

Preamble

This organization is formed for the purpose of uniting such fraternal benefit societies as shall come within provisions of the Constitution and Bylaws as adopted by this body for its government, into a central organization, the object of which shall be as follows:

1. To secure for its members mutual benefit and protection.
2. To devise and to encourage the adoption of improved business methods in the conduct of the business of Fraternal Benefit Societies.
3. To promote and foster the true fraternal spirit among its members.
4. And in general to do all things necessary to more fully protect the rights and promote the interests of Fraternal Benefit Societies doing business in the Commonwealth of Pennsylvania.

ARTICLE I

Section 1. The name of this organization shall be the **Pennsylvania Fraternal Alliance, Inc.** (hereinafter the Alliance). Its headquarters shall be the address of the Secretary/Treasurer.

ARTICLE II

Section 1. The Alliance is an association of Fraternal Benefit Societies licensed to operate in the Commonwealth of Pennsylvania. Its purposes and objectives shall be as herein provided:

- a) To unite men and women who are associated with a Fraternal Benefit Society operating in the Commonwealth of Pennsylvania.
- b) To protect the rights and promote the interests of all member societies.
- c) To promote action in the development and growth of the Fraternal Benefit System.
- d) To work in harmony with the American Fraternal Alliance for the welfare of the Fraternal Benefit System.
- e) To oppose any act or movement which is contrary to the best interests of the Fraternal Benefit System and to encourage the adoption of legislation and regulations which will preserve the traditions and protect mutual interest of member societies.
- f) To create a better understanding of the Fraternal Benefit System.
- g) To promote publicity favorable to the image of the Fraternal Benefit System and to foster the true fraternal spirit among its members.

- h) To exchange ideas for the common good of its members and to establish a communications network among the officers and directors of all member societies.
- i) To do all other things incidental to and consistent with the above mentioned purposes.

ARTICLE III

American Fraternal Alliance

Section 1. The Alliance shall be guided by the Constitution of the American Fraternal Alliance. The Board of Directors of the Alliance will participate whenever possible in the State Fraternal Alliance Section and share with the State Fraternal Alliance Standing Committee in developing and implementing programs for the betterment of member societies.

Section 2. The Board of Directors of the Alliance shall select the official delegate, who must be a representative of an Alliance member society, to represent the Alliance at the annual meeting of the American Fraternal Alliance and the State Fraternal Alliance Section and shall set the stipend to be allotted for such attendance if not paid by the delegate's society.

Section 3. The Board of Directors may designate an alternate delegate to the American Fraternal Alliance in the event the official delegate is unable to attend. The alternate delegate shall have all rights and responsibilities of the official delegate, including receipt of stipend for expenses if not paid by the alternate's society.

ARTICLE IV

Membership

Section 1. All Fraternal Benefit Societies licensed to do business in the Commonwealth of Pennsylvania and reporting to the Insurance Department thereof, and any Fraternal Benefit Society reporting to a state regulatory agency within the United States, is eligible for membership in the Alliance.

Section 2. Applications for membership shall be made in writing to the Secretary/ Treasurer of the Alliance, along with a copy of the society's Constitution and/or Bylaws. Membership applications will be referred to the Board of Directors for action. A majority vote of the Board shall qualify such applicant for membership upon payment of the first annual membership dues.

ARTICLE V

Associate Membership

Section 1. An individual or business organization interested in the welfare of the Alliance and the Fraternal Benefit System, and who currently services a member society either in the capacity as accountant, actuary, attorney, or investment banker, may become an Associate Member of the Alliance.

Section 2. Application for membership shall be in writing to the Secretary-Treasurer. A majority vote of the Board of Directors shall qualify the applicant for Associate Membership upon payment of the annual membership dues.

ARTICLE VI

Membership Dues

Section 1. The annual membership dues for each affiliated society shall be established each year by the Board of Directors in an amount not to exceed the authorized amount set forth by the American Fraternal Alliance.

Section 2. The annual membership dues for an associate member shall be the same as those for an affiliated society.

Section 3. The Secretary-Treasurer shall bill each society and associate member for the ensuing calendar year and payment shall be remitted to said officer on or before the 31st day of January of each year.

Section 4. Failure of any society or associate member to remit dues for two (2) consecutive years shall, at the end of two years, automatically result in forfeiture of all membership rights in the Alliance.

Section 5. A society or associate member suspended for nonpayment of dues may reapply for membership upon payment of dues in arrears for a maximum of two years and current membership dues.

