees deemed by the Chairperson of the Convention to be necessary, subject to the approval of the Convention.
- M. Agenda and Convention Rules - The Board shall set the agenda and rules for carrying out the business of the Convention, with both to be subject to approval and amendment by the Convention.
- N. Special Convention - Upon the written request of either two-thirds (2/3) of the members of the Board or a majority of the Assemblies,

a Special Convention shall be held within ninety (90) days of the request. The Chairperson of the Board shall call the Special Convention. Delegates and/or their designated alternates elected to serve as such at the most recent Quadrennial Convention shall represent their respective Assembly or Region at the Special Convention. The Board shall designate the place, time, and agenda, to be published in the *National News* at least thirty (30) days in advance. Only those matters in the published agenda shall be discussed at the Special Convention.

- O. Attendance by Non-Delegate Members - Any member of NSS is permitted to attend any Convention at their own expense and without voice or vote.

## **Article 6. Board of Directors**

- A. Authority - The Board shall be the governing body of NSS between Conventions, as directed by the Code, and shall be subordinate only to the powers of the Convention.
- B. Powers and Duties - Subject to any limitations or restrictions specifically directed by the Convention, or otherwise provided by law, the Articles of Incorporation, or these Bylaws, the Board shall set the principal policies and strategies of the Society, provide oversight of the management and affairs of NSS and perform such other duties entrusted to it by the laws of the Commonwealth of Pennsylvania. These powers shall include, but not necessarily be limited to, the following:
  - 1. To appoint or remove the National Officers of the Society, define their duties, and fix their compensation packages.
  - 2. To acquire, own and utilize any real or personal property, or any interest therein, on behalf of NSS.
  - 3. To sell, convey, mortgage, pledge, lease, exchange or otherwise dispose of all or any part of NSS's property and assets, or any interest therein, wherever situated.
  - 4. To borrow money, issue or incur obligations and secure any obligations by mortgage on or pledge of or security interest in all or any part of NSS's property and assets, or any interest therein.
  - 5. To make contributions and donations.

6. To invest NSS funds, lend money and take and hold real and personal property as security for the repayment of funds so invested or loaned.
  7. To transact NSS business, carry on its operations, have offices, and exercise the powers granted hereby, whether in Pennsylvania or any other jurisdiction, within the United States.
  8. To enter into any obligation appropriate for the transaction of NSS affairs, including contracts or other agreements with its members or third parties.
  9. To have and exercise all of the powers and means appropriate to affect the purpose or purposes for which NSS was created.
  10. To have and exercise all other powers enumerated elsewhere in these Bylaws or otherwise vested by law in NSS.
  11. To delegate any or all of the powers enumerated herein to the National Officers, or other employees or agents of NSS, excepting any delegation of duties prohibited by law.
  12. The Board shall also have the power to award annual monetary stipends up to a maximum amount to be approved at each Quadrennial Convention upon recommendation by the Committee on Budget and Finances to any Director assigned extraordinary responsibilities beyond those normally attributable to a Director, with the amount of the stipend to be commensurate with the additional time and effort required in fulfilling those responsibilities.
- C. Number and Composition - The Board shall consist of nine (9) Directors to be elected at the Convention. All members shall hold office for a term of four (4) years with the term commencing on November 1st following the Convention at which they were elected and ending on October 31st following the next Convention. Every other year, the Board shall elect one of its members to be the Chairperson of the Board for a two (2) year term. The Chairperson shall preside at all meetings of the Board and perform such other duties as may be designated by the Board.
- D. Nomination and Election - Nominations for the Board shall come solely from the slate of candidates presented by the Nominating Committee. Of those nominated, nine (9) Directors shall be elected from the first ballot cast, with the nine (9) candidates receiving the highest number of votes to be elected, regardless of whether the

number of votes for a particular candidate represents a majority of the votes cast. In the event of a tie between any candidates for the last of the nine (9) Director positions (i.e., the lowest vote recipient to be elected), a second ballot shall be cast for the tied candidates only, with the winner of the runoff ballot being the candidate or candidates receiving the highest number of votes.

- E. Qualifications - In order to be eligible for election as a Director, the nominee must be an Adult Benefit Member, in good standing of NSS. The Board then serving at the time of the Convention may establish recommended minimum criteria for prospective Directors, such as educational background and job experience. These criteria shall be based on the complexity and magnitude of the business and affairs of the Society. All such criteria established by the Board will be published in the *National News* at least ninety (90) days prior to the opening of the Convention.
- F. Regular Meetings - The Board shall hold regular meetings at least quarterly.
- G. Special Meetings - Special meetings of the Board shall be held whenever called by the Chairperson of the Board, the President or any five (5) Directors presently in office
- H. Reorganizational Meeting - In the fourth quarter of each year in which a Quadrennial Convention has been held, all newly elected Board members shall meet to reorganize the Board.
- I. Place of Meetings - All meetings of the Board shall be held at NSS's home office unless another place is designated by the Board.
- J. Notice - Notice of any regular meeting shall be announced in the *National News* at least thirty (30) days prior to the scheduled meeting. Notice of a special meeting shall be sent to each Director by regular mail, e-mail, facsimile transmission, or text message at least ten (10) days prior to the meeting.
- K. Quorum - A majority of the Directors then in office shall constitute a quorum to transact all business of NSS. Once a quorum has been established for any meeting, business may continue during that meeting, even if the number of Directors shall fall below the number required for a quorum.
- L. Voting - Unless otherwise specifically stated in these Bylaws, all business brought before the Board shall be determined by majority vote.

