

STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE



AMENDED CERTIFICATE OF AUTHORITY

WHEREAS, KSKJ Life (f/k/a *KSKJ Life, American Slovenian Catholic Union*), located in the County Will, in the State of Illinois, has complied with the requirements of the “*Illinois Insurance Code*” applicable to said Fraternal Benefit Society:

NOW, THEREFORE, I, the undersigned, Director of Insurance of the State of Illinois, do hereby authorize the said KSKJ Life to transact its appropriate Business of Fraternal Insurance in this State in accordance with the laws thereof, until the 1<sup>st</sup> day of July, 2022.

DEPARTMENT OF INSURANCE of the State  
of Illinois;

DATE: 4/14/22

Dana Popish Severinghaus  
DANA POPISH SEVERINGHAUS  
DIRECTOR OF INSURANCE



**AMENDED ARTICLES OF INCORPORATION  
OF  
KSKJ LIFE**

1. The name of this corporation shall be "KSKJ Life." The corporation's motto shall be "All for Faith, Home and Country."
2. The principal business office shall be located in County of Will, the State of Illinois, or any other county within the State of Illinois determined by the Board of Directors.
3. The names of the incorporators are: F.S. Sustersic, Anton Nemanish, Anton Golobitsh, John Pezdirc, Jacob Bluth, Anton Skoff, Martin Fir, Peter Rogina, John Grahek, and John Zupancic

The persons selected as the Board of Directors to control and manage this corporation for the first year of 1893 are: Anton Nemanich, President, Joseph Agnich, Vice-President, Michael Vardian, Grand Secretary, John R. Sterbenz, Assistant Secretary, Anton Golobitsh, Grand Treasurer, Rev. Ciril Zupan, Spiritual Guide, Max Buh, Trustee, Ignac Tancek, Trustee, John Gouze, Trustee.

4. This corporation is a fraternal benefit society, without capital stock, organized and carried on for the sole benefit of its members and their beneficiaries and not for profit, having a lodge system with ritualistic form of work and representative form of government. The purposes of the corporation are:

(A) To aid the members, widows, orphans and kin of its members; promote and encourage friendship, unity and true Christian charity; inspire compliance with their religious and civic duties among its membership; preserve adherence to the Catholic/Christian faith and cherish among its members their native language, as well as love and pride in their racial origin.

(B) To provide for the payment of death and other benefits as permitted by the laws of the State of Illinois and the Bylaws, and to do all things necessary to carry out the objects for which formed.

5. The Board of Directors (the Board) shall be the supreme governing body. The Board will consist of directors elected in a manner prescribed by the Bylaws.
6. Membership in the corporation shall be as provided in the Bylaws.
7. These Articles of Incorporation may be amended or repealed in whole or in part as provided in the Bylaws.



**KSKJ LIFE, AMERICAN SLOVENIAN CATHOLIC UNION**


**OFFICERS' CERTIFICATE**


March 8, 2022

The undersigned, officers of KSKJ Life, American Slovenian Catholic Union, an Illinois fraternal benefit society (the "Society"), under 215 ILCS 5/Art. XVII of the Illinois Statutes, hereby certify that they are authorized to execute this Officers' Certificate in the name and on behalf of the Society, and that:

1. Attached hereto as Exhibit A is a true and correct copy of the amended Bylaws of the Society (the "Bylaws") amending Section 1 and section 5 subsection 501.
2. The amendments to the Bylaws were approved by the Board of Directors of the Society, its supreme governing by resolution dated March 5, 2022 which resolution has not been subsequently amended or rescinded and were approved in accordance with 215 ILCS 5/292.1 of the Illinois Statutes.

**IN WITNESS WHEREOF**, the undersigned officers of KSKJ Life, American Slovenian Catholic Union have executed this Officers' Certificate as of the day and year first set forth above.

  
Secretary

  
Tony Mravle  
Chief Executive Officer

**KSKJ LIFE, AMERICAN SOLVENIAN CATHOLIC UNION  
BOARD OF DIRECTORS  
RESOLUTION**

**WHEREAS**, the Board of Directors of KSKJ Life, American Slovenian Catholic Union (the "Society") wishes to amend the Bylaws of Society to modify the name of the Society and to update requirements for membership.

