



# Constitution and Bylaws

As Amended and Restated  
January 2016

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**CONSTITUTION  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

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**Article I.  
NAME**

The name of the corporation shall be Catholic United Financial (hereinafter referred to as “Association”).

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**Article II.  
PURPOSE**

The Association exists as a non-profit fraternal benefit society as defined by Minnesota state statutes. Its purposes are to:

- promote fraternalism and charity among its Members through a lodge system and a representative form of government;
- provide its Members with insurance, annuity or other statutorily permitted benefits that will contribute to the financial well-being of each Member and their family;
- support the Roman Catholic Church in extending the faith, especially by promoting and encouraging Catholic schools, religious education, and vocations to the priesthood and religious life; and
- strive to be a good employer and contributing member of our community.

**Article III.  
MEMBERSHIP**

The Association is organized and shall be carried on solely for the mutual benefit of its Members and their beneficiaries, and not for profit. Its membership shall be confined to persons who are members of the Roman Catholic Church and the non-Catholic spouses, children and grandchildren of persons who are duly qualified Members of the Association at the time of admission of such non-Catholic spouse, child or grandchild; provided that the membership of such non-Catholic spouses, children and grandchildren shall be designated as limited membership having only such privileges as are specified in the Bylaws of the Association. In addition, limited membership shall be extended to non-Catholic employees of the Association or their spouse or children who purchase a product from the Association. Any non-Catholics acquired through merger or acquisition would be considered a Limited Member as defined by Section 36 of the Bylaws. The qualifications for membership in the Association and the terms of admission to membership shall be such as may be prescribed by the Constitution and Bylaws of the Association. No person shall be admitted to membership if they are less than 16 years of age, but this limitation shall not prohibit the making or provisions for the payment of benefits upon the lives of persons below the age of 16 years.

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**Article IV.**  
**LOCAL COUNCILS AND PARISH VOLUNTEER TEAMS**

The Association shall have a branch system and a representative form of government. The branch system of the Association shall consist of subordinate branches, which shall be known as Local Councils and Parish Volunteer Teams, into which Members shall be admitted in accordance with the Constitution and Bylaws of the Association. Local Councils and Parish Volunteer Teams shall be required to hold regular or stated meetings at such intervals as may be prescribed by the Constitution and Bylaws of the Association, provided that in any event such meetings shall be held at least once every three months.

**Article V.**  
**SUPREME EXECUTIVE BODY**

There shall be a supreme executive body, which shall be known as the Board of Directors. It shall consist of the President and Chair of the Board, the Senior Vice President and Secretary/Treasurer of the Association and seven additional Members of the Association elected by the Delegate Convention. Elections shall be for such term as may be prescribed by the Bylaws of the Association. The members of the Board of Directors shall annually elect a Lead Director from among the Board members.

**Article VI.**  
**SUPREME GOVERNING BODY**

There shall be a supreme governing body known as the Delegate Convention composed of the Spiritual Director, the members of the Board of Directors, the Committee on Constitution and Bylaws, and the delegates elected by each Local Council or Parish Volunteer Team. The delegates elected by each Local Council or Parish Volunteer Team shall constitute a majority in number of the governing body and shall have not less than two-thirds of the votes and not less than the votes required to amend the Constitution and Bylaws of the Association. The governing body shall meet at such times and places as may be fixed in the Bylaws of the Association, but at least once every four years.

**Article VII.**  
**ASSESSMENTS**

The funds from which benefits shall be paid and the funds from which the expenses of the Association shall be defrayed shall be derived from periodical payments by the Members and from accretions of such funds. If the regular periodical payments are insufficient to pay all matured claims in full and to provide for the creation and maintenance of such funds as may be required by law or the Constitution and Bylaws of the Association, then extra assessments or other payments may be levied upon the Members in the manner provided by law to meet the deficiency.

93 **Article VIII.**  
94 **MANAGEMENT OF FUNDS**  
95

96 All funds of the Association shall be under the control of the Board of Directors and shall  
97 be held, handled, managed, invested and disbursed as provided by law and prescribed by the  
98 Constitution and Bylaws of the Association. All reserve, surplus and contingency funds shall be  
99 held, invested and disbursed for the use and benefit of the Association and no Member or  
100 beneficiary shall have or acquire any individual rights therein or be entitled to an apportionment  
101 or the surrender of any part thereof, except as provided in the benefits contract.  
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103 **Article IX.**  
104 **LOCATION OF PRINCIPAL OFFICE**  
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106 The principal office of the Association shall be located at 3499 Lexington Avenue North,  
107 Arden Hills, Minnesota, 55126. The meetings of its supreme governing body may be held in any  
108 state, district, province, or territory where the society has at least one Local Council or Parish  
109 Volunteer Team, or in any other location as determined by the supreme governing body, and all  
110 business transacted at the meetings shall be as valid in all respects as if the meetings were held in  
111 the State of Minnesota. The minutes of the proceedings of the supreme governing body and of the  
112 Board of Directors shall be in English.  
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114 **Article X.**  
115 **WRITTEN ACTION BY THE BOARD OF DIRECTORS**  
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117 Any action required or permitted to be taken by the Board of Directors may be taken by written  
118 action signed by two-thirds of the members of the Board of Directors, except as to those matters  
119 that require Member approval, in which case the written action must be signed by all Directors. In  
120 undertaking any written action, reasonable efforts must be taken to notify all Directors of its text  
121 and effective date prior to the time required for its completion.  
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123 **Article XI.**  
124 **LIMITATION OF DIRECTOR LIABILITY**  
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126 A Director of the corporation shall not be personally liable to the Association, Members or  
127 delegates for monetary damages for breach of fiduciary duty as a Director. The foregoing shall not  
128 be deemed to eliminate the liability of a Director (1) for any breach of the Director's duty of loyalty  
129 to the Association or its Members; (2) for acts or omissions not in good faith or that involve  
130 intentional misconduct or a knowing violation of law; (3) for any transaction from which the  
131 Director derived an improper personal benefit; or (4) for any act or omission occurring prior to the  
132 date when the provision eliminating or limiting liability becomes effective. Any repeal or  
133 modification of this section shall not adversely affect any right or protection of a Director existing at  
134 the time of such repeal or modification.  
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**BYLAWS  
OF CATHOLIC UNITED FINANCIAL  
AS ADOPTED BY THE 2015 DELEGATE CONVENTION**

