

**PROPOSED RECOMMENDATIONS FOR BY-LAWS  
OF  
SPJST**

Founded at La Grange, Texas  
July 1, 1897

**Article I  
Name**

**Section 1.** The name of this Fraternal Benefit Society is SPJST, originally chartered as *Slovanska Podporujici Jednota Statu Texas* (Slavonic Benevolent Order of the State of Texas {SPJST}) (the “Society”).

**Article II  
Principal Office**

**Section 2.** The principal office of the Society shall be located in Temple, Texas.

**Article III  
Mission Statement**

**Section 3.** The mission of the Society, as established by the fearless and peace-loving Czech pioneers in Texas, is:

- (1) To provide and promote fraternal and social fellowship among its members.
- (2) To endeavor to keep alive the cherished Czech traditions, customs, heritage, culture, and language of our forefathers.
- (3) To provide security for its members and their dependents through insurance and other benefits permissible under the laws governing fraternal beneficiary associations.
- (4) To encourage morality, spirituality, benevolence, and humanity through such activities as may be determined.
- (5) To provide a wholesome family environment.

**Article IV  
Fraternal Beneficiary Society**

**Section 4.** The Society is a 501(c)(8) non-profit corporation formed, organized, and incorporated under the fraternal benefit society laws of the State of Texas, and carried on for the sole mutual benefit of its members and their beneficiaries and having a lodge system, with a representative form of government. It shall have all the powers granted to it by law. SPJST will present itself to members, employees, the financial industry, and others as a fraternal benefit society that is financially strong and provides high quality, competitive life insurance and value-added benefits tailored to the needs of its members. SPJST will conduct its affairs in a manner that is perceived as a good corporate citizen.

**Article V  
Membership**

**Section 5.** Application for Membership. Individuals may become members if they meet the requirements for membership established by the Society, apply for membership upon a form in use by the Society, and are accepted

into membership in accordance with the rules, procedures, and rituals of the Society. All members must be citizens or legal residents of the United States.

**Section 6.**     Local Lodge Membership. The local lodge has the right to determine whether it will accept an applicant for membership into the lodge. Upon receipt of notification of a new candidate for membership, the local lodge must vote to accept or to reject the candidate no later than the second regularly scheduled meeting after application is accepted. The candidate for membership must receive a majority vote of those present and voting to be accepted as a member. The local lodge secretary notifies the candidate whether he/she is accepted or rejected and, if accepted, when to appear for initiation. No one may hold membership in more than one lodge of this Society.

**Section 7.**     Membership Classes. There shall be the following classes of members:

(a)     Active Adult Member.

(1)     A person of 16 or more years whose application has been accepted and approved and to whom there has been issued a certificate of membership and insurance or annuity which is in force or who is receiving a settlement agreement benefit by reason of such insurance or annuity; provided that this does not include holders of certificates which have been placed on extended insurance. It is expressly determined that in this latter event, the owner of the insurance or annuity, if different from the insured, shall have no privileges of membership and the insured will retain these rights.

(2)     Further, it is determined that in the event that a third party owner surrenders the insurance or annuity, the insured who is the member shall have his/her membership privileges terminated immediately.

(3)     Members upon reaching age 16 automatically become adult members with all rights of adult members by complying with all requirements of adult membership.

(4)     Members who have attained the age of 96 on the American Experience Mortality Table, age of 100 on the 1941/1958 CSO Mortality Table, or age of 121 on the 2000 CSO Mortality Table and have collected the proceeds of their certificate and members who are permanent residents of assisted living or nursing homes and have collected the proceeds of their certificate, shall remain members of the Society, with all the privileges and benefits of active members and shall not be required to pay any dues or assessments.

(5)     A member suspended for non-payment of premiums, dues, and assessments, if any, loses his/her right to vote and is not eligible for election.

(6)     If a member moves from his/her last known address and his/her absence cannot be accounted for, for a period of seven years, his/her beneficiary will be paid the proceeds accruing under the certificate (Section 133.001, Civic Practice and Remedies Code).

(b)     Social Member.

(1)     A social member is a member whom a lodge votes in as a social member, who completes a social membership form, and who pays his/her membership dues and assessments, if any, to the local lodge.

(2)     A member who has a prematurely paid-up certificate of less than \$500 may remain a social member, upon payment of all local lodge dues and assessments prescribed by the local lodge annually in advance.

(3)     A social member is not eligible to vote or hold office; however, a social member may, at the discretion of the local lodge, serve on an appointed committee with the inherent right to deliberate and vote on that committee.

(c)     Youth Member. The Society may insure the lives of children. Such insurance shall be issued upon the application of an authorized adult (who shall not by reason thereof, nor by reason of any benefit providing

for waiver of premium, become a member) who has an insurable interest. At insurance age 16, the insured youth shall become an active adult member.

(d) Associate Member. An associate member is a person who holds an SPJST certificate purchased through an outside agency under contract with SPJST selling group insurance. This member will not have Society or lodge privileges, benefits, or voting rights.

**Section 8.** Membership Guidelines. All members shall guide themselves according to the charter, constitution, and by-laws of the Society; otherwise, they are subject to penalty as defined by the by-laws and as prescribed by the Supreme Lodge for violation and non-observance of them.

**Section 9.** Transfer of Membership. Every member may secure a transfer of membership if he/she has paid all premiums, dues, or assessments, if any, plus any other obligations, to the local lodge. A member holding a transfer request must file such request with the lodge to which he/she wishes to transfer within one month after issuance of such transfer request. If he/she is not accepted by the lodge in the second meeting, he/she may request admission at the succeeding meeting. If he/she is not then accepted, he/she must return the transfer request to his/her previous lodge and pay all premiums and dues covering the intervening period of time. If he/she is accepted by the lodge to which he/she requests transfer then the premiums and dues will be paid to that lodge. If the member has his/her local lodge dues prepaid, the amount is sent to the lodge to which he/she is transferring.

**Section 10.** Change of Beneficiary. Any member desiring to change his/her beneficiary may do so. The request for change of beneficiary must be signed by the member on a form in use by the Society.

**Section 11.** Duplicate Certificate. If a member loses his/her certificate, he/she may secure a duplicate upon application to the Supreme Lodge, but must sign a statement, acknowledged before a notary public, that he/she lost the certificate.

(a) In every case where a new certificate is issued, it must contain the date of issuance of the original certificate and age of the member at the time of joining the Society.