**RESOLVED**, that Section 1 of the Bylaws of the Society shall be amended to state:

**Name**

The name of this Fraternal Benefit Society is KSKJ Life ("the Society")

**RESOLVED**, that Section 5 subsection 501 of the Bylaws shall be amended to state:

**501. Eligibility and Application for Membership.** Applicants eligible for membership must desire to unite with Society members for (a) financial security and fraternal benefits, (b)charitable community involvement, and (c) appreciation of members' culture and heritage, and must meet all other requirements for membership established by the Society. Eligible persons may become a member of the Society by applying for membership on a form in use by the Society, meeting the requirements for membership established by the Society, and being accepted into membership in accordance with the rules, procedures, and rituals of the Society.

**EXHIBIT A**

**Amended Bylaws**

**KSKJ LIFE  
BYLAWS**

As Amended Effective \_\_\_\_\_, 2022

**Section 1  
Name**

The name of this Fraternal Benefit Society is KSKJ Life (the "Society").

**Section 2  
Principal Office**

The principal office of the Society shall be located at Joliet, County of Will, State of Illinois.

**Section 3  
Fraternal Benefit Society**

The Society is a corporation formed, organized, and incorporated under the fraternal benefit society laws of the State of Illinois, and carried on for the sole mutual benefit of its members and their beneficiaries, not for profit, having a lodge system, and a representative form of government. It shall have all the powers granted to it by law.

**Section 4  
Purpose and Objectives**

**401. Purpose.** The purpose of the Society is to engage in any lawful act or activity for which it is authorized as a fraternal benefit society under the laws of the State of Illinois, or the laws of any other jurisdiction in which it is authorized to act.

**402. Objectives.** The objectives of the Society are to associate members and their families, and enable them through membership in the Society to aid themselves and others with programs and benefits to:

- (a) Aid members, widows, orphans, and family of its members;
- (b) Promote and encourage friendship, unity and Christian values;
- (c) Encourage community engagement through volunteerism and charity;
- (d) Uphold Slovenian heritage by promoting traditions and cultural activities;

- (e) Provide for the payment of death and other benefits as permitted by the laws of the State of Illinois and these Bylaws; and
- (f) Enact laws and rules for the government of the Society and to do all things necessary to carry out the objectives for which it is formed.

**403. Motto.** The motto of the Society is: "All for Faith, Home and Country."

**404. Spiritual Patronage.** The Society shall be under the spiritual patronage of St. Joseph, and Marija of Brezje as Mary Help of Christians.

## **Section 5 Membership**

**501. Eligibility and Application for Membership.** Applicants eligible for membership must desire to unite with Society members for (a) financial security and fraternal benefits, (b) charitable community involvement, and (c) appreciation of members' culture and heritage, and must meet all other requirements for membership established by the Society. Eligible persons may become a member of the Society by applying for membership on a form in use by the Society, meeting the requirements for membership established by the Society, and being accepted into membership in accordance with the rules, procedures, and rituals of the Society.

**502. Lodge Membership.** The local Lodge shall determine whether it will accept an applicant for membership into that Lodge.

**503. Categories of Membership.** There shall be the following categories of membership:

- (a) *Beneficial Member.* A beneficial member is a person of age 16 or older who has been accepted for membership and who is an insured or annuitant, or a recipient of a settlement agreement benefit by reason of, any benefit certificate issued by the Society. Beneficial members in good standing possess all rights and privileges granted by the laws of the Society including:
  - (1) To participate in the activities of Lodges and to vote at all meetings of the Lodges of which they are members;
  - (2) Hold offices in the Lodges; and
  - (3) Vote in the corporate and insurance affairs of the Society according to the laws of the Society.