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**DELEGATE CONVENTIONS**

145 **1** Delegate Conventions shall be held annually on the dates fixed by the Board  
146 of Directors at the place designated by the last preceding annual Delegate  
147 Convention. On or before January 10 of each year, the Board of Directors shall fix  
148 the starting date of the next annual convention not earlier than August 1 and not  
149 later than September 30.

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151 **2** Special conventions shall be called by the President and Chair of the Board  
152 on the written request of two-thirds of the members of the Board of Directors or on  
153 a petition signed by a majority of the delegates qualified to vote at the last preceding  
154 convention, provided that all such petitioning delegates are in good standing in their  
155 respective Local Councils or Parish Volunteer Teams at the time of making such  
156 petition. The business to be transacted at any special convention shall be stated in  
157 the written request or petition and shall be specified in the call which shall be  
158 published in the Official Publication of the Association at least four weeks prior to  
159 such convention and no other business shall be entertained. The call shall also  
160 specify the date, time and place of the special convention, which place shall be  
161 designated by the Board of Directors.

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163 **3** Each Local Council or Parish Volunteer Team shall be entitled to one  
164 delegate to each Delegate Convention for every 125 Members or major fraction  
165 thereof in good standing on the first day of June preceding the convention provided  
166 that each Local Council or Parish Volunteer Team having less than 125 Members  
167 shall be entitled to one delegate.

168  
169 Convention delegates shall be elected by each Local Council or Parish  
170 Volunteer Team at its last regular meeting preceding July 1 of each year. Any  
171 Member in good standing except a Limited Member may be elected as a delegate.  
172 An equal number of alternates shall be elected at the same time to serve in the place  
173 of those delegates who cannot attend the convention. The names of the elected  
174 delegates and alternates shall be forwarded by the Fraternal Secretary to the Senior  
175 Vice President and Secretary/Treasurer of the Association on or before July 1. Each  
176 such delegate, or alternate, shall thereupon be an accredited delegate for all  
177 conventions held before July 1 of the succeeding year.

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179 **4** The delegates to the Delegate Convention shall present themselves at the  
180 time and place designated in the call for the convention and after the convention  
181 shall have been called to order shall present their credentials to the Committee on  
182 Credentials which shall pass thereon. All delegates present, who shall have had  
183 their credentials passed upon favorably, shall be entitled to a seat in the convention

184 after taking the following pledge: "I do hereby solemnly promise on my honor as  
185 a Catholic that I will respect and uphold the Constitution and Bylaws of Catholic  
186 United Financial, and be loyal to and recognize this Convention as the supreme  
187 authority of the Association."  
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189 **5** Delegate Conventions shall be opened at the time specified in the call of the  
190 convention, and if a quorum be present, shall proceed to business. Two-thirds of  
191 the accredited delegates shall constitute a quorum. In the absence of a quorum a  
192 majority of the accredited delegates present may recess the convention from time  
193 to time until a quorum is present. A convention shall be adjourned during any  
194 period while a quorum is not present.  
195

196 **6** The following shall be the order of business at annual Delegate  
197 Conventions.  
198

- 199 1. Opening Prayer.
- 200 2. Appointment and preliminary report of Credentials Committee.
- 201 3. Pledge and seating of delegates.
- 202 4. Adoption of rules for the convention.
- 203 5. Confirmation of committee appointments.
- 204 6. Approval of minutes of last convention.
- 205 7. Reception of petitions and communications and reference of  
206 same to proper committees.
- 207 8. Reports of Officers.
- 208 9. Nomination of Directors and Nominating Committee.
- 209 10. Final report of Credentials Committee.
- 210 11. Report of Constitution and Bylaws Committee and consideration of  
211 proposed amendments to the Constitution and Bylaws.
- 212 12. Election of Directors and Nominating Committee.
- 213 13. Reports of other committees.
- 214 14. Unfinished business.
- 215 15. New Business.
- 216 16. Adjournment.

217  
218 The foregoing order of business may be suspended or changed by a two-  
219 thirds vote of the delegates present and voting at any time.  
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## 221 **POWERS AND DUTIES OF DELEGATE CONVENTION**

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223 **7** All legislative power and the highest judicial authority shall be vested in the  
224 Delegate Convention of the Association.  
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226 **8** The Delegate Conventions shall decide all cases of contested delegations,  
227 receive and take proper action on all communications, petitions, suggestions and  
228 all other matters which properly come before the convention.  
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**9**

For the purpose of providing staggered terms of office for Directors of the Association, each annual Delegate Convention shall elect two persons to serve as members of the Board of Directors, except that in the year 2016 and in each third year thereafter, the Delegate Convention shall elect three persons to serve as members of the Board of Directors. The term of office for each such Director shall be a period of three years.

The term of office of each Director shall begin on the first day of January next succeeding their election and they shall hold office until a successor shall have been duly qualified and elected.

If a vacancy occurs, the unexpired term shall be filled by election at the next annual Delegate Convention.

No Director shall start a new term in office after they attain 75 years of age. Any Director is limited to no more than four consecutive three-year terms of office.