**Section 12.** Suspension of Membership. Members may be suspended from lodge membership for good cause but will not lose their insurance benefit except for nonpayment of premiums and dues. (See Article XX – Resolution of Disputes)

## **Article VI Convention**

**Section 13.** Purpose. The Supreme Governing Body of the Society shall be known as the convention and shall be composed of delegates elected according to the rules of these by-laws. The convention has the power to:

(a) Adopt, amend, and supplement the by-laws of the Society. All new by-laws become effective on July 1 following the convention at which they were adopted, except those particular by-laws the convention voted to become effective immediately by a two-thirds vote.

(b) Receive and act on all reports filed by Supreme Lodge officers and directors and all committees, which must be published in the *Vestnik* 30 days before the convention. Directors may make one combined report if they so agree.

(c) Elect Supreme Lodge President, Supreme Lodge Vice President, Editor/Director of Communication, district directors, and all required committees.

(d) Determine salaries of Supreme Lodge President, Supreme Lodge Vice President, Editor/Director of Communication, district directors, and all required committees.

(e) Determine compensation for all delegates, convention officers, and committee members, and convention expense borne by the Society. Delegates, convention officers, and committee members will be paid the week following the convention.

(f) Authorize the Supreme Lodge to employ a Chief Financial Officer.

(g) Decide what donations will be made to various charities and educational institutions, etc.

**Section 14.** Regular Conventions. Regular conventions are held once every four years. The date of the next regular convention shall be set by the Supreme Lodge and published in the *Vestnik* no later than January of the convention year.

**Section 15.** Special Conventions. Special conventions may be held upon a two-thirds vote of all members of the Supreme Lodge for an urgent matter concerning the welfare of the Society. Such special conventions shall be held at such time and place as may be determined by the Supreme Lodge. No business may be taken up at such special convention except for the purpose for which called, which purpose shall be clearly and distinctly set forth in the call for the special convention. A call for a special convention shall be deposited in the United States mail at least 30 days prior to the convening of such special convention, addressed to each delegate at his/her last known address as shown by the records of the Society. At the special convention, delegates from each lodge shall have the same number of votes as at the preceding regular convention.

**Section 16.** Quorum. Two-thirds of delegates seated at any regular or special convention shall constitute a quorum for the transaction of all business.

**Section 17.** Ballot In Lieu of Special Convention. In lieu of calling a special convention, the Supreme Lodge may send a ballot to all delegates. The ballot may include one or more resolutions that could be considered and adopted at a special convention. The proposed resolution or resolutions must be mailed to the delegates at least 30 days before the ballots must be returned. Delegates from each lodge shall have the same number of votes as at the preceding regular convention. A resolution shall be deemed adopted upon receipt of signed ballots with votes equal to the number of votes that would have been needed to adopt the resolution at a special convention at which all delegates were present.

**Section 18.** Order. All proceedings of the convention will be conducted in the following order, unless decided otherwise by the Convention Order Committee and approved by the delegates:

(a) Supreme Lodge President convenes convention and appoints a temporary committee of seven tellers, one from each district, to tabulate votes during the election of the Convention Chairman and Convention Vice Chairman.

(b) Credentials Committee report. A list of names of elected delegates and number of votes each lodge and delegate is entitled to will be made available to delegates at the beginning of the convention. At least 30 days prior to the convention, the Supreme Lodge President will appoint two members and the Supreme Lodge Vice President will appoint one member to a three-member Credentials Committee.

(c) Elect convention officers (Chair and Vice Chair) and name convention committees (Resolution, Grievance, Order, Teller, other necessary committees) from among the delegates.

(d) Act on all reports filed by Supreme Lodge members and all standing committees (By-Law, Finance, Insurance, and Publication).

(e) Deliberate by-laws.

(f) Convention committees' reports.

(g) Miscellaneous business.

(h) Elect Supreme Lodge President, Supreme Lodge Vice President, and Editor/Director of Communication.

(i) District caucuses. The purpose of these seven, separate district caucuses is to nominate and elect a district director and substitute; By-Law Committee member and substitute; Finance Committee member and substitute; Insurance Committee member and substitute; and Publication Committee member and substitute. Each delegate will vote in accordance with Section 27 of the by-laws. The district director will act as temporary chair of the district caucus until delegates elect a permanent chair.

(j) Select location for the succeeding convention.

(k) Install elected officials and standing committee members.

(l) Adjourn convention.

**Section 19.** Convention Officers. The Supreme Lodge President shall convene the convention and shall preside until a Convention Chair is elected. The Supreme Lodge Vice President shall appoint the secretaries of the convention. The Convention Chair and Convention Vice Chair are the convention officers.

**Section 20.** Convention Committees. The following committees appointed by the Convention Chair and Convention Vice Chair will function during the convention:

(a) Resolution Committee – three members.

(b) Grievance Committee – seven members, one from each district.

(c) Convention Order Committee – three members.

(d) Election Teller Committee – seven members, one from each district. This committee has the authority to employ machine operators, if needed.

(e) All other necessary committees.

**Section 21.** Proceedings. All proceedings in the convention, unless such rules are not covered by the by-laws, are conducted in accordance with “Robert’s Rules of Order Newly Revised.”

**Section 22.** Discussions. All Supreme Lodge members, Editor/Director of Communication, and standing committee members may participate in the discussions at the convention, but they do not have the right to make motions, vote, or nominate unless they are delegates.

(a) No complaint can be discussed in the convention unless it was first presented to the Grievance Committee and acted upon by that committee.

(b) No motion to change by-laws or amendment thereto can be presented to the convention unless the motion or amendment thereto has been submitted to the By-Law Committee 60 days prior to the convention so that the committee could study such motion or amendment and deliver its opinion.

(c) Requests for donations, support, salaries, or increase of salaries must be presented to the Finance Committee 60 days prior to the convention for consideration, approval, or rejection, or the request cannot be discussed in the convention.

**Section 23.** Voting. The enactment, deletion, or amendment to a by-law requires a two-thirds vote by authorized votes of delegates present. Unless otherwise required by law or the laws of the Society, all other matters are decided by a majority of authorized votes of the delegates present. Delegates shall vote by voice, show of hands, standing, roll call, or secret ballot as designated by the Convention Chair. No delegate shall vote by proxy.

**Section 24.** Election of Supreme Lodge President, Supreme Lodge Vice President, Editor/Director of Communication, and District Directors. Candidates seeking election for Supreme Lodge President, Supreme Lodge Vice President, Editor/Director of Communication, or district director must indicate their intention to seek election and submit information regarding their qualifications to the *Vestnik* for publication at least 120 days prior to the convention. Delegates from all lodges will elect a Supreme Lodge President, Supreme Lodge Vice President, and Editor/Director of Communication from candidates for each position. Delegates from their respective districts will elect the district director from candidates from that district. In the event no candidate announces for a position, the responsibility of appointment rests with the elected Supreme Lodge members following the convention.