- (b) **Youth Member.** A youth member is a person under age 16 who has been accepted for membership and met such other requirements for youth membership established by the Society. Youth members may participate in the activities of Lodges and may hold any youth office. Youth members may not vote at meetings of adult Lodges, and are not eligible to vote in the corporate and insurance affairs of the Society. The Society may insure the lives or disability of children younger than the minimum age for beneficial membership but eligible for youth membership upon application of an adult in accordance with procedures established by the Society. At age 16, the insured youth member shall become a beneficial member. Ownership of a certificate shall be as provided in the certificate, and shall not automatically transfer to a youth member upon becoming a beneficial member.

## **Section 6 Member Meetings**

- 601. Member Meetings.** The Society will conduct national, regional or local member meetings as determined by the Board of Directors.
- 602. Attendance.** Member meetings will be comprised of members from the Lodges and guests in accordance with procedures established by the Board of Directors.
- 603. Meeting Purposes.** The purposes of member meetings may include but are not limited to education, networking, recognition and other support to Lodges, Lodge leaders and other members, to encourage and expand member engagement, and to carry out the fraternal and charitable purposes and objectives of the Society.

## **Section 7 Board of Directors**

- 701. Board of Directors.** The Board of Directors shall be the supreme governing body of the Society under the laws of the State of Illinois. The Board of Directors 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 the laws of the Society and the laws of the State of Illinois.
- 702. Composition.** The Board of Directors shall be composed of eight (8) elected Directors and the Chief Executive Officer. The elected directors shall be elected by the beneficial members in the manner prescribed in these Bylaws and shall constitute not less than two-thirds of the members of the Board of Directors in number.



**703. Terms of Office.** Elected Directors shall serve four-year terms of office. Directors shall hold office until the expiration of their term and until their successor has been elected and qualified, or until their death, removal or resignation. Terms of office shall be staggered such that four elected Directors' terms of office expire every two years. Following the election of all elected Directors in 2022, the Board of Directors shall designate four (4) elected Directors to serve a 2-year term and four (4) elected Directors to serve 4-year term.

**704. Eligibility.** To be eligible for nomination, election and service as an elected Director, a member must:

- (a) Be a beneficial member of the Society in good standing;
- (b) Be a baptized Christian;
- (c) Be at least 25 and less than 70 years of age as of January 1 in the year of election;
- (d) Not be a current officer, director, employee, or life insurance/annuity agent of any other fraternal benefit society or life insurance company. This provision shall not apply to any individual who was a Director of the Society as of June 1, 2020;
- (e) Not be a current or former employee or agent/subagent of the Society (a "Disqualified Individual") or an immediate family member (parent, spouse, natural or adopted child or sibling) of a Disqualified Individual. A former employee or agent/subagent of the Society will cease to be a Disqualified Individual upon the expiration of three (3) years from the termination of their most recent period of service for the Society. This provision shall not apply to an agent of the Society designated by the Society as a part-time fraternal agent;
- (f) Not have been convicted of a felony and have no criminal history other than matters determined insignificant by the Election Committee, such as a minor traffic violation;
- (g) Not have been removed from office for cause by action of the Board of Directors;
- (h) Have affirmed a willingness to participate in educational seminars and programs that provide orientation, training and instruction in matters such as board duties and responsibilities, life insurance and financial matters and the structure and regulation of fraternal benefit societies;

- (i) Have a sufficient background, so as to enable the individual to comprehend and take an active role oversight of the Society's operations;
- (j) Meet all additional qualifications for Directors adopted by resolution approved by the Board of Directors prior to the call for candidates; and
- (k) Meet all qualifications as required by the Insurance Code of Illinois and any rules promulgated by the Illinois Director of Insurance for fraternal benefit society directors.