Each annual convention shall also elect four members of a Nominating Committee to serve until their successors are duly qualified and elected at the next annual convention.

No person shall be eligible for a Director position unless such person is, and has been for at least two years at the time of the election, a Benefit Member of the Association.

No person shall be eligible to be hired for an Officer position unless such person is eligible to be a Benefit Member of the Association.

Any employee of the Association and their spouse shall be ineligible for election as a Director while so employed and during the period of one year after termination of such employment.

On all matters pertaining to its spiritual welfare, the Association shall consult with its Spiritual Director, who shall be appointed by the Board of Directors.

**10**

Nomination of Directors and Nominating Committee may be made by any delegate. Election of Directors and Nominating Committee shall be by ballot unless a majority of the delegates present and voting decide otherwise.

**11**

Elected delegates shall receive a stipend of \$75.00 for attending all sessions of the Delegate Convention. The Association shall pay all housing (double room accommodations) and meal costs at the site of the convention, registration fees and

276 all other costs of the Delegate Convention. Delegates shall be paid mileage per car  
277 for transportation. The mileage rate shall be the allowed amount specified by the  
278 Internal Revenue Service business mileage rate in effect on the date of the Delegate  
279 Convention. The mileage shall be determined according to the shortest customary  
280 route to and from the convention. Travel allowance for other means of  
281 transportation must be approved by the Association.

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## **COMMITTEES OF ANNUAL DELEGATE CONVENTION**

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285 **12** On or before April 1 of each year the President and Chair of the Board shall  
286 appoint a Committee on Constitution and Bylaws, composed of seven Members.

287

288 Prior to each annual convention the President shall appoint a Credentials  
289 Committee and, if necessary, a Good of the Association Committee. Each  
290 committee shall be composed of five delegates.

291

292 **13** The Committee on Constitution and Bylaws shall meet at the principal  
293 office of the Association before the annual convention to consider all proposed  
294 amendments to the Constitution and Bylaws and shall report thereon in writing to  
295 the Senior Vice President and Secretary/Treasurer by June 10. It shall also make a  
296 report to the convention with its recommendations.

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298 **14** The Committee on Credentials shall examine and report on the election and  
299 eligibility of the delegates to the convention.

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301 **15** The Committee on the Good of the Association, if called, shall review any  
302 suggestions from Members to improve the Association and consider  
303 recommendations for deliberation at the next Delegate Convention.

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## **NOMINATING COMMITTEE**

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307 **16** Candidates for the Board of Directors positions shall be required to notify  
308 an Officer of the Association, in writing, no later than June 1, that they will seek a  
309 Board position in the upcoming election, and may not be nominated if they have  
310 not done so.

311

312 At the call of the President and Chair of the Board, the elected members of  
313 the Nominating Committee together with the President and Chair of the Board shall  
314 meet and scrutinize the character and qualifications of any Benefit Member who  
315 has timely notified the Association that they will seek a director position in the  
316 upcoming election. The committee shall submit a report of its findings to the  
317 convention. Notwithstanding anything herein to the contrary, the Nominating  
318 Committee shall not nominate candidates for the Director position.

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321 **BOARD OF DIRECTORS: POWERS AND DUTIES**

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The Board of Directors shall consist of the President and Chair of the Board, Senior Vice President and Secretary/Treasurer and seven additional elected Members of the Association. Elected members of the Board of Directors shall be elected to that position in the manner and for the terms specified elsewhere in these Bylaws, and shall attend all meetings of the Delegate Convention and of the Board of Directors unless excused. The President and Chair of the Board and Senior Vice President and Secretary/Treasurer, who are hired by the Board of Directors, shall attend all meetings of the Delegate Convention and of the Board of Directors unless excused.

The Board of Directors shall be vested with all of the executive authority of the Association and shall have full and general supervision of the affairs of the Association.

It shall have the power to designate such appointive offices annually as it may deem advisable and necessary.

The Lead Director shall attend the Delegate Conventions and all meetings of the Board of Directors. In the event of the absence of the President and Chair of the Board, they will preside at the Delegate Conventions and meetings of the Board of Directors.

It shall have the power, authority and duty to authorize issuance of benefit contracts on such plans as in its judgment may be for the good of the Association, and may provide additional benefits under benefit contracts previously issued.

It shall levy such assessments, both regular and special, as may be necessary to establish and maintain adequate reserves and funds for payment of the benefits provided for in all benefit contracts and for the payment of all expenses incurred in carrying on the business of the Association and in the promotion and extension of the objectives of the Association. It shall supervise the investment of the funds of the Association, and in furtherance thereof shall adopt, and modify from time to time in its discretion, an investment policy for the guidance of the Officers of the Association in the management of the funds. Such policy shall conform to all laws of Minnesota governing Fraternal Benefit Associations.

It shall make all rules and regulations which may be necessary and proper for carrying into effect the Bylaws of the Association and all orders of the Delegate Conventions. It shall have the power to interpret the Bylaws of the Association, and such interpretation shall be binding upon the Association, provided that an appeal may be taken from any such decision to the next Delegate Convention.

It shall have the power to fix the compensation of the Officers, Board of Directors and Committees not fixed by the Bylaws, and to vote all necessary funds

367 to carry on the business of the Association.

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369 **24** It shall cause the President and Chair of the Board, Senior Vice President  
370 and Secretary/Treasurer, Board of Directors and all regular employees of the  
371 Association to furnish bonds with corporate sureties in such amount as it deems  
372 necessary for the faithful performance of their respective duties. The premium on  
373 such bonds shall be paid by the Association.