**Section 25.** Minutes. A copy of the convention minutes shall be sent to each local lodge secretary; all convention delegates; members of all standing committees (By-Law, Finance, Insurance, and Publication); and all members, upon request.

**Section 26.** Publicity. Supreme Lodge President and Editor/Director of Communication are responsible for appropriate publicity pertaining to conventions.

## **Article VII Lodge Delegate Elections**

**Section 27.** Election of Delegates. Delegates and substitute delegates shall be elected at the annual local lodge meeting that precedes the convention.

**Section 28.** Number of Delegates per Lodge. Every lodge has the right to elect delegates in accordance with its membership.

(a) The number of delegates a lodge may send to the convention shall be based on the following scale:

- (1) One delegate for lodges with 20 to 100 active adult members;
- (2) One additional delegate for each additional 150 active adult members.

(b) Changes in Lodge Membership. If a lodge obtains enough new active members to qualify for an additional delegate to the convention in the time period between the annual meeting and 60 days before the convention, then that lodge shall send the substitute delegate or delegates with the most votes. A lodge losing the required number of members between such time shall not lose the delegate or delegates.

(c) New Lodges. A lodge chartered during the convention year may elect its delegates and its substitutes any time before the convening of the convention.

**Section 29.** Votes. A lodge represented by its delegate or delegates is entitled to one vote for every active member. Delegates from each lodge shall divide their lodge's votes equally among themselves. In the event the votes do not divide evenly among delegates, the extra votes shall be assigned to the delegate receiving the highest number of votes at the annual lodge meeting.

**Section 30.** Substitute Delegates. Substitute delegates shall be elected according to the procedures for election of delegates. No more than 10 substitute delegates shall be elected per lodge. A substitute delegate shall attend the convention if one of the elected delegates cannot attend. The substitute delegate or delegates shall be chosen to fill vacancies according to which substitute delegate received the most votes at the annual lodge meeting.

**Section 31.** Delegate Requirements.

- (a) Qualifies as an active member.
- (b) Is present during the election or is absent due to unavoidable circumstances.

(c) Attended a majority of the regular meetings of the lodge during the three years preceding the convention. (When there is a conflict with the date of their local lodge meeting, Supreme Lodge members, Editor/Director of Communication, state field representatives, and state and district fraternal activities coordinators, on official business, may count as attending a regular meeting for this purpose. The state youth director, district youth counselors and their assistants, on official business, may count as attending youth club meetings. Notification must be given to the local lodge secretary prior to the event with written confirmation made by the party within two weeks following the event.) Newly transferred members' attendance record of the previous lodge shall be accepted.

(d) Is a citizen of the United States of America at the time of election.

(e) Is not an officer or director of another fraternal life insurance society.

(f) Any member who desires to serve as a delegate who is an underwriter of any Old Line insurance company or an agent (underwriter) of any other fraternal life insurance society may be elected but must first disclose this information to the local lodge members prior to the election.

**Section 32.** Term. Delegates and substitute delegates shall hold office until their successors are duly elected and qualified. The duly elected and qualified delegates and substitutes to the most recent regular convention shall be the delegates and substitutes to any special convention or for any ballot in lieu of a special convention. If a delegate is not in the convention by the second day, he/she will not be seated unless he/she has a good excuse, such as serious illness/emergency or death in immediate family.

**Section 33.** Delegate Selection Procedure.

(a) When a lodge is entitled to two or more delegates, the nomination and election of delegates is made by whatever procedure is deemed most convenient and expedient by the local lodge. If a nominating committee is used, nominations from the floor must be permitted. In the election process, a secret ballot may be used. Ballots containing more or fewer nominees are void and not counted. The nominees receiving the highest number of votes are elected.

(b) The result of the election of delegates and substitutes shall be forwarded to the Chief Financial Officer within 30 days after the election.

(c) The Chief Financial Officer forwards to the local lodge secretary the required forms in duplicate that must be filled out by the secretary and signed by the president and secretary of the local lodge, to certify the election of the delegate and substitute. After completion, one form must immediately be forwarded to the Chief Financial Officer. The elected delegate must present the second form to the Credentials Committee during convention registration. The credential form must contain:

(1) A statement of the number of regular meetings held by the lodge the delegate is representing.

(2) The number of regular meetings attended by the delegate in each of the three calendar years preceding the convention.

(3) The mileage from the delegate's home to the convention site and return.

(d) Lodges failing to comply with all required lodge duties and obligations within 60 days prior to the convention will lose their right to representation at the convention.

(e) In the event of a delegate's death, incapacity, or transfer to another lodge, he/she shall automatically be replaced by the first substitute of such lodge.

(f) In the event of the merger of two or more lodges, those delegates of each lodge shall be entitled to the same number of votes they had at the preceding convention.

**Article VIII**  
**Supreme Lodge**

**Section 34.** Composition. The Supreme Lodge shall be composed of the President, Vice President, Chief Financial Officer, seven elected directors (one from each of the seven districts), and three elected at-large directors. The affairs of the Society shall be managed under the direction of the Supreme Lodge between regular meetings of the convention. The Supreme Lodge shall have the authority to provide rules and regulations for the extension and development of the Society and shall have all other necessary and incidental powers to carry out the objectives of the Society and such other duties as prescribed by these by-laws.

**Section 35.** Qualifications. No agent of any other life insurance company, or any officer or director of any similar fraternal order is eligible to membership in the Supreme Lodge.

(a) No Supreme Lodge member shall receive commission for the sale of property belonging to SPJST. No Supreme Lodge member can buy property from SPJST. No Supreme Lodge member shall be personally liable to SPJST or its members for monetary damages for any act or omission in the officer's or director's capacity as an officer or director except in the following instances:

- (1) For any breach of the officer's or director's duty of loyalty to SPJST or its members;
- (2) For any act or omission not in good faith or which involves intentional misconduct or knowing violation of the law;
- (3) For any transaction from which the officer or director received an improper benefit, whether or not the benefit resulted from action taken within the scope of the officer's or director's position;
- (4) For any act or omission for which the liability of an officer or director is expressly provided for by statute or payment of a dividend.