- M. Per Diem - When on official business directed by an Executive Officer, the per diem for any Board member shall be \$150 per day, plus hotel and travel expenses.
- N. Policies and Procedures of the Board - The Board may adopt such policies and procedures for the conduct of its meetings and for the management of its affairs as it may deem proper, consistent with applicable law, the Articles of Incorporation, and these Bylaws.
- O. Meeting by Electronic Communication - Meetings of the Board may be conducted through the use of any means of communication by which the participating Directors may simultaneously hear each other during the meeting or by which all communication is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors. Prior to beginning such meeting, Directors shall be informed that a meeting is being conducted at which official business may be transacted. A Director participating in such a meeting is deemed to be present in person at the meeting.
- P. Unanimous Consent Without Meeting - Any action required or permitted at a Directors' meeting may be taken by written action or electronic action signed by all of the Directors eligible to vote. Consent under this provision shall have the same force and effect as a vote of the Directors at a meeting held in person.
- Q. Resignations, Removals and Vacancies - Any Director may resign at any time by giving written notice to the Chairperson of the Board. A Director may be removed from office with cause by an affirmative vote in number equivalent to two-thirds (2/3) of the full Board (regardless of the number of Directors being present) at a meeting of the Board called for that purpose. Any vacancy occurring in the Board shall be filled by the Directors at their next regular meeting, or a special meeting called for that purpose. Any vacancies shall be filled by the Board from the pool of Adult Benefit Members then in good standing and otherwise qualified.
- R. Committees - The Board by duly adopted resolution shall designate Audit, Compensation, and Governance committees. The Board may also create other committees as it deems necessary for the benefit of the Society. Each committee shall consist of at least three (3) individuals comprised of National Officers and/or Directors, who shall serve by appointment of the Board and shall continue to serve for so long as the Board shall determine. Each committee shall have such responsibilities and authority as directed by the Board. A majority of

the members of each committee shall constitute a quorum for the transaction of business. Board committees shall make a report at each meeting of the Board. With the exception of the required Audit, Governance and Compensation committees, any other committees created by the Board may be terminated by the Board at any time. The Board may approve additional compensation for committees which require ongoing duties throughout the year.

- S. Audit Committee - The Audit Committee shall oversee the financial affairs of NSS. Their responsibilities shall include retention of independent auditors to audit NSS's books and to prepare any documents or reports required to be filed on behalf of NSS with the various governmental agencies. This Committee shall also define the respective duties of those individuals responsible for any elements related to NSS's financial affairs and shall coordinate the interrelationship of activity between the Committee, the Board, the National Officers, the controller, the independent auditors, and any other professional consultants retained with respect to financial affairs. A written report describing its activities, together with any recommendations or findings, shall be submitted to the Board on no less than an annual basis.
- T. Compensation Committee - The Compensation Committee shall conduct annual performance reviews of the National Officers and make recommendations to the Board with respect to their compensation and any modifications to their assigned duties. A written report setting forth the results of the performance reviews and any recommendations for modifications to their compensation and/or assigned duties shall be submitted to the Board on at least an annual basis.
- U. Governance Committee – The purpose of the Governance Committee is to provide strategic planning support and oversight to responsibilities associated with Board development matters. The Committee shall be responsible for the establishment and maintenance of independence standards for the Board; adoption of policies designed to assist Board members in conducting their activities in a manner consistent with established legal standards; review of NSS's governing documents and recommendation of changes when appropriate; providing guidance on the identification, formation, charter, membership, and operation of the various standing committees of the Board; establishment of policies and procedures relating to the identification and disclosure of potential and actual conflicts of interest; development of a formal Board education process by which Board members receive education on matters of relevance to their Board responsibilities; and the adoption and management of processes intended to assist the Board in the performance evaluation of the

Board. The Governance Committee shall consist of at least three (3) members of the Board, NSS's Legal Advisor, and either the President or Secretary-Treasurer as an ex-officio member. The chair of the committee will be appointed annually by the Governance Committee. A quorum shall consist of a majority of the Committee's voting members. Any relevant action by the Committee shall be brought before the entire Board for acceptance and recorded in the minutes of the meeting of the Board by the Secretary/-Treasurer of NSS.

- V. Conflict of Interest - It is the policy of NSS to identify and manage conflicts of interest on the part of its Directors, National Officers, and employees that might impair their independence of judgment or influence their decisions or actions with respect to NSS's business. The Board shall by resolution adopt rules for the required disclosures and evaluation of conflicts of interest by Directors, National Officers, employees, and such other persons as the Board may determine. If a conflict is determined to exist for a Director, National Officer, employee or such other person under rules and procedures established by the Board, with respect to a decision under consideration by the Board or committee of the Board, such Director, National Officer or such other person shall not vote on the decision or use personal influence to affect the decision. However, any Director disclosing a conflict of interest may be counted in determining the presence of a quorum. Failure of a Director to comply with the terms of any conflict of interest policy established by the Board shall be cause for removal from office. Directors, Corporate Officers, and employees of any other fraternal benefit society are not eligible to be an Officer, Director, or employee of the NSS.
  
- W. Director Reports - Each Director shall submit to the Board on a biennial basis a written report describing his/her activities as members of the Board for the preceding two years.