**705. Election Procedures.** The procedures for election of Directors shall be as follows:

- (a) Board of Directors candidates shall submit their application for nomination to the Society within the time specified and follow the procedures and provide all information required by the Board of Directors.
- (b) Prior to the election, the Board of Directors shall establish an Election Committee. Beginning with the 2024 election, the Election Committee shall be composed of elected Directors who are not seeking reelection. The Election Committee shall establish timelines and procedures for nomination of candidates and gather information from candidates regarding qualifications and background.
- (c) Candidates for the Board are required to submit all information required by the Election Committee and complete a screening process and background checks to ensure candidate meets all required qualifications within the timeframe established by the Election Committee.
- (d) The Election Committee shall determine whether each nominated candidate is eligible to serve as a Director. Only candidates who are determined by the Election Committee to meet the eligibility requirements will be included in the slate of candidates submitted for election. The Election Committee shall also review the background and credentials of the candidates and recommend the candidates the Committee determines are best qualified.
- (e) The Election Committee will submit the slate of qualified candidates for election by the beneficial members. The Election Committee shall also share information regarding candidates' backgrounds and credentials with the beneficial members.

- (f) A vote shall be taken on the candidates by direct written or electronic ballot by beneficial members in good standing. The ballot shall specify the deadline for return of the ballot and no ballots received after such time shall be counted. Each beneficial member shall have one vote for each elected director position and directors shall be elected by a plurality of the votes cast by the beneficial members. Cumulative voting or voting by proxy is not permitted. "Members in good standing" shall be defined as determined by the Board of Directors.

**706. Orientation.** New Board members must participate in a board training or orientation program which includes information regarding Board duties and responsibilities within six months after their election. Board members must also complete all other training and continuing education requirements established by the Board or required by applicable law. Failure to complete all required training in accordance within the required time period may result in the Board member being removed from his or her position by action of the Board of Directors and the vacancy shall be filled in accordance with these Bylaws.

**707. Vacancy.** Any vacancy in an elected Director position may be filled for the unexpired term of the Director by election of the Board of Directors by a majority vote of all directors then in office. A Director filling a vacancy of an elected Director shall be considered an elected Director for the unexpired term. Qualifications for filing the elected Director vacancy are the same as for any elected Director.

**708. Removal.** An elected Director may be removed from the Board of Directors "for cause" by a two-thirds affirmative vote of the Directors, excluding the Director whose status is at issue, at a meeting called for that purpose. "For cause" for purposes of this subsection shall include:

- (a) Failing to continue to meet the eligibility requirements for Directors;
- (b) Inability or failure to perform the duties and responsibilities of a Director;
- (c) Engaging in conduct unbecoming a Director;
- (d) Absence from two meetings of the Board of Directors during the course of a calendar year, without good cause;
- (e) Breaching a fiduciary duty owed to the Society, its members or beneficiaries; or
- (f) Materially violating the Articles of Incorporation or Bylaws, any code of ethics, conflict of interest policy or any other policy adopted by the Society.

The determination of cause shall be made in the reasonable discretion of the Board of Directors. A Director whose status is at issue shall not be entitled to vote in the matter.

**709. Chair.** The Board of Directors shall elect a Chair from among its members for a term of one (1) year or such longer term as determined by the Board of Directors. The Chair shall preside at all meetings of the Board of Directors at which he or she is in attendance and perform such other duties as may be designated by the Board of Directors.

**710. Other Board Officers.** The Board of Directors may designate other Board officers and delegate authority to them.

**711. Regular Meetings.** The Board of Directors shall meet at least quarterly at such times as the Board of Directors shall determine.

**712. Special Meetings.** Special meetings of the Board of Directors may be called by the Chair or on the written request of any three (3) Directors. Notice of a special meeting shall be transmitted to each Director at least seven (7) calendar days before the date of the meeting by mail, or electronic means. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage prepaid. If sent by electronic means, such notice shall be deemed to be delivered upon transmission.

**713. Location.** Meetings of the Board of Directors shall be held at the Home Office in Joliet Illinois, unless the Chair or the Board of Directors designates an alternative location.

**714. Quorum and Voting.** A majority of the Board of Directors shall constitute a quorum, but a smaller number may adjourn a meeting of the Board of Directors for lack of 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 Board of Directors, unless the act of a greater number is required by the Articles of Incorporation, Bylaws or applicable law.