374

375 **25** It shall have supervision and jurisdiction over all Local Councils and Parish  
376 Volunteer Teams and their Members within the limits of the Constitution and  
377 Bylaws and have power to suspend any Local Council or Parish Volunteer Team  
378 found violating this Constitution.

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380 **26** It shall hold not fewer than nine regularly scheduled meetings during each  
381 calendar year at such time and place as it may determine, and may also hold special  
382 meetings. Two-thirds of the Members shall constitute a quorum for the transaction  
383 of all business at any such meeting.

384

385 **27** It shall appoint a Certified Public Accounting firm to annually examine the  
386 financial records and securities of the Association and to report the findings of its  
387 examination to the Board of Directors, which shall cause a synopsis of the report to  
388 be published in the Official Publication of the Association.

389

390 **28** Any elected member of the Board of Directors, neglecting their duties may  
391 be removed from office and the office declared vacant by a vote of two-thirds of  
392 the Board of Directors. The Board of Directors shall have the power to fill all  
393 vacancies occurring in any office thereof until such vacancy is filled by the annual  
394 Delegate Convention. The power to fill vacancies described above shall include  
395 the power to fill all vacancies resulting from the removal, retirement or death of an  
396 elected member of the Board of Directors.

397

398 **29** The Association shall completely indemnify to the full extent now or  
399 hereafter permitted by law, any person who was or is a party or is threatened to be  
400 made a party to any contemplated, pending, or completed action, suit or  
401 proceeding, wherever the same may be brought, and whether civil, criminal,  
402 administrative, or investigative, by reason of fact that such person is or was a -  
403 Director, Officer, or employee of the Association, not a local council, or of any  
404 firm, corporation, or organization which the person served in any capacity at the  
405 request of the Association, against all expenses, attorneys' fees, judgments, costs,  
406 fines, and amounts paid in settlement actually and reasonably incurred by such  
407 person in connection with the investigation, defense, handling, negotiation and  
408 settlement of any such action, suit or proceeding. This right of indemnification shall  
409 not be conclusive of any other rights to which such person may be entitled as a  
410 matter of law.

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413 **DUTIES OF OFFICERS**

414 **President and Chair of the Board & Senior Vice President and Secretary/Treasurer**

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417 **30** The President and Chair of the Board shall be the Chief Executive Officer  
418 of the Association and the Chair of its Board of Directors whose duties shall include  
419 presiding at all meetings of the Delegate Conventions, and of the Board of  
420 Directors, presentation at each Delegate Convention of a report on the general  
421 condition of the Association and recommendations for the welfare of the  
422 Association, and such other duties as may be required by the Board of Directors.

423  
424 The Senior Vice President and Secretary/Treasurer duties shall include  
425 serving as the Secretary of the Association, and of the Delegate Conventions and  
426 of the Board of Directors; serving as the Treasurer of the Association; presentation  
427 of a report to the Delegate Convention on the financial and operating activities of  
428 the Association; preparation of regular reports for the Board of Directors and the  
429 carrying out of all its orders; preparation of monthly reports of death claims and,  
430 subject to approval by the Board of Directors, may appoint an Assistant Senior  
431 Vice President and Secretary/Treasurer who, in the event of an officer’s absence,  
432 shall have authority to execute all the required documents of the office.

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434 Both Officers shall report to the Board of Directors, be evaluated by the  
435 Board of Directors annually, and shall devote the whole of their time to the duties  
436 of their respective offices. Upon assuming the duties of their respective offices  
437 they shall become residents within the vicinity of the principal office of the  
438 Association and shall continue to reside therein for their full terms of office.

439  
440 **BENEFITS AND CONTRACT**

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442 **31** The application, Benefit Contract including any riders or endorsements  
443 attached thereto, the declaration of insurability, if any, signed by the applicant, the  
444 Constitution and Bylaws, together with all amendments to each thereof, shall  
445 together constitute the agreement or contract between Benefit Members and the  
446 Association; and it is provided that the holder of any benefit contract issued prior  
447 to January 1, 1983 and in force December 31, 1982 shall have all of the benefits  
448 pertaining to such contract which were set forth in the Constitution and Bylaws of  
449 the Association as in effect December 31, 1982.

450  
451 Benefit assessments levied pursuant to the Constitution of the Association  
452 and these Bylaws shall be payable when the assessment is due, and any Member  
453 who fails to pay such assessments before the expiration of the grace period as stated  
454 in the Benefit Contract, and who is not a Benefit Member or Limited Member by  
455 way of any other Benefit Contract then in effect, shall by that fact be suspended  
456 from the Local Council or Parish Volunteer Team and the Association.

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## **Benefit Contracts**

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Benefit Contracts shall be entered into, in compliance with the laws of the state where issued, with persons age 16 or older, granting benefits under conditions ordered and limited by resolutions of the Board of Directors, subject to the provisions of the Constitution and these Bylaws.

**33**

Benefit Contracts may be issued upon the lives of persons below the age of 16 who have been baptized Catholic, or the non-Catholic children and grandchildren of a Member, provided such Member is the applicant, upon application on a form in use by the Association and shall include evidence of insurability, if required, acceptable to the Association under its rules and regulations. Contracts for such persons shall be under the control of the applicants as provided in the Contract. In the event of the death of an applicant, such control shall be vested by the Association in the legally appointed guardian of the child, if any, or in some other person who shall appear to be equitably entitled thereto by reason of being responsible for the support and maintenance of such child, or by reason of relationship.

## **MEMBERSHIP**

### **Classes of Members**

**34**

The Association shall have the following classes of Members:

- A. Benefit Member - A practicing Catholic 16 years of age or more on whose life a Benefit Contract has been issued and which Contract is in effect.
- B. Limited Member - A person on whose life a Benefit Contract is in effect but who does not qualify as a Benefit Member under Section "A" above.