## **Article 7. National Officers/Advisors of the Society**

- A. President - The President shall act as the chief executive officer of NSS and, as such, shall be responsible for the daily management of NSS business affairs, public/fraternal relations, and strategic planning for future development. The President must be an Adult Benefit Member in good standing. The President shall be appointed by affirmative vote in number equivalent to two-thirds (2/3) of the full Board (regardless of the number of Directors being present) and shall continue to serve for the initial term hired (but not to exceed a maximum term of four (4) years, unless renewed by the newly seated Board following each Quadrennial Convention), but shall be subject to removal at

any time by an affirmative vote of the Board in the same number as required for appointment. Any removal by the Board shall be subject to the terms of any written employment contract then existing. The President shall attend all meetings (with the exception of the Executive Session unless directed otherwise) of the Board but shall not be considered a member thereof and shall not have a vote on Board matters.

- B. Secretary/Treasurer - The Secretary/Treasurer shall act as the chief financial officer of NSS and, as such, shall be responsible for controlling and recording its finances. The Secretary/Treasurer shall also be responsible to maintain the official records and minutes of NSS. The Secretary/Treasurer must be an Adult Benefit Member in good standing. The Secretary/Treasurer shall be appointed by affirmative vote in the number equivalent to two-thirds (2/3) of the full Board (regardless of the number of Directors being present) and shall serve for the initial term hired (but not to exceed a maximum term of four (4) years unless renewed by the newly seated Board following each Quadrennial Convention), but shall be subject to removal at any time by an affirmative vote of the Board in the same number as required for appointment. Any removal by the Board shall be subject to the terms of any written employment contract then existing. The Secretary/Treasurer shall attend all meetings (with the exception of the Executive Session unless directed otherwise) of the Board but shall not be considered a member thereof and shall not have a vote on Board matters.
- C. Executive Officers - The Executive Officers of NSS shall include the Chairperson of the Board, the President, and the Secretary/Treasurer.
- D. Powers and Duties of Officers - The President and the Secretary/Treasurer are responsible only to the Board and ultimately to the general membership through the elected Board members. The Board shall establish all powers and duties of the President and Secretary/Treasurer. Subject to the control and direction of the Board, all activities, and operations of NSS shall be under the President's supervision and control. Any subordinate officers and all employees shall be under the supervision and direction of the President and Secretary/Treasurer. The Secretary/Treasurer, in consultation with the President shall establish all powers and duties of all officers and employees. The President and the Secretary/Treasurer shall oversee annual performance reviews of all employees and shall establish their salaries accordingly.

- E. Management Team - The management team in the home office shall be the President, Secretary/Treasurer, the Chairperson of the Board, and those office executives selected by the President. The management team shall be chaired by the President and shall meet on an as needed basis.
- F. Vacancy of National Officers - A vacancy in the office of the President or the Secretary/Treasurer by reason of death, resignation, removal, disqualification, or any other cause shall be filled by affirmative vote in number equivalent to two-thirds (2/3) of the full Board (regardless of the number of Directors being present).
- G. Legal Advisor. The Board of Directors shall annually appoint a Legal Advisor, who shall have been a practicing attorney for at least five (5) years.
  - a. The duties are to:
    - i. be an attorney for the National Officers and the Board;
    - ii. attend sessions of the Board when requested, having the privilege of the floor, but no vote, particularly when matters of financial or legal nature are under consideration;
    - iii. prepare, upon request, resolution, and other instruments for the National Officers and the Board;
    - iv. give opinions on matters of law and interpretation of the Constitution and Bylaws of NSS to the National Officers and the Board, and members of NSS;
    - v. prosecute and defend all lawsuits in all courts, in whatever state they may be brought, in which NSS or a National Officer in an official capacity is party; and if the occasion demands, with the assistance of a local lawyer, subject to the approval of the Board;
    - vi. examine and approve as to form and legality all agreements and contracts, insurance policies and official bonds; and
    - vii. to prepare all legal instruments which may be necessary; and to do all other related work and submit a written report at the meetings of the Board and the Convention.
  - b. When litigation or other matters approved by the President and Chairperson of the Board require attendance away from NSS's Home Office, the Legal Advisor shall receive a fee, transportation and living expenses as agreed to with the National Officers and the Board.

- c. In all cases in which disputes between beneficiaries may arise, or conflicting claims be made for payment of benefits under any form of certificate issued by NSS, NSS shall have the right, if it shall see fit to do so, to proceed by way of interpleader, whether by an original bill or in any other manner, and shall discharge itself of all liability for payment of benefits by payment under order of court having jurisdiction thereof at law or in equity to the proper officer thereof such amount as may be due under said certificate.
  - d. The Legal Advisor shall act as the Parliamentarian for all Conventions. Salary shall be on a fee for service basis.
- H. Medical Examiner. The Board shall annually appoint a Medical Examiner, who shall have been a practicing physician for at least five (5) years.
- a. The Medical Examiner shall:
    - i. keep a true and correct account of all applications received and of the action thereon and present a written report to the Board at its meetings and also to the Convention;
    - ii. attend the Convention and Board meetings upon request of the Board;
    - iii. Shall carefully examine all questionable medical applications then forthwith note approval, rejection, or recommendation of same, and immediately forward such application to the Secretary/Treasurer.
  - b. The compensation salary of the Medical Examiner/Advisor shall be on a fee for service basis.