**715. Electronic Communications.** The Board of Directors and any committee or sub-committee of the Board of Directors, or any other meeting of the Society at which minutes are kept, may meet by telephone or video conference or other means of communication that allows all participants to simultaneously communicate with each other.

**716. Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors or any committee or sub-committee of the Board of Directors 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.

**717. Audit Committee.** The Board of Directors will appoint an Audit Committee. The Audit Committee shall be comprised of at least three (3) elected Directors who have a working knowledge of financial matters. The Audit Committee shall be responsible for the oversight of the auditors of the Society and the audit of the financial statements of the Society and such other responsibilities delegated to it by the Board from time to time. A majority of its members shall constitute a quorum for the transaction of all committee business.

**718. Other Committees.** The Board of Directors may appoint other committees of the Board of Directors to have such authority as the Board of Directors may delegate. Each committee shall consist of three or more Board of Directors members. A majority of the members of each committee shall constitute a quorum for the transaction of all committee business.

**719. Board Assessment.** The Board of Directors shall conduct a self-assessment at least annually.

## **Section 8 Officers**

**801. Executive Officers.** The principal executive officers of the Society shall be the Chief Executive Officer ("CEO") and such other officers as recommended by the CEO and approved by the Board of Directors. The CEO shall be hired by the Board of Directors. The other executive officers of the Society shall be hired as employees by the CEO and confirmed as officers by the Board of Directors.

**802. Chief Executive Officer.** The Chief Executive Officer ("CEO") shall serve as the chief executive officer of the Society, shall have general supervision and direction of the day to day business and affairs of the Society, and shall perform all duties incident to the position and such other duties as may be prescribed by the Board of Directors from time to time. Subject to such rules and policies as may be prescribed by the Board of Directors, the CEO shall have authority to appoint and terminate such other officers, agents and employees and to delegate authority to them.

**803. Removal of Officers.** The Board of Directors may remove the CEO with or without cause by a majority vote of all Directors at a meeting called for that purpose. Other officers may be removed with or without cause by the CEO.

**804. Reasonable Compensation.** The Board of Directors shall determine reasonable compensation of the Board of Directors and the CEO. Reasonable compensation of all executive officers other than the CEO shall be recommended by the CEO and approved by the Board of Directors. In its determination of reasonable compensation, the Board of Directors, or a committee delegated authority for officer compensation, shall take into account, among others, the services rendered by the officer, the performance of the officer, the performance

of the Society, market and industry standards, and compensation paid to officers of similarly situated organizations.

### **Section 9 Official Bonds**

Corporate surety bonds shall be secured and the premiums thereof paid by the Society for any officer, employee or agent of the Society designated by the Board of Directors, in an amount as determined by the Board of Directors.

### **Section 10 Indemnification**

**1001.** The Society will completely indemnify to the full extent, now or subsequently permitted by law, any member of the Board of Directors, or an officer or employee of the Society who was, is, or has been threatened to be made a party to any contemplated, pending, or completed action:

- (a) Wherever the action may be brought;
- (b) Whether civil, criminal, administrative, or investigative;
- (c) Brought because that person is or was a member of the Board of Directors, an officer or employee;
- (d) Against all expenses, attorney fees, judgments, costs, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with the investigation, defense, handling, negotiation, and settlement of any action, suit, or proceeding.

The right of indemnification shall not be deemed exclusive of any right to which the Board of Directors, officers or employees may be entitled.

A Director, officer or employee shall not be indemnified or reimbursed for any such amounts in relation to such action, suit or proceeding if he or she shall finally be adjudged to be or have been guilty of a breach of duty as a Director, officer or employee or, in respect to such matter, there has been made a compromise settlement, unless in either such case the person acted in good faith for a purpose reasonably believed to be in or not opposed to the best interests of the Society, or, in a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. The determination whether the conduct of such person met the standard required to justify indemnification and reimbursement in this Section may only be made by the Board of Directors by a majority vote of a quorum consisting of persons who were not parties to such action, suit or proceeding.

**1002.** The Society shall maintain insurance on each Director, officer or employee of the Society against any liability asserted against such Director, officer or employee incurred or arising out of such capacity as determined by the Board of Directors.