Applications for membership shall be accepted only from persons who are practicing Catholics, except:

- a) the non-Catholic spouse of a Benefit Member;
- b) a beneficiary of a Beneficiary Contract who elects to take a supplemental contract;
- c) the non-Catholic child or grandchild of a Benefit Member, provided the applicant is a Benefit Member of the Association;
- d) any non-Catholic employee of the Association, or their spouse or children; and
- e) non-Catholic benefit contract owners whose contracts are acquired by virtue of a merger or acquisition.

505 Limited Members shall not have voting privileges in the Association or the  
506 Local Councils or Parish Volunteer Teams and shall not be eligible to hold any  
507 office in the Association or Local Councils or Parish Volunteer Teams nor to serve  
508 on any committee nor be a delegate to the conventions of the Association, but shall  
509 have all other rights, privileges and obligations of Members of the Association and  
510 Local Councils or Parish Volunteer Teams. The membership of a Limited Member  
511 shall not terminate solely by reason of the termination of the membership of the  
512 spouse of such Limited Member.

513  
514 Admission as a Benefit Member shall be obtained by application and  
515 approval by such Officers and upon such conditions as the Board of Directors may  
516 determine. The applicant for membership shall agree to comply with and to be  
517 bound by the Constitution, laws, rules and regulations of the Association and of any  
518 Local Council or Parish Volunteer Team of which the applicant may be a Member  
519 as such Constitution, laws, rules and regulations then are and as they may be  
520 thereafter amended or modified. Membership in the Association shall be retained  
521 only through admission to a Local Council or Parish Volunteer Team.

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523 **Duties of Members**

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525 **35** Each Member shall pay all assessments and fees charged in accordance with  
526 the provisions of the Constitution and these Bylaws and in accordance with the  
527 Bylaws of the Local Council and the Benefit Contract; further the aims, purposes  
528 and interests of the Association; protect the Association and its Members against  
529 defamation, imposition and fraud; preserve the good name and standing of the  
530 Association by living an exemplary life and being honest and fair in all matters;  
531 share in the propagation and extension of the Association by soliciting qualified  
532 persons for membership; serve faithfully on any committee or in any capacity to  
533 which appointed or elected; attend as far as possible the meetings of the Local  
534 Council or Parish Volunteer Team.

535  
536 **RESOLUTION OF DISPUTES**

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538 **36** a) Purpose. The purpose of this section is to provide the sole means to  
539 present and resolve certain grievances, complaints and disputes that are within its  
540 scope. The procedures set forth in this section are meant to provide prompt, fair  
541 and efficient opportunities for dispute resolution, consistent with the fraternal  
542 nature of the Association, without the delay and expense of formal legal  
543 proceedings.

544 b) Scope.

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546  
547 (1) This subsection (b)(1) is subject to the exceptions in subsection  
548 (b)(2). This section applies whenever a Member, benefit  
549 contract owner, insured, annuitant or beneficiary claims  
550 damages or any other form of redress against the Association or

551 its Directors, Officers or employees. In the preceding sentence,  
552 the list of potential claimants includes all past, current and future  
553 benefit contract owners, Members, insureds, annuitants and  
554 beneficiaries. The claims to which that sentence refers include  
555 all claims, actions, disputes, and grievances of any kind or nature  
556 whatsoever, including, but not limited to, claims based on breach  
557 of contract, fraud, misrepresentation, violation of statute, breach  
558 of fiduciary duty, discrimination, denial of civil rights,  
559 conspiracy, defamation, and infliction of distress, against the  
560 Association or its Directors, Officers or employees.

- 561  
562 (2) This section does not, however, apply to
- 563 (A) any claim based entirely on a relationship with the
  - 564 Association other than as a sales prospect, Member,
  - 565 benefit contract owner, insured, annuitant or beneficiary;
  - 566 (B) claims or disputes made after the applicable statute of
  - 567 limitations has expired;
  - 568 (C) actions brought by the Association, including but not
  - 569 limited to, actions for declaratory judgment, determining
  - 570 proper payees, recovering amounts due, and contesting
  - 571 insurance coverage or membership eligibility.

572  
573 c) Procedures. No lawsuit or any other action may be brought against the  
574 Association or its Directors, Officers or employees for any claims or disputes  
575 covered by this section. The following are the steps and procedures for presenting  
576 and resolving disputes:

577  
578 Step 1. Appeal. Appeal of the dispute to a designated reviewer  
579 within the Association as appropriate to the dispute.

580  
581 Step 2. Mediation. If step 1 does not result in a mutually  
582 satisfactory resolution, either party has the right to have the matter  
583 mediated in accord with the applicable mediation rules of the neutral  
584 alternative dispute resolution organization to which the parties agree  
585 or, in the absence of agreement, the American Arbitration  
586 Association.

587  
588 Step 3. Arbitration. If there is still no mutually satisfactory  
589 resolution, the matter will be resolved by binding arbitration in  
590 accord with applicable arbitration rules of the neutral alternative  
591 dispute resolution organization to which the parties agree or, in the  
592 absence of agreement, the American Arbitration Association. The  
593 arbitrator(s) may award any actual damages incurred for which there  
594 is liability but may not award attorneys' fees or exemplary, extra-  
595 contractual or punitive damages. The decision of the arbitrator(s) is  
596 binding and final. Additional procedural rules may be defined in

597 policies established by the Association and made available upon  
598 request. If a claim or dispute is subject to law that prohibits parties  
599 from agreeing to submit future disputes to binding arbitration,  
600 arbitration results shall be non-binding unless both the individual  
601 and the Association voluntarily agree to binding arbitration after the  
602 claim or dispute has arisen.