## **Article 8. Assemblies**

- A. Mission and Purpose - NSS shall carry out its mission and purpose as a fraternal benefit society through benefit members organized into geographical Assemblies. Assemblies shall be created and maintained to foster voluntary activity for aiding such lawful social, intellectual, educational, charitable, benevolent, moral, patriotic, cultural, or religious endeavors as the Assembly determines to provide members with the opportunity to take part in the activities of the Assembly or their community.
- B. Duties - To be an "active" Assembly, the Assembly must file and submit to the Secretary/Treasurer annually the following reports:

1. Elected Officers report;
  2. Annual financial reports including the name of Bank, accounts, and authorized signatures;
  3. American Fraternal Alliance Lodge Activity report;
  4. Assembly meeting reports which require a minimum of four (4) meetings and/or fraternal activities annually;
  5. Any other report that may be required in the future by the Board.
- C. In the event of failure by any Assembly to file the requisite reports, the Assembly shall forfeit its right to any monetary benefits granted by NSS and may be subject to being dissolved.  
 Assembly Functions - Each Assembly shall elect Officers at least every other year, hold meetings and carry on its business in accordance with NSS's assembly rules and regulations and by Robert's Rules of Order, latest edition.
- D. Assembly Meetings - Each Assembly will meet a minimum of four (4) times a year. Meetings may be a part of a social or voluntary fraternal activity.
- E. Officers - The Assembly should have a President, Vice President, Recording Secretary, Financial Secretary, Treasurer, Fraternal Director, Elder/Eldress and Trustees. The minimum officers an Assembly shall have is two (2) consisting of a President and Financial Secretary. The other designated offices and the responsibilities thereof may be combined under one or more individuals serving, including the President or Financial Secretary.
- F. Convention and Region Delegates - The Assembly is eligible for one (1) Delegate for the first seventy-five (75) Adult Benefit Members as of December 31st of the year preceding the Convention. After the first seventy-five (75) Adult Benefit Members, the Assembly is eligible for one (1) Delegate for every multiple of fifty (50) Adult Benefit Members. The maximum number of convention Delegates from any Assembly is sixteen (16). Naming of alternate convention Delegates by the Assembly is permitted.
- G. Administration Funding – NSS shall pay annually, to each “active” Assembly, a dollar amount to be determined by the Board, for each member of the Assembly as of December 31.

- H. Assembly Funds - An Assembly may disperse its funds only for the following purposes:
  - 1. Local administration expenses;
  - 2. Donations to local and national fraternal and charitable projects;
  - 3. Donations to support fraternal projects of NSS.  
No Assembly Officer or member shall contribute, distribute or receive Assets of the Assembly that would be in violation of these Bylaws or the laws applicable to nonprofit corporations or organizations within the jurisdiction where the Assembly is domiciled. Any Assembly that merges or dissolves must have approval from the Board prior to dispersing any physical or financial assets of the Assembly.
- I. New, Disbanded or Merged Assembly - A new Assembly may be organized with a minimum of twenty-five (25) eligible members. Once organized, the minimum number of eligible members an Assembly may have is seven (7). All new or merged Assemblies must be approved by the Board
- J. Home Office Assembly - The Board may establish a Home Office Assembly for eligible members that reside in states in which NSS is not licensed to conduct business, or whose Assembly has been disbanded, or who for any reason, choose to be assigned or transferred to the Home Office Assembly. The Home Office Assembly shall abide by all regulations contained in these Bylaws pertaining to Assemblies.
- K. Dissolution, Suspension or Expulsion of an Assembly - The Board shall develop and make available to Assembly Officers procedures for the dissolution, suspension, or expulsion of an Assembly. The decision of the Board in all matters, including the dissolution, suspension or expulsion of an Assembly shall be final.

## **Article 9. Youth Circles**

- A. Determination - The Board shall establish Youth Circles for those Juvenile Benefit Members of an Assembly. All Youth Circles must be affiliated with an Assembly and cannot exist independently. Once a Juvenile Benefit Member attains the age of sixteen (16), the Home Office shall transfer that person into the appropriate Assembly.
- B. Mission - Youth Circles shall exist to achieve the mission and purpose of NSS and the Assembly to which they belong.

- C. Officers and Meetings - Each Youth Circle shall be directed and guided by the Fraternal Director or Elder/Eldress of the Assembly to which it belongs. The Youth Circle should meet a minimum of two (2) times a year.
- D. Organization - Seven (7) Juvenile Benefit Members shall be required to establish a Youth Circle. Once a Youth Circle is established, it shall continue to exist as Juvenile Benefit Members are always being added or removed.
- E. Convention - The Board may determine that a youth convention be held in conjunction with the regular Quadrennial Convention. The oversight of any youth convention shall be the responsibility of the Secretary/Treasurer and the Fraternal Department of NSS.
- F. Delegates - Regions should encourage Youth Circle members to attend their meetings and activities. Youth Circles should send representatives to any youth convention being held with financial assistance from their respective Assembly being encouraged. As Juvenile Benefit Members, Youth Circle members are not eligible to vote at any meeting of the Assembly, Region or NSS.
- G. Authority - No Youth Circle shall adopt any rule that is in conflict with these Bylaws. The Assembly shall have the final authority in all matters regarding their Youth Circle.

## **Article 10. Regions**

- A. Mission and Purpose - Assemblies and their Youth Circles shall be allocated into geographical regions, so that as one large, united body they may function more effectively in meeting the mission and purpose of NSS.
- B. Geographical Determination - The Board shall determine the geographical boundaries of each Region and the Assemblies and Circles residing therein. A Region must have more than one (1) Assembly in their geographical area to exist.
- C. Region-At-Large - Due to geographical location those Assemblies that are not eligible to be in their own Region shall be designated by the Board of Directors to be in a Region-At-Large. This Region-At-Large does not elect Region Officers or hold regular meetings.
- D. Region Delegates - No Assembly shall have more than five (5) representative delegates participate in a meeting of the Region, which

shall include the Assembly President, Fraternal Director, and Elder of its Youth Circle, if those positions are filled and capable of attending. The remaining representative delegates necessary to meet the quota of five (5) shall be elected by members of the Assembly.