## **Section 11 Funds and Investments**

There shall be established from income of the Society, a fund or funds for the payment of death and other benefits and for the accumulation of reserves on certificates as provided by law and/or the benefit certificates, and for the expense of management and extension of the Society. The Board of Directors shall have supervision over the operations of the funds of the Society, which shall be invested in accordance with the investment policies adopted by the Board of Directors and all applicable laws.

## **Section 12 Lodges**

**1201. Charter.** Lodges may be chartered by the Board of Directors upon petition of at least eight (8) beneficial members. The petition shall be in the form prescribed by the Board of Directors and shall indicate acceptance of the Articles of Incorporation and Bylaws of the Society and the Lodge Bylaws.

**1202. Rules.** Lodges are largely self-governing organizations but shall comply with the Articles of Incorporation and Bylaws of the Society, the Lodge Bylaws adopted by the Board of Directors, and all other requirements adopted by the Board of Directors, including but not limited, to discipline, suspension or expulsion of any member from a Lodge.

**1203. Suspension and Dissolution.** The Board of Directors may suspend or withdraw the charter of and dissolve any Lodge in the event the Board of Directors determines that suspension or dissolution is in the best interest of the Society.

**1204. Lodge Property.**

The Society shall be the owner of all assets and property of the Lodge regardless of how the assets or property are titled or in whose name they are held. Assets and property made available to the Lodge shall be held, prudently managed, and used solely for the charitable and fraternal purposes of the Lodge as described in 501(c)(8) of the Internal Revenue Code, in a manner consistent with the Purpose and Objectives of the Society, and in conformity with the laws of the Society and the Lodge Bylaws, all rules and policies established by the Board of Directors and applicable law. The Lodge, Lodge leaders, members and others shall have no authority to use or divert such assets and property for any other purpose. If a Lodge becomes inactive, is suspended, or its charter is revoked and it is dissolved, or upon the direction of the Board of Directors, all such assets and property shall immediately be transferred to the control of the Society for use in a manner consistent with the charitable and fraternal purposes of Lodges. Any

property transferred or used in violation of this section shall be immediately returned and the Lodge and Society shall have the right and authority to seek restitution, damages, and all available equitable or other remedies relating to such violation.

**1205. Lodge Disputes.** In the event of any dispute or other controversy relating to any Lodge, if the dispute or controversy cannot be resolved by the Lodge, it shall be referred to the Board of Directors, and the Board of Directors' decision in the matter shall be final.

**1206. Lodge Meetings.** Regular meetings of the Lodges shall be held as frequently as required by law.

### **Section 13 Official Publication**

The Society shall have an official publication. The name of the official publication shall be as approved by the Board of Directors. Any notice, report or statement required by law, including notice of election, may be published in the official publication. A copy of the official publication shall be sent to Society members as shown on the records of the Society, except that if Society records show that two or more members have the same mailing address, an official publication mailed to one of them is deemed mailed to all of them at the same address unless a separate copy is requested. The official publication shall be published in such form and at such periods as the Board of Directors may determine.

### **Section 14 Rules of Procedure**

If the Articles of Incorporation or Bylaws of the Society are silent as to any procedural aspect of any action or meeting hereunder, the procedures of the latest edition of Roberts Rules of Order shall control such procedure.

### **Section 15 Benefit Certificates**

**1501.** The certificate of membership and insurance or annuity, together with any riders or endorsements attached to it, the application, the declaration of insurability (if any) signed by the applicant, the Articles of Incorporation and Bylaws of the Society and all amendments to them, constitute the entire contract when it is issued. Any subsequent changes, additions or amendments to the Articles of Incorporation or Bylaws shall be binding upon the applicant member, certificate owner, beneficiaries and other persons affected, and shall govern and control in all respects, except that no changes shall destroy or diminish insurance and/or annuity benefits promised in the certificate when it was issued.



**1502.** Any person upon whose life a certificate is issued prior to attaining the age of majority shall be bound by the terms of the application and certificate and by all the laws and rules of the Society to the same extent as though the age of majority had been attained at the time of application.