603  
604 d) Costs. Fees and expenses of the mediator and/or arbitrator shall be paid  
605 out of a dispute resolution fund established by the Association. This does not  
606 include attorneys' fees, experts' fees, or discovery costs, which each party shall  
607 bear as its own responsibility.

608  
609 e) Joinder of Disputes. No claim or dispute may be brought against the  
610 Association or its Directors, Officers or employees in a representative capacity or  
611 on behalf of a "class" of persons or Members. Claims of multiple persons may be  
612 joined and presented under this section provided that all affected Members, owners,  
613 and beneficiaries consent in writing or if the Association determines that the joinder  
614 is appropriate.

## 615 616 LOCAL COUNCILS

617  
618 **37** One form of subordinate branches of the Association shall be known as  
619 Local Councils and shall at their inception consist of at least 18 Members. They  
620 shall possess all powers and privileges of a Local Council while acting in  
621 accordance with this Constitution and Bylaws as now in force and as hereafter  
622 amended.

623  
624 **38** Eighteen or more persons qualified for membership in the Association may  
625 request permission to organize a Local Council. Under the direction of the Member  
626 Engagement and Sales Departments they shall submit to the Association their  
627 names, a proposed religious name for the Council, a parish affiliation, a slate of  
628 Officers and Bylaws. After approval by the Board of Directors a special ceremony  
629 shall be held to install the Officers of the Council and present a charter.

630  
631 **39** A Local Council may continue its existence so long as it has 10 or more  
632 Members and the Council and its Members perform their duties.

633  
634 **40** Each Local Council shall be responsible for the development and  
635 supervision of programs designed to stimulate interest in the Association.

636  
637 **40.5** Any Local Council may provide in its bylaws for a class of Members of the  
638 council designated as "Social Members", and shall admit to such membership  
639 persons who are not Members of the Association but who are supportive of the  
640 work of the Local Council. Social Members shall not in any event have voting  
641 privileges in the Association or the Local Council and shall not be eligible to hold  
642 any office in the Association or Local Council nor to serve on any committee of the

643 Association nor be a delegate to the Delegate Convention of the Association.  
644

## 645 LOCAL COUNCIL BYLAWS

646  
647 **41** Local Councils may adopt such Bylaws as they deem expedient and may  
648 amend or repeal the same, provided that such Bylaws or amendments shall not be  
649 in conflict with the provisions of the Constitution and Bylaws of the Association  
650 and provided further that they shall not be effective until they have been approved  
651 by the Board of Directors.  
652

653 **42** Proposals for the adoption of Bylaws and for the amendment thereof shall  
654 be read at a regular meeting of the Local Council and shall not be adopted until the  
655 regular meeting of the Council next following such reading. A two-thirds vote of  
656 the Members present at a regular meeting shall be required for the adoption of  
657 Bylaws or amendments thereto.  
658

## 659 LOCAL COUNCIL MEETINGS

660  
661  
662 **43** Each Local Council shall meet at least once every three months at the time  
663 and place prescribed in its Bylaws. The Local Council President (President) may  
664 call a special meeting for the purpose of transacting specific business. On written  
665 request of ten (10) Members the President shall call a special meeting. Notice of  
666 such special meeting shall be given to the Members. Seven Members shall  
667 constitute a quorum for the transaction of business at any regular or special meeting.  
668 In the absence of both the President and Local Council Vice President, a  
669 Chairperson may be elected by a majority vote, and such Chairperson shall act as  
670 the President for that meeting.  
671

672 **44** Local Councils may use Robert's Rules of Order Revised as a guideline  
673 when transacting all business, being mindful not to conflict with any provisions of  
674 the Association's Constitution and Bylaws.  
675

676 Every Local Council may conduct its meetings in accordance with the  
677 following Order of Business:  
678

- 679 1. Opening prayer.
- 680 2. Roll call of Officers.
- 681 3. Welcoming of new Members.
- 682 4. Reading of minutes of the last preceding meeting and intervening  
683 special meetings.
- 684 5. Report of Treasurer.
- 685 6. Reading and disposing of bills.
- 686 7. Reading and disposing of audit report.
- 687 8. Reading and disposing of communications.
- 688 9. Reports on Members who were sick or in distress.



- 689 10. Reports of Officers and committees.
- 690 11. Unfinished business.
- 691 12. Election or installation of Officers.
- 692 13. New business.
- 693 14. Adjournment with prayers.

**LOCAL COUNCIL OFFICERS**

**Qualification, Election and Installation**

699 **45** Each Local Council shall have a Spiritual Director, President, Vice  
 700 President, Recording Secretary, Fraternal Secretary, Treasurer and an Auditing  
 701 Committee of three Members.

703 The President, Vice President, Recording Secretary, Fraternal Secretary and  
 704 Treasurer shall be elected at the last regular meeting of the calendar year and shall  
 705 be installed at the first regular meeting of the succeeding year. They shall hold  
 706 office during the calendar year succeeding their election and until their successors  
 707 are duly elected and installed. One member of the Auditing Committee shall be  
 708 elected and installed each year, hold office for three years and until a successor is  
 709 duly elected and installed.

711 **46** Any person other than a Limited Member who is a Member of the Local  
 712 Council, shall be eligible for any elective office. No Member shall concurrently  
 713 hold more than one office. Vacancies occurring in any elective office shall be filled  
 714 by election.

716 **47** The Spiritual Director shall be the pastor of the parish or some other priest,  
 717 deacon or religious named by the pastor. The Spiritual Director shall have free  
 718 access to all meetings and shall be invited to conduct the religious exercises of the  
 719 Council.