- E. Convention Delegate - Each Region, with the exception of the Region- At-Large, shall be permitted to have one (1) Delegate participate in any regular or special Convention of NSS. Any meeting of the Region being held to elect a Convention Delegate shall be announced in the *National News* at least thirty (30) days prior to the meeting.
- F. Region Officers - Each Region shall elect a President, Vice-President, Financial Secretary, Recording Secretary, Treasurer, Fraternal Director, and Trustees at least every other year. The region may elect other officers it deems necessary to carry out the mission and purpose of the Region and NSS.
- G. Meetings - The Region shall meet a minimum of two (2) times a year.
- H. Administrative Funding - NSS shall pay annually a dollar amount to be determined by the Board, based on the number of members of an “active” Assembly in a Region, as of December 31st. Funding will not be provided to the Region-At-Large.
- I. Authority – Roberts Rules of Order, latest edition, shall govern all meetings. No Region shall adopt any rule or regulation that is in conflict with these Bylaws. The Board shall have final authority over the decisions of the Region.

## **Article 11. Benefit Certificates**

- A. Fraternal Contract
  - 1. Contract Form - The application, certificate of insurance, including any attached riders, or endorsements, evidence of insurability signed by the applicant (if any) and the NSS Bylaws and Articles of Incorporation shall collectively constitute the agreement or contract between the benefit member, the certificate owner, and NSS. All members, certificate owners and beneficiaries shall be held to consent to and shall be bound by any subsequent changes to the NSS Bylaws and Articles of Incorporation.

2. Certificate Versus Membership Rights - Privileges of certificate ownership shall not extend to membership rights, which are personal to the member, such as the right to vote, to hold office in NSS, and to exercise all other privileges of membership in NSS, which are not related to the control of the insurance certificate between NSS and the certificate owner.
3. Benefit Certificate Issuance - Upon being admitted to benefit membership, each benefit member shall be issued either a benefit certificate by NSS or an insurance policy issued by an insurer for whom NSS acts as either agent or agency. NSS may issue benefit certificates on the lives of minors.
4. Missing Member - No length of time or duration of absence or disappearance of a member shall entitle the beneficiaries or heirs to receive payment of the benefit without actual proof of the death of the member; provided however, that said benefit shall be payable upon receipt by NSS of a formal decree issued by a court of competent jurisdiction declaring the member to be deceased.
5. Deceased Beneficiary - If the beneficiary designated in a certificate dies prior to the member's death, or if the beneficiary designation is void for any reason, the amount payable to such deceased beneficiary shall be payable in equal shares to the surviving beneficiaries designated by name in the certificate. Unless otherwise required by applicable law, if no designated beneficiary survives the member, the amount payable on account of the member's death shall be paid to the Estate of the deceased member as outlined in the contract.

If NSS receives no claim from a qualified person within one year and eleven months from the date that NSS establishes, from its records, that funds became due and payable, or if the proper claimant cannot be located within the same period, the funds will be escheated to the appropriate State.

- a) Minor Beneficiary - If a beneficiary is not of legal age, NSS will require proof of court appointed legal guardianship to pay all or part of the benefit directly to the guardian on behalf of the minor. Individual state requirements regarding minors may vary and would prevail, as required. Otherwise, the benefit will remain with NSS until the minor reaches the age of majority in their state of residence.

- b) Contingent Owner on Life Certificate - If the insured is not the certificate owner and the certificate owner dies prior to the insured's death, absent anything to the contrary in the certificate, the insured shall become the owner of the certificate upon the certificate owner's death. If under a certificate's default contingent ownership provisions, the certificate owner's estate is to become owner of the certificate and no probate or small estate proceedings are initiated within nine months of the certificate owner's death, the insured shall become the owner of the certificate.
- 6. Retained Insurance Coverage - Notwithstanding any other provisions which may be contained in these Bylaws, any benefit member suspended or expelled from NSS for any cause (excepting non-payment of premiums or for material misrepresentations in the application for benefit membership within the applicable period of contestability) shall have the privilege of maintaining the benefit certificate in force by continuing payment of required premiums.
- 7. Maintenance of Solvency - If NSS's reserves should become impaired, the Board may require that there shall be paid, by each benefit member, to NSS, the amount of the member's equitable proportion of such deficiency as determined by the Board. If the payment is not made in full, it shall stand as indebtedness against the insurance certificate and draw interest at the rate of five (5%) percent annum; provided, however, that there shall be no personal liability for such extra payment except to the extent of any equity or reserve associated with the certificate.
- 8. Taxation - If any jurisdiction requires NSS to pay a tax, license fee, or other charge based on premiums paid by any certificate owner, the Board is authorized to add to the premium, otherwise payable under these Bylaws or the insurance certificates by such owner, such portion of the total tax, license fee or other charge as NSS is required to pay on account of the premiums paid by the owner. All subsequent payments required by such owners are declared to be the regular premium increased by the additional amounts.

## **Article 12. Indemnification of Officers, Directors, and Employees**

- A. NSS, to the extent permitted by law, shall indemnify and hold harmless each National Officer, Director or employee serving NSS. NSS shall maintain insurance covering all National Officers, Direc-

tors, and employees against liability for acts or omissions in the performance of their duties as determined by the resolutions of the Board.

### **Article 13. Fidelity Bonds for Officers, Directors, and Employees**

- A. NSS shall maintain fidelity bonds on the National Officers, Directors and employees as determined by resolution of the Board.