**1503.** Benefit certificates may be made payable to such person or persons, entity or interest as may be permitted under the rules and regulations of the Society and applicable state laws.

**1504.** In the event a named beneficiary predeceases the insured or is otherwise not legally entitled to receive the certificate proceeds, the certificate proceeds shall be paid per stirpes to the family members of the insured identified by the Society in the following succession, as applicable, (i) the surviving spouse; (ii) children; (iii) grandchildren; (iv) parents; (v) brothers and sisters; (vi) grandparents; (vii) other relatives in accordance to the laws of descent and distribution of the State of Illinois. In the event it is determined that the deceased insured has no living relatives, after a reasonable search, the certificate proceeds shall be paid to the estate of the insured. Where the Society has made a good faith payment of the proceeds, such payment shall discharge all obligations under the certificate.

**1505.** No beneficiary change shall take effect unless received by the Society at its principal office during the lifetime of the insured. When it is received, any change shall take effect as of the date the request for beneficiary change was signed, as long as the request for change was mailed or actually delivered to the Society while the insured was alive. Such beneficiary change shall be null and void where the Society has made a good faith payment of the proceeds or has taken other action before receiving the change.

**1506.** If the reserves as to all or any class of certificates become impaired, the Board of Directors may require that there shall be paid by the owner to the Society the amount of the owner's equitable proportion of such deficiency as ascertained by the Board of Directors. If such payment is not made, either (1) it shall stand as indebtedness against the certificate and draw interest not to exceed the rate specified for certificate loans, or if none is specified, six percent (6%) per annum compounded annually; or (2) in lieu of or in combination with, the owner may accept a proportionate reduction in benefits under the certificate.

## **Section 16 Resolution of Disputes**

**1601. Purpose.** The purpose of this Section is to prescribe the sole means to present and resolve grievances, complaints, or disputes between or among members, insureds, certificate owners, or beneficiaries, their heirs, administrators, guardians, representatives, successors and assigns, and the Society or its Board of Directors, officers, agents, and employees. Procedures set forth in this Section are meant to provide prompt, fair, and efficient

opportunities for dispute resolution, consistent with the fraternal nature of the Society, without delay and expense of formal legal proceedings.

**1602. Scope.** Except as expressly limited herein (see subsection 1606) this Section applies to all past, current or future benefit certificates, members, insureds, certificate owners, beneficiaries and their heirs, administrators, successors, guardians, representatives, successors and assigns and the Society. It applies to all claims, actions, disputes and grievances of any kind or nature whatsoever. It includes, but is not limited to, claims based on breach of contract, as well as claims based on fraud, misrepresentation, violation of statute, discrimination, denial of civil rights, conspiracy, defamation, and infliction of distress against the Society or its Directors, officers, agents, or employees. To the extent permitted by applicable law, this Section applies to all claims, actions, disputes, and grievances brought by the Society against members, insureds, certificate owners, or beneficiaries and their heirs, administrators, guardians, representatives, successors and assigns.

In the event that a court or arbitrator of competent jurisdiction deems any party or claim in a dispute not subject to this Section, this Section will remain in full force and effect as to any remaining parties or claims involved in such dispute. This Section does not apply to any claims or disputes relating to interpleader actions to determine proper owner, beneficiary or payee.

**1603. Dispute Resolution Procedures.** No lawsuits or any other actions may be brought for any claims or disputes covered by this Section. All disputes covered by this Section will be resolved in accordance with the following procedures, which will occur in the order given in this Section:

- (a) **Appeal.** Any dispute covered by this Section must be submitted to the Society's compliance officer at its Home Office at 2439 Glenwood Avenue, Joliet IL 60435, telephone number (800) THE-KSKJ or (815) 741-2001, for resolution by the Society's internal review process.
- (b) **Mediation.** If the parties are unable to resolve the dispute through the Society's internal appeal process as described in Paragraph (a), either party may have the matter mediated in accordance with the applicable mediation rules of the American Arbitration Association (or other neutral organization as agreed upon by the parties).
- (c) **Arbitration.** If the parties are unable to resolve the dispute through the Society's internal appeals process as described in Paragraph (a) and through mediation as described in Paragraph (b), the matter will be resolved by binding arbitration in accordance with the applicable arbitration rules as prescribed by the American