**Duties of Local Council Officers**

723 **48** The President shall preside at all meetings of the Local Council and make  
 724 all necessary committee appointments; assure that all business of the Council is  
 725 properly conducted; convene the Officers of the Council to discuss and develop  
 726 policies for the conduct of Council affairs; and appoint a caretaker to have charge  
 727 of, and properly care for, all Council property.

729 **49** The Vice President shall preside at meetings of the Council in the absence  
 730 of the President and assume the duties of that officer in their absence.

732 **50** The Recording Secretary shall record the minutes of all meetings and  
 733 conduct the correspondence of the Council. At the expiration of the term of office  
 734 or in the event of resignation or removal, the Recording Secretary shall turn over to

735 the successor all books, money or property belonging to the Council or the  
736 Association.

737  
738 **51** The Fraternal Secretary shall promote and give leadership to implementing  
739 the Association's Fraternal Programs as well as other Fraternal Programs of the  
740 Council and assist in all matters of business between the Association and the  
741 Council.

742  
743 The Fraternal Secretary shall review the membership audit report and file  
744 annually in January with the Association a financial and activity report covering  
745 the operations of the Council for the previous year.

746  
747 When notice has been received from the Association that a new Applicant  
748 has been accepted, the Fraternal Secretary shall notify the Local Council of this fact  
749 at its next regular meeting. At the expiration of the term of office or in the event of  
750 resignation or removal, the Fraternal Secretary shall turn over to the successor all  
751 books, money or property belonging to the Council or the Association.

752 **52** The Treasurer shall receive all monies belonging to the Council and give  
753 receipt thereof; keep an accurate account and record of all monies received and  
754 disbursed; submit such accounts and records annually to the Auditing Committee  
755 for inspection and audit; keep the funds of the Council separate from their own and  
756 deposit the same in the name of the Council and exhibit them whenever ordered to  
757 do so by the Auditing Committee. At the expiration of the term of office or in the  
758 event of resignation or removal, the Treasurer shall turn over to the successor, all  
759 books, money and property belonging to the Council or the Association.

760  
761 The financial accounts of the Council shall have two (2) signatories; the  
762 Treasurer and the President or their appointee, who is not an immediate family  
763 member.  
764

765  
766 **LOCAL COUNCIL DELEGATES**

767  
768 **53** The Delegates, or in their absence the Alternates, to the annual convention  
769 shall attend all sessions of the convention and do all in their power to promote the  
770 interest of their Council and the Association.

771  
772 **LOCAL COUNCIL COMMITTEES**

773  
774 **54** The Auditing Committee shall examine and audit the books and accounts  
775 of the Treasurer annually; make a report to the Council at the first meeting  
776 following the audit showing all receipts, expenditures and cash balances on hand;  
777 report Members admitted and the membership of the Council; report the monies  
778 turned over to the Treasurer and where the monies of the Council are kept. In the  
779 event of the failure of the Auditing Committee to comply with these provisions  
780 within 30 days after the books have been received, the President shall declare the

781 Members of the committee deposed from office and shall appoint three new  
782 Members at the next regular meeting of the Council to serve until the next annual  
783 election.  
784  
785  
786

## 787 **LOCAL COUNCIL FUNDS AND PROPERTIES**

788  
789 **55** All Local Council membership activity allowances and other monies shall  
790 be placed in and constitute the general fund of the Council which shall be drawn  
791 upon for the purpose of meeting the benevolent activities and the necessary  
792 operating expenses of the Council.  
793

794 If the council is inactive for two years, its treasury shall be deposited in the  
795 general fund of Catholic United Financial Foundation unless otherwise specified in  
796 the Bylaws of the Local Council.  
797

## 798 **PARISH VOLUNTEER TEAMS**

799  
800 **56** Another form of subordinate branches of the Association shall be known  
801 as Parish Volunteer Teams, which at their inception, shall consist of at least 18  
802 Members.  
803

804 **57** Eighteen or more persons qualified for membership in the Association  
805 may request permission to organize a Parish Volunteer Team. Under the direction  
806 of the Member Engagement Department, they shall submit to the Association  
807 their names, a proposed religious name for the Team, a parish affiliation and a  
808 slate of appointed Members to hold Team positions.  
809

810 **58** A Parish Volunteer Team may continue its existence as long as it has 10 or  
811 more Members and the Team and its Members perform their duties.  
812

## 813 **PARISH VOLUNTEER TEAM MEETINGS**

814  
815 **59** Each Parish Volunteer Team shall meet at least four times annually at the  
816 time, place and in a manner acceptable to the Team. The Team Director may call  
817 a special meeting for the purpose of transacting specific business. Notice of such  
818 special meeting shall be given to the Members. Five Members shall constitute a  
819 quorum for the transaction of business at any regular or special meeting. In the  
820 absence of the Team Director, a Chairperson may be elected by a majority vote,  
821 and such Chairperson shall act as the Team Director for that meeting.  
822

823 **PARISH VOLUNTEER TEAM POSITIONS**

824  
825 **60** Each Parish Volunteer Team shall have a Team Director, Administrative  
826 Coordinator, Publicity Lead, Event Lead, Volunteer Lead and an Auditor.

827  
828 The Team Director, Administrative Coordinator, Publicity Lead, Event  
829 Lead and Volunteer Lead shall be appointed by the Team at the last regular  
830 meeting of the calendar year and shall begin serving on January 1 of the  
831 succeeding year. An Auditor shall be appointed by the Team Director at the last  
832 regular meeting of the calendar year and shall begin serving on January 1 of the  
833 succeeding year and shall serve for up to a maximum of two calendar years.

834  
835 Any person other than a Limited Member who is a Member of the  
836 Association shall be eligible to serve in any Team position. No Member shall  
837 concurrently hold more than one position. The position of any Team member  
838 absent without cause from three consecutive meetings may be declared vacant.