### **Article 14. Official Publications**

- A. The official publication of NSS shall be the *National News*, which is to be published monthly. The *National News* shall be provided to the household of all members of NSS. A youth magazine, the Youth Circle, shall be published quarterly and incorporated in the monthly publication.
- B. The Year In Review may be published annually and mailed to the household of all members of NSS. An Almanac may be published every four (4) years. Any meeting notice; report or statement required by law, including the annual report; and amendments to the Bylaws or Articles of Incorporation shall be published in the *National News*, with that publication to constitute official notice to all members as if notice had been personally delivered. The Editor shall be appointed by the President with approval by the Board. The Board shall approve any editorial content of the above publications, in writing, directed to the Editor.

### **Article 15. Dispute Resolution**

- A. Purpose - The purpose of these provisions is to prescribe the exclusive means to resolve grievances, complaints, or disputes between members, certificate owners or beneficiaries and NSS or its Officers, Directors, employees, or agents. The procedures set forth are meant to provide prompt, fair and efficient opportunities for dispute resolution, consistent with the fraternal nature of NSS, without delay and expense of formal legal proceedings.
- B. Scope - This Article is intended to apply to all past, current, and future benefit certificates, members, certificate owners, beneficiaries and NSS. It applies to all claims, actions, disputes, and grievances of any kind whatsoever. It includes, but is not limited to, claims based on breach of benefit certificate, as well as claims based on fraud, misrepresentation, violation of statute, discrimination, denial of civil rights, conspiracy, defamation, and infliction of distress, against

NSS or its Officers, Directors, employees or agents. To the extent permitted by applicable law, this Article applies to all claims, actions, disputes, and grievances brought by NSS against members, certificate owners or beneficiaries. In the event that a court or arbitrator of competent jurisdiction deems any party or claim, in a dispute, not subject to these provisions, this Article shall remain in full force and effect as to any remaining parties or claims involved in such dispute. This Article shall not apply to any claims or disputes related to interpleaded actions to determine the proper owner, beneficiary, or payee.

- C. Procedures - No lawsuits or any actions may be brought for any claims or disputes covered by this Article. The following are the procedures for presenting and resolving disputes:
  - i. Anyone asserting a grievance or complaint shall submit a written report to the President outlining in detail the nature of the grievance/complaint and identifying any other parties involved.
  - ii. Within a period of 30 days, the President shall assign the matter to a designated reviewer, who shall consider all evidence from all sides, and render a written decision.
  - iii. Any person affected by the decision shall have the right to file an appeal to the Board at the next scheduled Board meeting.
  - iv. Mediation - If the appeal process does not result in a mutually satisfactory resolution, either party shall have the right of mediation to be conducted in accordance with the applicable mediation rules of the American Arbitration Association (or the rules of another neutral organization agreed upon by both parties).
  
- D. Arbitration - If mediation does not result in a mutually satisfactory resolution, the matter will be resolved by binding arbitration in accordance with the applicable arbitration rules as prescribed by the American Arbitration Association (or the rules of another neutral organization agreed upon by both parties) as applicable to the type of matter in dispute. The arbitration shall be administered by a neutral organization agreed upon by both parties. The decision of the arbitrator shall be final and binding, subject to only the right to appeal such decision as provided in the arbitration rules and applicable law. The member, certificate owner or beneficiary shall have the right to be represented by legal counsel of their choosing at any time at their own expense. If an issue in dispute is subject to law that prohibits parties from agreeing to submit future disputes to binding arbitration, arbitration results shall be non-binding, unless the parties agree to binding arbitration after the claim or dispute has arisen. NSS will take reasonable measures to assure that the dispute resolution process proceeds promptly.

Costs - The administrative costs for the mediation and/or arbitration (including fees and expenses of mediators or arbitrators, filing fees, reasonable and necessary court reporting fees) shall be paid by NSS. Provided, however, unless awarded otherwise below, each party shall bear its own attorney's fees, expert fees, and discovery costs.

- E. Restriction of Joinder of Disputes - The procedures of this Article are designed to afford individual members, certificate owners, beneficiaries and NSS a prompt, fair and efficient means of resolving individual disputes. Accordingly, no dispute may be brought forward in a representative group or on behalf of or against any "class" of persons. The disputes of multiple members, certificate owners or beneficiaries (other than immediately family) may not be joined together for purposes of these procedures without the express written consent of both (i) all members, certificate owners and beneficiaries affected and (ii) NSS. The restriction on joinder of disputes contained in this paragraph is a condition upon which the agreement to arbitrate contained in this Article depends. Thus, should a court or arbitrator of competent jurisdiction deem the restriction on joinder of disputes contained in this paragraph unenforceable or otherwise void, there shall be no obligation on either party to arbitrate.
  
- F. Remedies - This paragraph applies to any claim or dispute resolved through binding arbitration, as provided above, and it applies to any action in a court of law in the event that a court or arbitrator of competent jurisdiction deems any party or claim in dispute not subject to binding arbitration. Except as expressly limited in this paragraph, the parties to a dispute may be awarded any or all damages or other relief allowed for the claim in dispute by applicable federal or state law, and shall include reasonable attorney's fees and expenses, if permitted and deemed appropriate under applicable law. Exemplary or punitive damages may be awarded for claims arising under applicable federal or state statute(s) to the extent permitted under the applicable statute(s) or, for claims arising under the common law, exemplary or punitive damages may be awarded, but shall not exceed three times the amount of compensatory damage. In the event that any court or arbitrator of competent jurisdiction deems the foregoing limitation on common law exemplary or punitive damages to be unenforceable or otherwise void under applicable law, the remaining portions of this paragraph shall remain in full force and effect.