**Section 36.** Duties. The Supreme Lodge has the duty and authority to:

- (a) Provide leadership for all SPJST members and others.
- (b) Promote fraternalism between lodges.
- (c) Learn and promote Czech heritage and language and the history of SPJST.
- (d) Employ legal counsel on an as-needed basis.
- (e) Provide sufficient insurance coverage for the protection of the Society.
- (f) Approve a contract on an annual basis, if deemed beneficial, for the printing of the *Vestnik*, after consulting with a member of the Publication Committee designated by that committee, and the Editor/Director of Communication.
- (g) Adopt formulas to determine the amount of refund to lodges based on premium income from members and other incentive factors after a review of the annual statement and consultation with the actuary.
- (h) Employ a certified public accountant, upon recommendation of the Chief Financial Officer, to prepare a detailed report concerning the condition of the Society.
- (i) Investigate all irregularities, disorders, and incompetence in office of any Supreme Lodge member and Editor/Director of Communication (after consultation with the Publication Committee). Following a thorough investigation, including a hearing of such charges and 20 days advance notice to the accused, the Supreme Lodge may discharge the accused from his/her office by a two-thirds vote.

(j) Suspend local lodges for not performing their local lodge duties and for irregularities detrimental to our Society. In the event of suspension, and until the suspension is lifted by the Supreme Lodge, one or more of the following shall be in effect:

- (1) The loss of representation at regular and special conventions of the Society.
- (2) All official lodge records and papers shall be relinquished to the Supreme Lodge for examination.
- (3) The name and number of the local lodge will be dropped from the roster of the lodges.
- (4) The loss of representation at district meetings and other functions of the Society.
- (5) The loss of representation at all youth functions on the district and state levels.
- (6) No new applications for membership will be accepted.
- (7) No transfers into the lodge will be accepted.
- (8) All meetings and activities normally carried on by such lodge will cease.
- (9) No local lodge dues will be collected.

(k) Suspend or discharge local lodge officers and committees for irregularities in office detrimental to the Society on charges filed by members of the local lodge or the Supreme Lodge, and after 20 days notice to the accused and due hearing thereon, by a vote of two-thirds of the Supreme Lodge.

(l) Hire a Chief Financial Officer.

(m) Determine the amount of application fee and rate of interest on mortgage loans according to prevailing conditions, and the demand for loans in the best interest of the Society.

(n) Determine areas that can be outsourced or partnered for increased efficiency.

(o) Periodically review the SPJST Operations Manual and take appropriate action if the policies and procedures are not followed.

(p) Ratify the sale and purchase of bonds and stocks by a majority vote.

**Section 37.** Supreme Lodge Chair. The Supreme Lodge shall elect a chair and vice chair for a term of one year from among its seven elected district directors. The chair shall preside at all meetings of the Supreme Lodge and perform such other duties as may be designated by the Supreme Lodge. The vice chair will preside in the absence of the chair.

**Section 38.** Regular Meetings. The Supreme Lodge shall meet quarterly during the third week or weekend in January, April, July, and October. In case of necessity, the President has the right to change the date of the meeting. Meetings are open to SPJST members except during executive sessions concerning personnel, disciplinary matters, litigation, or threatened litigation.

**Section 39.** Special Meetings. Special meetings of the Supreme Lodge may be called by the President, in case of necessity. In the event that two-thirds of the Supreme Lodge members determine a necessity for a special meeting, and the President refuses to call such a meeting, the two-thirds members may, by written notice, call all Supreme Lodge members to such a special meeting and hold the meeting. Two-thirds of the Supreme Lodge members will constitute a quorum at special meetings.

**Section 40.** Location. Meetings of the Supreme Lodge shall be held at the Home Office of the Society, unless the President or the Supreme Lodge designates an alternative location.

**Section 41.** Quorum and Voting. Two-thirds of the Supreme Lodge members shall constitute a quorum. The act of a majority of the members present at a meeting at which quorum is present shall be the act of the Supreme Lodge, unless the act of a greater number is required by the Charter of Incorporation, by-laws, or applicable law.

**Section 42.** Electronic Communication. The Supreme Lodge and any committee or sub-committee of the Supreme Lodge, or any other meeting of the Society at which written minutes are kept, except the convention, may meet by telephone conference or other means of communication that allows all participants to simultaneously communicate with each other.

**Section 43.** Action Without Meeting. Any action required or permitted to be taken by the Supreme Lodge or any committee or sub-committee of the Supreme Lodge may be taken without a meeting by written consent of all of its members then in service. A written consent under this provision shall have the same force and effect as a vote taken at a meeting.

**Section 44.** Minutes. The Supreme Lodge will designate a Home Office staff member to record minutes of all transactions at all open Supreme Lodge meetings and special meetings. The Chief Financial Officer will record executive session minutes. The Chief Financial Officer will maintain minutes and exhibits of the Supreme Lodge meetings and Investment Committee meetings.

(a) The minutes will be printed in the *Vestnik* within 30 days after each regular or special Supreme Lodge meeting.

(b) The minutes will include each item voted on at the meeting, except matters concerning personnel, disciplinary matters, litigation, threatened litigation, and marketing plans.

**Section 45.** Report. The Supreme Lodge shall prepare a report of its progress/accomplishments since the preceding convention. Each Supreme Lodge officer must submit a report to be printed in the *Vestnik* at least 30 days prior to the convention. Directors may submit one combined report, if they so agree.

**Section 46.** Committee Establishment. The Supreme Lodge may appoint committees of the Supreme Lodge to have such authority as the Supreme Lodge may delegate. Each committee shall consist of three or more Supreme Lodge members. Additional committee members may be appointed by the Supreme Lodge. A majority of the members of each committee shall constitute a quorum for the transaction of all committee business.

**Section 47.** Vacancy. In the event of a vacancy by the Vice President, Chief Financial Officer, or Editor/Director of Communication such vacancy will be filled by appointment by the Supreme Lodge. The office of the President shall be filled by the Vice President. In the event of a vacancy by a district director, the position shall be filled by his/her substitute.

(a) In the event of a vacancy by a substitute director who succeeded the director, the district president shall call a meeting of the delegates of the previous regular convention to a place centrally located for the purpose of electing a new director and his/her substitute for the term to the next convention. This election shall be carried out within 30 days. The results of the election shall be announced to the Supreme Lodge without delay.

**Section 48.** Removal of Supreme Lodge Members. A Supreme Lodge member may be removed from the Supreme Lodge “for cause” by a two-thirds affirmative vote of a majority of all members of the Supreme Lodge excluding the Supreme Lodge member whose status is at issue at a meeting called for that purpose. “For cause,” for purposes of this section, shall include:

(a) inability or failure to perform the duties and responsibilities of a Supreme Lodge member;

(b) engaging in conduct unbecoming of a Supreme Lodge member;

- (c) absence from two Supreme Lodge meetings during the course of a calendar year, without good cause;
- (d) breaching a fiduciary duty owed to the Society, its members, or beneficiaries;
- (e) materially violating these by-laws, the Charter of Incorporation, or any code of ethics or conflict of interest policy adopted by the Society; or
- (f) ceasing to be an active member of the Society.