839  
840 **Duties of Parish Volunteer Team Members**

841  
842 **61** The Team Director serves as the leader of the Parish Volunteer Team and  
843 is responsible for presiding at all meetings of the Team, assuring that all business  
844 of the Team is properly conducted and appointing an auditor to review the annual  
845 financial statement.

846  
847 **62** The Administrative Coordinator is responsible for recording the minutes  
848 of all meetings, acts as the primary contact with the Association, sharing  
849 information as necessary. The Administrative Coordinator will promote and lead  
850 the proper implementation of the Association’s Member Engagement Programs,  
851 reporting all team activity through the Association’s online reporting system.

852  
853 **63** The Administrator Coordinator shall also receive all monies belonging to  
854 the Team and give receipt thereof; keep an accurate account and record of all  
855 monies received and disbursed; submit such accounts and records annually to the  
856 Auditor for inspection and audit; keep the funds of the Team separate from their  
857 own and deposit the same in the name of the Team and exhibit them whenever  
858 ordered to do so by the Team. The financial accounts of the Team shall have two  
859 (2) signatories; the Team Director and the Administrative Coordinator, who are  
860 not immediate family members.

861  
862 At the expiration of the term of office or in the event of resignation or  
863 removal, the Administrative Coordinator shall turn over to the successor all  
864 books, money or property belonging to the Team or the Association.

867 **64** The Publicity Lead of the Parish Volunteer Team is responsible for  
868 developing all event and Team publicity using a variety of mediums.

869  
870 **65** The Event Lead of the Parish Volunteer Team is responsible for planning  
871 and executing Team activities.

872  
873 **66** The Volunteer Lead of the Parish Volunteer Team is responsible for  
874 addressing all of the volunteer needs for the Team’s activities; assigning specific  
875 responsibilities to Members and non-members to achieve success. The Volunteer  
876 Lead is also responsible for volunteer recognition and welcoming new Members  
877 to the Team.

878

879 **PARISH VOLUNTEER TEAM DELEGATES**

880

881 **67** The Delegates, or in their absence the Alternates, to the Convention shall  
882 attend all sessions of the Convention and do all in their power to promote the  
883 interest of their Team and the Association.

884

885 **PARISH VOLUNTEER TEAM FUNDS AND PROPERTIES**

886

887 **68** All Parish Volunteer Team membership activity allowances and other  
888 monies shall be placed in and constitute the general fund of the Team which shall  
889 be drawn upon for the purpose of meeting the benevolent activities and the  
890 necessary operating expenses of the Team.

891

892 If the Team is inactive for two years, its treasury shall be deposited in the  
893 general fund of Catholic United Financial Foundation.

894

895

896 **SUSPENSION AND EXPULSION**

897

898 **69** Any Member who willfully violates the provisions of this Constitution or  
899 Bylaws or the Bylaws of their Local Council or who brings discredit on the  
900 Association, or a Local Council or Parish Volunteer Team thereof, shall be subject  
901 to suspension or expulsion from the Local Council or Parish Volunteer Team and  
902 the Association. A suspended Member shall not be permitted to participate in any  
903 business of the Local Council or Parish Volunteer Team or the Association or be  
904 admitted to any meeting thereof, or be entitled to any privilege of membership  
905 during time of suspension. Such suspension or expulsion shall not alone cause  
906 termination of any rights under any Benefit Contract then in effect.

907

908

909 **70** Except for non-payment of assessments or dues, no Member shall be  
910 suspended or expelled until they have been notified by the Recording Secretary of  
911 the Local Council, the Administrative Coordinator of the Parish Volunteer Team or  
912 an Officer of the Association of the proposed action and have been given a  
913 reasonable opportunity to defend them self and to protest such proposed action.  
914

915 **71** Any Member who, by the action of the Local Council, Parish Volunteer  
916 Team or an Officer of the Association, has been suspended or expelled for any  
917 reason other than non-payment of assessments, may, within 30 days after being  
918 notified of such suspension or expulsion, appeal to the Board of Directors for a  
919 review of the action of the Local Council, Parish Volunteer Team or Officer(s) of  
920 the Association. The decision of the Board of Directors shall be final and  
921 conclusive.  
922

### **FISCAL YEAR**

923  
924  
925 **72** The fiscal year of the Association shall begin with the first day of January  
926 of each year and end with the thirty-first day of December of the same year.  
927

### **OFFICIAL PUBLICATION**

928  
929  
930 **73** The Official Publication of the Association shall be designated by the Board  
931 of Directors from time to time and such Publication shall be clearly identified as  
932 “the Official Publication of Catholic United Financial.” It shall be edited and  
933 published under the direction of the Chair of the Board and shall be issued and  
934 mailed to the address of the household of a Member or Members unless requested  
935 otherwise. The request must be in writing to the Association’s home office.  
936

### **AMENDMENTS**

937  
938  
939 **74** Any Benefit Member of the Association may propose an amendment of the  
940 Constitution and Bylaws of the Association or any provision thereof.  
941

942 **75** Any such proposed amendment shall be submitted in writing to the Board  
943 of Directors on or before April 1 of each year. Such proposals shall be promptly  
944 transmitted to the Chairperson of the Committee on Constitution and Bylaws. A  
945 report of the committee shall be printed in the Official Publication of Catholic  
946 United Financial at least thirty days prior to the convention.  
947

948 **76** No proposed amendment submitted after April 1 shall be considered at a  
949 Delegate Convention without the unanimous consent of the Committee on  
950 Constitution and Bylaws.  
951

952 **77** A two-thirds vote of the delegates present at the convention shall be  
953 necessary to enact any amendment. All amendments shall take effect on the first  
954 day of January following the convention, unless otherwise provided.

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