## **Article 16. Fiscal Year**

- A. NSS's fiscal year shall be the calendar year.

## **Article 17. Amendment of Bylaws & Articles of Incorporation**

- A. Amendment by Convention - The Board shall adopt a process for the submission of any amendments to the Bylaws or Articles of Incorporation. Subject to the mandates of any applicable law, the Bylaws or Articles of Incorporation may be amended in whole or in part during any Convention of NSS called for that purpose. The number of votes required to repeal or amend the Bylaws or charter shall be by a majority of all delegates present. The Department must approve all changes to the Bylaws or charter before they become effective.
- B. Amendment by Board of Directors - The Board shall have the power to amend the Bylaws or Articles of Incorporation without approval of the Convention or referendum when necessary to bring them into compliance with any statutory mandates or requirements. All such changes shall be reported to the membership by publication in the *National News*.
- C. Amendment by Referendum - Should it become necessary due to changed circumstances or matters of urgency to consider amendments of the Bylaws or Articles of Incorporation between Conventions, the Board is authorized, by a two-thirds (2/3) vote to conduct a vote by referendum. The referendum shall be by majority vote of the Delegates registered at the most recent Convention, but with the right of any Assembly or Region to appoint substitute Delegates for the referendum in the event any of their Delegates at the most recent Convention are no longer available. Voting may be conducted by mail. The Board may adopt additional procedures related to the referendum process.

## **Article 18. Robert's Rules of Order**

- A. All matters of parliamentary procedure not covered in these Bylaws shall be decided according to the latest revised edition of Roberts Rules of Order.

## **Article 19. Dissolution**

- A. If NSS be dissolved, all legal demands, such as benefits, and indebtedness shall be paid out of its treasury and the balance shall be distributed among the members that belong to NSS in proportion to the accumulated reserve value of their respective membership certificates.

**Article 20. Solvency**

- A. Anything stated in these Bylaws to the contrary notwithstanding, if at any time NSS has an “authorized control level event” (as defined in 40 P.S. §221.1-A) and is declared by the Commissioner to be in a financially “hazardous condition” pursuant to 40 P.S. §991.2428 (a), NSS shall then be subject to all remedial actions available under 40 P.S. §991.2428 (b), including the transfer of assets and liabilities and suspending any provisions requiring notice to members or approval of the supreme governing body with respect to the transfer of NSS’s certificates.

**CERTIFICATION**

We, the undersigned members of the Committee on Constitution and Bylaws appointed by Joseph Stefka Jr., President/CEO and Robert F. Katricak, Chairman of the Board of the National Slovak Society prior to the 38th Regular Convention of NSS, to amend NSS’s Code of Constitution and Bylaws; do hereby certify that the foregoing Constitution and Bylaws of the Society attached to this certificate are the Constitution and Bylaws prescribed for the government of the National Assembly, Regions, Assemblies, and Circles of NSS, as amended at the 38th Regular Convention of NSS held in Hershey, PA, on June 26th to June 28th, 2022. and that said Constitution and Bylaws were regularly and legally amended and said amendments shall be in force and effect on and after November 1, 2022.

IN WITNESS WHEREOF, we have hereunto set our hand this 1st day of November 2022.

- Joseph Stefka Jr., President & CEO
- Robert F. Katricak, Chairman of the Board
- Susan Ondrejco, Director
- Abigail Gross, Director
- Lyle Grover, Member
- Keith Kucherawy, Member
- Luke Webb, Member

## ASSEMBLY & REGION RITUALS

For the use of Subordinate Regions and Assemblies of the National Slovak Society of the U.S.A.

### Opening Ritual

Presiding Officer: I call this meeting of Assembly (Region) to order. Let us bow our heads in prayer.

The Opening Prayer: O Lord, Spiritual Father of our Assembly (Region) and our whole fraternal family in the National Slovak Society. With sincere reverence we seek Your blessings upon us at this, the beginning of our Assembly (Region) meeting. May the peace of Your Spirit be with us. Guide all our deliberations. We ask that all we do here may be to Your glory and result in fraternal good to ourselves, our fellow members and all in the fraternal benefit system. Give us grace so that we may be able to bear with cheerfulness all the duties of life; and when life's labors are ended give us each a place on high in Heaven with You. This we pray in the Name of the Father, Son, and Holy Spirit. Amen.

Presiding Officer: I now welcome each and every one of you and declare this Assembly (Region) meeting open for the transaction of such business as may properly come before it.

### Closing Ritual

Presiding Officer: Any additional items to be brought for consideration before this Assembly (Region)? (If none.) Since there is no other business to be brought to this Assembly (Region); I call for a motion to adjourn? Is there a second? All in favor say, aye. Opposed, likewise. I declare this meeting closed. Let true brotherhood and harmony continue to be our guiding light in our endeavors on behalf of our Assembly (Region) and the National Slovak Society.

The Closing Prayer: O Lord, our Master. Now give Your blessings upon all we have confirmed in this meeting. Continue, we pray You, to bless the work of our hands and direct us in all our fraternal endeavors. Bless and renew, we ask You this Assembly (Region) and every other Assembly (Region) and every member in our National Slovak Society. Empower us to do only good in this world. Be with us while we are separated from each other. Protect us on our homeward journeys. Be with us when we come here again and may all that we do be done to Your glory. All this we pray in the Name of the Father, Son, and Holy Spirit. Amen.