Arbitration Association (or the rules of another neutral organization mutually agreed upon) as applicable to the type of matter in dispute. The arbitration shall be administered by a neutral organization agreed upon by the parties. The decision of the arbitrator shall be final and binding, subject only to the right to appeal such decision as provided in the arbitration rules and applicable laws. The member, insured, certificate owner or beneficiary shall have the right to be represented by legal counsel of his or her choosing at any time at his or her own expense (unless, as provided in subsection 1607 below, he or she is awarded attorney's fees). If an issue in dispute is subject to law that prohibits parties from agreeing to submit future disputes to binding arbitration, arbitration results shall be nonbinding, unless the parties agree to binding arbitration after the claim or dispute has arisen. The Society will take reasonable measures to assure that the dispute resolution process proceeds promptly.

**1604. Costs.** The administrative costs of any mediation or arbitration (including fees and expenses of mediators and arbitrators, filing fees, reasonable and necessary court reporting fees) will be paid by the Society. Except as awarded under subsection 1606 of this Section, each party will bear its own attorneys' fees, expert fees, and discovery fees.

**1605. Joinder of Disputes.** The procedures of this Section are designed to afford individual members, benefit certificate owners, beneficiaries and the Society a prompt, fair, and efficient means of resolving individual disputes. Accordingly, no dispute may be brought forward in a representative group or on behalf of or against any "class" of persons, and the disputes of multiple members or benefit certificate owners or beneficiaries (other than immediate family members) may not be joined together for purposes of these procedures without the express written consent of both (i) all members and benefit certificate owners and beneficiaries affected thereby and (ii) the Society. The restriction on joinder of disputes contained in this subsection 1605 is a condition upon which the agreement to arbitrate contained in subsection 1602 and 1603 depends. Thus, should a court or arbitrator of competent jurisdiction deem the restriction on joinder of disputes contained in this subsection 1605 unenforceable or otherwise void, there shall be no agreement to arbitrate.

**1606. Remedies.** This Section applies to any claim or dispute resolved through binding arbitration as provided in subsection 1603(c) above and to any action in a court of law in the event that a court or arbitrator of competent jurisdiction deems any party or claim in a dispute not subject to binding arbitration. Except as expressly limited in this Section, the parties to a dispute may be awarded any and all damages or other relief allowed for the claim in dispute by applicable federal or state law, including attorney's fees and expenses if such attorneys' fees and expenses are deemed appropriate under applicable law. Exemplary or punitive damages may be awarded for claims arising under applicable federal or

state statutes to the extent permitted under the applicable statutes or, for claims arising under the common law, exemplary or punitive damages may be awarded but may not exceed three times the amount of compensatory damages.

**1607. Severability.** In the event that any court or arbitrator of competent jurisdiction deems any portion of this Section to be unenforceable or otherwise void under applicable law, the remaining portions of this Section will remain in full force and effect.

### **Section 17 Interpretation of Bylaws**

If any Section of these Bylaws should not be explicit, or in case of uncertainty or dispute as to its intent or meaning, the Board of Directors shall have the power to decide upon such situation; and its decision shall remain in force until such decision or Section is duly amended.

### **Section 18 Waiver**

No subordinate body, nor any Directors, officers, employees, agents, or members, shall have the power or authority to waive any of the provisions of the laws of the Society. Such provisions shall be binding on the Society and every member and beneficiary of a member.

### **Section 19 Amendments**

**1901.** The Articles of Incorporation and these Bylaws may be repealed or amended in whole or in part by a majority vote of all of the members of the Board of Directors.

**1902.** Amendments to the Articles of Incorporation or these Bylaws shall take effect upon approval by the Illinois Department of Insurance, unless a later time is specified.