A determination of cause shall be made within the reasonable discretion of the Supreme Lodge. The Supreme Lodge member whose status is at issue shall not be entitled to vote in the matter. All Supreme Lodge members, upon termination of their tenures, must deliver to their successors all property belonging to SPJST.

### **Article IX Supreme Lodge Officers**

**Section 49.** Officer Requirements. To be a Supreme Lodge officer, an individual must meet the following requirements:

- (a) Be a citizen of the United States of America.
- (b) Have SPJST life insurance in force or, if uninsurable, have an SPJST annuity.
- (c) Minimum of a bachelor's degree or equivalent work experience.
- (d) Appreciate and promote the Czech language and culture and fluently speak the English language.
- (e) Possess supervisory, organizational, and leadership knowledge and skills.
- (f) Ability to work with others as a team member.
- (g) General computer skills.
- (h) Self-motivated and willing to promote the growth of SPJST as stated by its mission.
- (i) Attend the convention or have an excuse for not being present that is acceptable by two-thirds of the delegates.

**Section 50.** Terms. The term of office is from July 1 of the convention year to June 30 of the following convention year. No officer can hold more than one office at a time, and no officer can receive more than one compensation at one time. No Supreme Lodge officer or his/her spouse can be an SPJST sales agent and receive commissions for services as a sales agent. No Supreme Lodge officer may hold any position in the districts or lodges.

**Section 51.** General Duties.

- (a) Coordinate and conduct workshops for the training of local lodge officers in the first quarter of each year.
- (b) Submit a quarterly report of all services performed to the Supreme Lodge members prior to each Supreme Lodge meeting.
- (c) Submit reports regularly to the *Vestnik*.

**Section 52.** President. In addition to the Supreme Lodge officer requirements, the President must also have experience and knowledge in the fraternal life insurance field; demonstrated leadership capacity in the fraternal activities field; management skills; and the ability to communicate clearly and persuasively with others. The President is the official head of the Society and oversees all departments. The President is an ex officio member of all appointed committees within the Supreme Lodge.

**Section 53.** Vice President. In addition to the Supreme Lodge officer requirements, the Vice President must also have experience and knowledge in the fraternal life insurance field; demonstrated leadership capacity in the life insurance field; management skills; and the ability to communicate clearly and persuasively with others. The Supreme Lodge Vice President shall assist the President in activities promoting the Society.

**Section 54.** Chief Financial Officer. In addition to the Supreme Lodge officer requirements, the Chief Financial Officer must have experience in corporate management and administration/accounting; knowledge in the mortgage lending and loan origination field; and knowledge in investment management.

**Section 55.** Staff. After consulting with the President, the Vice President and Chief Financial Officer have the authority to hire employees working directly under the respective officer.

## **Article X**

### **Elected Supreme Lodge Directors**

**Section 56.** Director Requirements. These qualifications shall reflect the complexity and magnitude of the business and affairs of the Society and shall therefore include expertise in corporate governance, financial accounting, and insurance, among others. To be a Supreme Lodge director, an individual must meet the following requirements:

- (a) Be a citizen of the United States of America at the time of election.
- (b) Be an active member for at least three years prior to the time of election.
- (c) Have SPJST life insurance in force or, if uninsurable, have an SPJST annuity.
- (d) Meet the lodge attendance requirements for delegates.
- (e) Appreciate and promote the Czech language and culture and fluently speak the English language.
- (f) Attend the convention or have an excuse for not being present that is acceptable by two-thirds of the delegates.
- (g) Be capable of assuming the responsibilities as outlined herein and as established by the Society from time to time.
- (h) Reside within the bounds of director's respective district.

**Section 57.** Terms. The term for directors is from July 1 of the convention year to June 30 of the following convention year. No director can hold any position in the SPJST Home Office or district.

**Section 58.** General Duties. The Supreme Lodge directors will:

- (a) Oversee the management and progress of the Society.
- (b) Oversee the compliance of all by-laws and decisions of the Supreme Lodge.

**Article XI**  
**Elected At-Large Supreme Lodge Directors**

**Section 59.**     Director Requirements. *To be determined by By-Law Committee.*

**Section 60.**     Terms. *To be determined by By-Law Committee.*

**Section 61.**     General Duties. *To be determined by By-Law Committee.*

**Article XII**  
**Editor/Director of Communication and *Vestnik* - Official Publication**

**Section 62.**     Editor/Director of Communication. In addition to the Supreme Lodge officer requirements, the Editor/Director of Communication must have experience editing and composing a newspaper; possess journalistic qualifications; have knowledge of the fraternal benefit system and English and Czech languages; and be well versed in media law, especially as it relates to privacy concerns and libel.

**Section 63.**     Staff. After consulting with the President, the Editor/Director of Communication has the right to hire employees working directly under the Editor/Director of Communication.

**Section 64.**     Official Publication. The Society shall have an official publication. The name of the official publication shall be *Vestnik*.

- (a)     The *Vestnik* will be published as a weekly newspaper and in color.

**Article XIII**  
**Standing Committees: By-Law, Finance, Insurance, and Publication**

**Section 65.**     Composition. Each standing committee shall be comprised of seven members, one elected by each district. The committee members elected at the 2012 convention will function at the 2016 convention.

**Section 66.**     Committee Officers. Each standing committee shall convene immediately following the convention and elect a committee chair, vice chair, and secretary from its membership.

**Section 67.**     Eligibility. Supreme Lodge members, their spouses, or SPJST Home Office employees are not eligible for membership on any standing committee, but they are free to attend the committee meetings, make suggestions and recommendations, and assist the committees in every way possible. The committee has the right to deliberate and hold executive sessions during which the persons mentioned in this section will not be present.

- (a)     In the event that neither the elected member nor his/her substitute can serve on the committee for which such member has been elected, the district delegates from the preceding convention shall elect another member from the district membership to serve. The election procedure will be determined by the district officers. The district president shall notify the secretary of such standing committee and the Supreme Lodge of the results of the election without delay.

**Section 68.**     Quorum and Voting. A majority of each standing committee shall constitute a quorum for the transaction of standing committee. The committee shall act by a majority of committee members present.

**Section 69.**     Electronic Communication. Any meeting of the Society at which written minutes are kept, except the convention, may meet by telephone conference or other means of communication that allows all participants to simultaneously communicate with each other.