## Assembly (Region) Officer's Oath Of Office

"I, (name) in the presence of these brethren as witnesses, do solemnly and sincerely promise and swear, that I will faithfully perform the duties of the office of to which I have been elected; and I promise to obey and enforce the Constitution and Bylaws of the National Slovak Society, the enactments of its Conventions, and the mandates of its National Assembly. To the faithful performance of this obligation, I call upon these, my brethren, to witness my sincerity and truth, so help me God."

## New Member Oath

"I, (name) do solemnly swear, in the presence of Almighty God, that I will practice the gospel of true fraternalism; that I will always do honor to the Society, and never do anything to bring shame upon it; that I will always obey the Constitution and Bylaws of the Society, the enactments of its Conventions, and the mandates of its National Assembly, to the best of my ability. So help me God."

## Funeral Service For A Departed Member

The funeral ceremony may be performed at the funeral home; at the church, or at the cemetery, wherever permitted; as may be desirable or convenient.

At the proper time, the officiating assembly (region) member will say the following:

We, the members of Assembly (Region) No. of the National Slovak Society of the United States of America, are gathered to pay our last tribute to our departed (brother/sister) who by the providence of Almighty God has been called to their eternal rest.

As we listen to the words of the Psalmist, let us have a firm faith and belief in the goodness and wisdom of a loving God who guides and protects of our lives with the promise of eternal life.

"God is our refuge and strength, a very present help in time of trouble. Therefore, we will not fear though the earth be moved, and though the mountains be toppled into the depths of the sea; though its waters rage and foam, and though the mountains tremble in its tumult. The Lord of hosts is with us; the God of Jacob is our stronghold.

There is a river whose streams make glad the city of God, the holy habitations of the Most High. God is in the midst of her; she shall not be overthrown; God shall help her at the break of day. The Lord of hosts is with us; the God

of Jacob is our refuge.

Come now and look upon the works of the Lord, what awesome things he has done on earth. It is he who makes war to cease in all the world; he breaks the bow and shatters the spear and burns the shields with fire. Be still and know that I am God; I will be exalted among the nations; I will be exalted in the earth. The Lord of hosts is with us; the God of Jacob is our stronghold.”

Let us pray,

‘O God, your days are without end and your mercies cannot be counted. We remember before you today our (brother/sister) \_\_\_\_\_. We give you heartfelt thanks for the grace you have given to this your servant who now rests from (his/her) labors. Make us aware of the shortness and uncertainty of human life, and let your Holy Spirit lead us in holiness and righteousness all the days of our lives; so that when we have served you in our generation, we may be gathered to our ancestors, having the testimony of a good conscience, in the communion of your Church, in the confidence of a certain faith, in the comfort of a holy hope, in favor with you, our God, and in the peace with all humanity; through Jesus Christ our Lord.” Amen.

### A Memorial Service of Remembrance

A Memorial Service should be held once a year by an Assembly if any members have died. For the service use at the Assembly, Region, or National level; a small table, covered with a white cloth upon which a Bible, which lies open is placed.

Presiding Officer: We open this Service of Remembrance to pay our tribute of love and respect to those members who are no longer with us. I call upon \_\_\_\_\_ to lead us in prayer.

“O God, the generations rise and pass away before you. You are the strength of those who labor; you are the rest of the blessed dead. We rejoice in the company of your saints. We remember all who have lived by faith, all who have peacefully died, and especially those who we name before you (names of deceased members are read). Give us in time our portion with those who have trusted in you and have tried to do your holy will. To your name, with the Church on earth and the Church in heaven, we give you all honor and glory, now and forever.” Amen.

Presiding Officer: Let us listen to a memorial for our faithfully departed brothers and sisters given by \_\_\_\_\_.

Memorial: The preacher of the Book of Ecclesiastes proclaimed that there is an appointed time for everything, and a right time for everything we want to do under the sun; “A time to give birth and a time to die; a time to plant and

a time to tear out what is planted; a time to kill and a time to heal, a time to wreck and a time to build; a time to cry and a time to laugh; a time to mourn and a time to dance.”

Now is the time to remember that death is our common heritage and though it brings to us sad memories and tears, we should also remember that it is through those same memories that they live on in our hearts. They were known personally to many of us, fraternally to us all, and we loved them. They have passed through the gate of death to new life in victory with our Lord and Savior, Jesus Christ.

Saint Paul said to the Christian in Rome, “None of us lives to himself and none of us dies to himself. If we live, we live to the Lord and if we die, we die to the Lord; so then, whether we live or whether we die, we are the Lord’s.”

Presiding Officer: We are assembled here to pay one more tribute to those loved ones who were once with us but are now a precious memory. Out of our lives and out of our Society they have gone. Here in our midst we will raise to them an Altar of Remembrance, and upon it we will lay our tributes of respect and love.

(The Presiding Officer will then read slowly the names of the departed members and as each is read aloud, a member or officer may place a rose upon the Altar. The member or officer delivering the rose may be accompanied by an officer or member carrying a lit candle.)

Presiding Officer: Let us pray: God of all grace, you sent your Son, our Savior Jesus Christ, to bring life and immortality to light. We give you thanks because by his death Jesus destroyed the power of death and by his resurrection has opened the kingdom of heaven to all believers. Make us certain that because he lives, we shall live also, and that neither death nor life, nor things present nor things to come shall be able to separate us from your love which is in Christ Jesus our Lord, who lives and reigns with you and the Holy Spirit, one God, now and forever. Amen.

Presiding Officer: This brings to a close this remembrance service. Let us go in peace.

All: Thanks be to God!