**Section 70.**     Compensation. Committee members will receive compensation for attending meetings as adopted by the preceding convention.

**Section 71.**     By-Law Committee.

(a)     Purpose. The By-Law Committee's purpose is to:

(1)     Consider, arrange, and recommend motions for amending by-laws of the succeeding convention.

(2)     Eliminate conflicts in the by-laws.

(3)     Codify and rearrange the by-laws.

(4)     Deliberate and decide on all recommendations for amending the by-laws and, if necessary, prepare and present its own recommendations for changes, additions, or deletions of any articles.

(5)     Submit recommendations to the *Vestnik* for publishing 30 days prior to the convention.

(6)     Arrange and compile the newly-adopted by-laws with all changes and amendments immediately following the convention. The By-Law Committee will eliminate duplications, remove conflicting articles, and recodify all by-laws, in compliance with the Texas Department of Insurance.

(7)     Submit a neat, readable, finished product with a complete index to the publisher within 90 days after the convention.

(8)     Print the by-laws. The printer must forward one copy of the proof to each member of the committee for approval and one copy to each Supreme Lodge member for comments. Such comments shall be forwarded to the By-Law Committee within 10 days after receipt thereof and prior to final approval by the committee. The Supreme Lodge determines the number of copies to be printed and furnishes copies to lodges and members, upon request.

(9)     Forward a sealed package containing all of the committee's records from the convention to the Supreme Lodge President. The sealed package may be opened in case of necessity only in the presence of the Supreme Lodge.

(10)    The Home Office may provide assistance as needed to accomplish this purpose.

(b)     Meetings. The By-Law Committee convenes not later than January of the convention year. In the event additional recommendations are made in the convention, and if the committee deems it advisable for the purpose of considering and deciding on such recommendations, the committee will convene during the convention then present its recommendations.

(c)     By-Law Recommendations.

(1)     Recommendations for changes to the by-laws must be signed and submitted to any member of the By-Law Committee not later than 60 days prior to the convention.

(2)     The By-Law Committee secretary shall forward all signed by-law recommendations to the *Vestnik* for publication.

(3)     Rejected recommendations can be presented by a delegate in the convention during deliberation of the respective article.

**Section 72.**     Finance Committee.

(a)     Purpose. The Finance Committee's purpose is to:

(1)     Review all compensation and financial benefits of Supreme Lodge members and Editor/Director of Communication. Any increase in compensation must be approved by the delegates of the current convention.

(2)     Recommend to the convention per diem of delegates and committees; salaries of elected officials and appointed directors; donations; allocations; and expenditures. Requests must be signed and submitted to any member of the Finance Committee not later than 60 days prior to the convention. Requests not submitted 60 days prior to the convention cannot be brought up for discussion on the convention floor. The Finance Committee recommendations shall be published in the *Vestnik* 30 days prior to the convention.

(b)     Meetings. The Finance Committee shall meet annually. The committee will meet as necessary during the year of the convention, after January 1.

**Section 73.**     Insurance Committee.

(a)     Purpose. The purpose of the Insurance Committee is to:

(1)     Outline and report to the convention the growth and progress of the Insurance Department.

(2)     Provide input to the Supreme Lodge Vice President on products and innovative ideas.

(3)     Represent the Society by promoting insurance programs and products.

(4)     Participate in lodge and district events to inform the membership on matters pertaining to the Insurance Department.

(b)     Meetings. The Insurance Committee will meet as requested by the Supreme Lodge Vice President. One meeting must be held at least six months prior to the convention to consider by-law recommendations.

**Section 74.**     Publication Committee.

(a)     Purpose. The purpose of the Publication Committee is to:

(1)     Outline and report to the convention the format, editorial policies, and general usefulness of the *Vestnik*. This report will be published in the *Vestnik* 30 days prior to the convention.

(2)     Determine what material proposed to be included in the *Vestnik* may be harmful to and against the best interests of the Society.

(b)     Meetings. The Publication Committee will meet annually. Special meetings will be held in exceptional cases when problems cannot be settled by correspondence.

**Article XIV**  
**Districts**

**Section 75.**     Composition. SPJST is divided into seven districts across the state of Texas in which lodges are located. The districts are composed of the following counties:

(a) DISTRICT ONE: Austin, Bastrop (except Lodge 18), Brazos, Burlison, Caldwell, Cherokee, Fayette, Grimes, Houston, Lee, Leon, Madison, Panola, Robertson, Rusk, Trinity, Walker, and Washington.

(b) DISTRICT TWO: Bell, Blanco, Burnet, Coryell, Falls, Gillespie, Kendall, Kerr, Lampasas, Llano, McCulloch, Mason, Menard, Milam, San Saba, Travis, Williamson, Lodge 18, Elgin (located in Bastrop County), and Lodge 200, Bruceville-Eddy (located in McLennan County).

(c) DISTRICT THREE: Anderson, Bosque, Bowie, Camp, Cass, Clay, Collin, Cooke, Dallas, Delta, Denton, Ellis, Erath, Fannin, Franklin, Freestone, Grayson, Gregg, Hamilton, Harrison, Henderson, Hill, Hood, Hopkins, Hunt, Jack, Johnson, Kaufman, Lamar, Limestone, McLennan (except Lodge 200, Bruceville-Eddy), Marion, Montague, Morris, Navarro, Palo Pinto, Parker, Rains, Red River, Rockwall, Smith, Somervell, Tarrant, Titus, Upshur, Van Zandt, Wise, and Wood.

(d) DISTRICT FOUR: Andrews, Archer, Armstrong, Bailey, Baylor, Borden, Brewster, Briscoe, Brown, Callahan, Carson, Castro, Childress, Cochran, Coke, Coleman, Collingsworth, Comanche, Concho, Cottle, Crane, Crockett, Crosby, Culberson, Dallam, Dawson, Deaf Smith, Dickens, Donley, Eastland, Ector, El Paso, Fisher, Floyd, Foard, Gains, Garza, Glasscock, Gray, Hale, Hall, Hansford, Hardeman, Hartley, Haskell, Hemphill, Hockley, Howard, Hudspeth, Hutchinson, Irion, Jeff Davis, Jones, Kent, Kimble, King, Knox, Lamb, Lipscomb, Loving, Lubbock, Lynn, Martin, Midland, Mills, Mitchell, Moore, Motley, Nolan, Ochiltrie, Oldham, Parmer, Potter, Pecos, Presidio, Randall, Reagan, Reeves, Roberts, Runnels, Schleicher, Scurry, Shackelford, Sherman, Sterling, Stephens, Stonewall, Sutton, Swisher, Taylor, Terrell, Terry, Throckmorton, Tom Green, Upton, Val Verde, Ward, Wheeler, Wichita, Wilbarger, Winkler, Yoakum, and Young.

(e) DISTRICT FIVE: Angelina, Brazoria, Chambers, Fort Bend, Galveston, Hardin, Harris, Jasper, Jefferson, Liberty, Montgomery, Nacogdoches, Newton, Orange, Polk, Sabine, San Augustine, San Jacinto, Shelby, Tyler, and Waller.

(f) DISTRICT SIX: Aransas, Calhoun, Colorado, DeWitt, Goliad, Gonzales, Jackson, Lavaca, Matagorda, Refugio, Victoria, and Wharton.

(g) DISTRICT SEVEN: Atascosa, Bandera, Bee, Bexar, Brooks, Cameron, Comal, Dimmit, Duval, Edwards, Frio, Guadalupe, Hays, Hidalgo, Jim Hogg, Jim Wells, Karnes, Kenedy, Kinney, Kleberg, La Salle, Live Oak, Maverick, McMullen, Medina, Nueces, Real, San Patricio, Starr, Uvalde, Webb, Willacy, Wilson, Zapata, and Zavala.

**Section 76.** District Meetings. Districts have the right to assemble for consultation, information, and administration within the limits of the by-laws of the Society.

(a) Members of every district must hold at least one business meeting each year, which may be combined with social and youth activities.

(b) Every district formulates its own rules and regulations that must not conflict with the by-laws of the Society. Any time a district desires to adopt a new activity program, which is not provided for in the Society's by-laws, it will present its proposal to the district director, who in turn, will present it to the Supreme Lodge for approval.

**Section 77.** District Officers. The following district officers shall be elected during the first meeting of the year: president; first vice president (to serve as fraternal activities coordinator for the district unless the district elects a fraternal activities coordinator as a separate position); second vice president (optional); secretary; treasurer; fraternal activities coordinator (optional); reporter (optional); district youth counselor; assistant youth counselor; and flag bearer.

**Article XV**  
**Local Lodges**

**Section 78.** Charter. Individual local lodges must receive their charters from the Supreme Lodge. Lodges are largely self-governing organizations but shall comply with these by-laws, “Robert’s Rules of Order Newly Revised,” Local Lodge Officers’ Handbook, and all other requirements adopted by the Supreme Lodge. Local lodges may, upon adoption of a proper resolution by its membership, incorporate for fraternal, benevolent and charitable purposes and make contracts, purchases, mortgages, lease and hold real and personal property necessary to carry out its purposes under the Non-profit Corporation Act of the State of Texas.

**Section 79.** Rules and Regulations. Lodges shall have the right to make and adopt rules and regulations in conformity with the Charter of Incorporation and by-laws of the Society and not in conflict with any regulations or requirements of the Supreme Lodge. Such laws, alterations, or amendments are to take effect only upon the written consent of the Supreme Lodge.

**Section 80.** Charter Withdrawal. The Supreme Lodge may withdraw the charter of any lodge in the event the Supreme Lodge determines that withdrawal is in the best interest of the Society. The Supreme Lodge shall provide for the disposition of property of lodges that have been suspended or dissolved in a manner consistent with the purposes of lodges.

(a) New Lodges. A newly established lodge is free to adopt any name with Supreme Lodge approval. Prior to granting permission to designate a proposed lodge in an area, the Supreme Lodge shall review and consider the potential need for the area, and the proximity of existing lodges.

(1) The application for permission to organize a new lodge must be forwarded to the Supreme Lodge on an appropriate form listing the names of not less than 20 respectable persons who were not members of the Society at the time of application but who have applied for insurance and have been accepted as members in anticipation of forming a new lodge.

(2) The Supreme Lodge will then send a representative to the new lodge for the purpose of organizing the lodge, electing officers, and giving basic lodge organizational instruction and general information about the Society.

(3) After a new lodge has sufficient members, other than transfers and juveniles, it must, after one year of its organization, be formally chartered in accordance with the wishes of the members and the Supreme Lodge ritual.

(4) If 20 members cannot be secured immediately, a proposed lodge can be designated and members can be accumulated over a period of up to 365 days into the proposed lodge in process of being formed. The Supreme Lodge has the authority to extend this period. If a lodge is not organized within the period authorized, the Supreme Lodge will assign any members in the proposed lodge to another lodge of the member’s choice or to the nearest SPJST lodge.

(b) Mergers. Two or more lodges wishing to merge or consolidate may do so if notice is given to the membership of both lodges in the *Vestnik* at least twice before the meeting at which consolidation is to be considered. Each member who has attained the age of 16 years will be mailed a written notice that a merger will be voted upon at such meeting. The merger can become effective only if a majority of the members present of each merging lodge vote in favor of the merger.

**Section 81.** Lodge Meetings. Local lodges must conduct monthly meetings unless they have permission from the Supreme Lodge to meet every three months so as to remain in good standing and have authority to elect delegates to the convention. Meetings are conducted on the day and hour specified by the regulations of the local lodge.

(a) Presence of five members of a local lodge in good standing constitutes a quorum for valid transaction of all business of the local lodge, according to the by-laws and rules.

(b) Discussions of political and religious matters of any kind are not allowed in lodge meetings. The president of the lodge is required to stop such discussions.

(c) Each member has the right to attend meetings of other lodges; however, he/she does not have the right of deliberation, unless called upon by the president.

**Section 82.** Annual Meeting. The annual meeting is to be held in November or December, or the first meeting thereafter. The election of nominated candidates is held during the annual meeting at which time every member has the right to vote for any other candidate on his/her ballot. Whenever a lodge deems it necessary, with the consent of two-thirds of the members present, it may nominate candidates for officers, delegates, and committees in the meeting preceding the annual meeting.

(a) Every local lodge determines its own local dues, if any, at annual meetings. Every lodge has the right to levy special dues and assessments, if any, on its members when the regular assessments and funds of the lodge are not sufficient to cover the sick benefits and other purely lodge purposes and requirements. These assessments also apply to social members. Dues are to be paid to the treasurer before or at the end of the regular business meeting.

**Section 83.** Lodge Officers. The following officers will be elected: president, vice president (to serve as fraternal activities coordinator for the lodge unless the lodge elects a fraternal activities coordinator as a separate position), second vice president (optional), secretary, treasurer, fraternal activities coordinator (optional), reporter (optional), and youth leader (optional). Lodges will also elect or appoint a flag bearer, assistant youth leader(s), and parliamentarian.

(a) The offices of the local lodge president and secretary cannot be combined, but each other office may be combined with other offices.

**Section 84.** Board of Trustees. In case of necessity and if the size and volume of business warrants it, a lodge may elect a board of trustees. The board of trustees may consist of as many members as the lodge deems expedient. The board of trustees is responsible for all lodge property and gives a current account of that property to the members.

**Section 85.** Candidate Eligibility. In nominating a candidate for local lodge office, only those members who attend the lodge functions and meetings on a regular basis should be elected. A lodge may require in its rules and regulations that a member must have attended a majority of the meetings for the year of the election in order to be elected as an officer. An exception to the attendance requirement exists where an office has not been filled prior to the election. Also, a member on suspension, for whatever reason, will not be elected to a position of responsibility in the lodge.

(a) Any member of the local lodge who desires to serve as a lodge officer who is an underwriter of any Old Line insurance company or an agent (underwriter) of any other fraternal life insurance society may be elected but must first disclose this information prior to the election.

**Section 86.** Dissolution. In the event of dissolution of a lodge, after the payment of all legally binding debts, the remaining assets and funds of the lodge, if any, shall never inure to the benefit of any member of the lodge and no funds or property of the lodge shall be distributed among or revert to any member. Nothing herein will prevent transferring such funds or property to another duly chartered SPJST local lodge, or from one duly chartered SPJST lodge merging with another duly chartered SPJST lodge.

(a) No lodge can be dissolved as long as 20 members are still in favor of its further existence.

(b) In case a lodge is dissolved, it is the duty of the last officers to deliver all books and papers belonging to the lodge to the Home Office.

**Article XVI  
Mortgage Loans**

**Section 87.** The Supreme Lodge is fully authorized to set policy and procedure in connection with members' applications for loans on real estate. No one individual or corporation may have total loans exceeding \$500,000. This limitation does not apply to SPJST lodge buildings and 501(c)(3) organizations. No director shall be permitted to evaluate if he/she is related to the applicant either by blood, marriage, or business connections, or if he/she has any direct or indirect interest in the loan to be made.

**Article XVII  
Certificate Loans**

**Section 88.** The policies and procedures for certificate loans shall be governed by the terms of the insurance certificate contract and laws of the State of Texas. Certificate loans are administered in accordance with policies and procedures determined by the Supreme Lodge and fully in compliance with the certificate contract.

**Article XVIII  
Assignments**

**Section 89.** No assignment of the certificate shall be binding upon the Society until the original or copy is filed with the Society at the Home Office and the Home Office shall have made written acknowledgment thereof. The Society assumes no responsibility for the validity of any assignment and any claim hereunder by an assignee shall always be inferior to those of the Society to secure any indebtedness against this certificate, whether such indebtedness shall be created before or after any assignment.

**Article XIX  
Indemnification**

**Section 90.** To the extent permitted by law, the Society does hereby agree to indemnify and hold harmless each Supreme Lodge member and Editor/Director of Communication serving the Society against liability for any claims or causes of action which may be made against any of the above stated individuals, of any kind or nature, for such acts or omissions which would arise in the performance of their duties. The Society shall agree to pay any damages on behalf of any of the above stated individuals for which they may be held liable. The Society shall agree to pay any and all expenses that may be incurred by any of the above stated individuals, including, but not limited to payment of reasonable attorney fees for defense of any claims or cause of action made whatsoever.

**Section 91.** The Society shall maintain insurance on each Supreme Lodge member and Editor/Director of Communication against liability for acts or omissions in the performance of their duties as determined by the Supreme Lodge.

**Article XX  
Resolution of Disputes**

**Section 92.** The purpose of this Article is to provide a method for fair resolution of disputes consistent with the fraternal nature of the Society without the delay and expense of formal legal proceedings. Should a formal complaint be brought against any member(s), committee member(s), or officer(s), provisions contained in "Robert's Rules of Order Newly Revised" concerning formal procedures for fair disciplinary process will be followed except where otherwise provided by these by-laws.

(a) On the district level, the district grievance committee will hear all of the evidence, at which time a decision will be rendered by the grievance committee. All grievance proceedings shall be private and the name of the member under review shall not be disclosed in any communication or to any person other than persons whose testimony is necessary in connection with the proceeding and to members of the district grievance committee.

(b) The aggrieved member, if not satisfied with the district grievance committee's findings, may appeal to the district for a hearing before the district membership. Such an appeal must be filed within 15 days after receipt of the notice of action of the grievance committee.

(c) On the local lodge level, the local lodge grievance committee will hear all of the evidence, at which time a decision will be rendered by the local lodge grievance committee. All grievance proceedings shall be private and the name of the member under review shall not be disclosed in any communication or to any person other than persons whose testimony is necessary in connection with the proceeding and to members of the local lodge grievance committee.

(d) The aggrieved member, if not satisfied with the local lodge grievance committee's findings, may appeal to the local lodge for a hearing before the local lodge membership. Such an appeal must be filed within 15 days after receipt of the notice of action of the grievance committee.

(e) If this still does not result in a mutually satisfactory resolution, either party has the right to appeal the dispute to the SPJST Supreme Lodge. The Supreme Lodge will follow "Robert's Rules of Order Newly Revised" concerning formal procedures for fair disciplinary process.

#### **Article XXI Interpretation of By-Laws**

**Section 93.** If any section of these by-laws should not be explicit, or in case of uncertainty or dispute as to its intent or meaning, the Supreme Lodge shall have the power to decide upon such situation; and its decision shall remain in force until such decision or section is duly amended.

#### **Article XXII Rules of Procedure**

**Section 94.** If the Charter of Incorporation or by-laws of the Society are silent as to any procedural aspect of any action or meeting hereunder, the procedures of the latest edition of "Robert's Rules of Order Newly Revised" shall control such procedure.

#### **Article XXIII Waiver**

**Section 95.** No subordinate body, nor any of its subordinate officers or members, shall have the power or authority to waive any of the provisions of the by-laws of the Society. Such provisions shall be binding on the Society and every member and beneficiary of a member.

#### **Article XXIV Amendments**

**Section 96.** These by-laws may be repealed or amended in whole or in part by a two-thirds majority vote at any regular or special convention.

**Section 97.** Amendments to these by-laws shall take effect on July 1 following the convention unless another time is specified and upon approval by the Texas Department of Insurance.

(a) All amendments to the Charter of Incorporation or by-laws of the Society or a synopsis thereof shall be published in the *Vestnik* or mailed directly to members within the time required by the laws of the State of Texas.