ARTICLE VII

Officers and Directors

Section 1. The officers of the Alliance shall be:

- a) President
- b) Immediate Past President
- c) First Vice President
- d) Second Vice President
- e) Secretary/Treasurer
- f) Eight Directors

Officers and directors shall be elected at the annual meeting of the Alliance by the duly qualified delegates and shall assume the duties of their respective office effective at the conclusion of the annual meeting. All elected officers and directors will serve without remuneration, except the Secretary/Treasurer.

Section 2. Only persons who are active members of a Fraternal Benefit Society shall be eligible for election to office in the Alliance.

Section 3. Candidates for officers and directors of the Alliance shall be duly nominated by a Nominating Committee appointed by the President, provided, however, nominations of eligible candidates may be made from the floor by delegates to the Alliance.

Section 4. Elections shall be in accordance with Roberts Rules of Order most recently revised.

Section 5. The elected officers shall hold office for one year or until a successor is elected and duly installed. Directors shall be elected for two years with four directors elected at each annual meeting.

Section 6. The elected officers and directors, including the immediate past president, shall constitute the Board of Directors, provided, however, that the current presidents or duly appointed representatives of the following related associations may serve as members of the Board of Directors, with a voice and a vote.

- a) Pennsylvania Chapter, Fraternal Insurance Counselors
- b) Fraternal Societies of Greater Pittsburgh
- c) Philadelphia Fraternal
- d) Fraternal Societies of Northeast Pennsylvania

In the event said president or duly appointed representative is serving as an officer or director of the Alliance, that person will serve simultaneously in both capacities, with only one vote.

Section 7. A vacancy occurring in an office during the term of that office shall be filled by an appointment of the Board of Directors.

Section 8. The Board of Directors shall have full charge of the management of the Alliance between annual meetings, subject to the direction of the Alliance. It shall transact all business of the Alliance and devise ways and means for implementing the purposes and objectives of the Alliance. Meetings of the Board of Directors shall be held at such times and places as determined by the President with the advice and consent of the Board of Directors, but no fewer than two times annually. A majority of the Board of Directors present shall constitute a quorum for the transaction of business.

Section 9. The President is the executive officer of the Alliance, as such, shall enforce the Constitution and Bylaws and carry out the mandate of the Alliance and its Board of Directors. He/she shall preside at all meetings of the Alliance. Duties include, but are not limited to:

- Prepare the agenda for all meetings
- Appoint committees
- Present a report to the membership of the Alliance at the conclusion of term of office.

Section 10. The First Vice President shall, in absence of the President, perform the duties of that office, as well as other duties as designated by the President.

Section 11. The Second Vice President shall, in the absence of the President and First Vice-President, perform the duties of the Alliance President, as well as other duties as designated by the President.

Section 12. The duties of the Secretary/Treasurer shall include, but not limited to, those as hereinafter provided:

- Conduct all correspondence pertaining to the business of the Alliance.
- Record the minutes of the proceedings of the Alliance and the Board of Directors. Minutes of the Board of Directors' meetings shall be provided for each Board member within thirty (30) days following the meeting.

- Present a detailed report in writing, covering the activities of the preceding year, including a financial report, at the annual meeting of the Alliance.
- Issue meeting notices and credentials, collect membership dues, maintain membership records and perform such other duties as may be directed by the President or Board of Directors.
- Maintain custody of all property, records and funds of the Alliance.
- Maintain complete financial records of the Alliance, including a record of all receipts and disbursements; disburse funds as authorized and approved by the Board of Directors; and provide a written financial statement at each meeting of the Board of Directors.
- Submit all financial records including bank statements for annual inspection by an Auditing Committee appointed by the President.

ARTICLE VIII

Committees

The President shall appoint those committees necessary to carry out the programs and goals of the Alliance. All members of committees shall be selected from the members of the Alliance, and all committees shall be appointed through the term of the appointing President or until duly discharged by the President. Committees will include but are not limited to the following:

- Auditing
- By-Law
- Credentials
- Legislative
- Nominating

ARTICLE IX

Annual Meeting

Section 1. An annual meeting of the Alliance shall be held each year in October at a place as may be selected by the Board of Directors.

Section 2. Each member society shall be entitled to representation at Alliance annual meetings, and to vote for the election of officers and in the transaction of general business of the Alliance as hereinafter provided:

- a) Past Presidents of the Alliance shall enjoy the rights of a delegate at all annual meetings being entitled to a seat, voice and vote; but not considered as a society delegate.

- b) Each society with a beneficial membership of ten thousand (10,000) or less in the Commonwealth of Pennsylvania as of the 31st of December preceding the annual meeting of the Alliance shall be entitled to two (2) delegates, and one (1) additional delegate for each additional five thousand (5,000) members or fraction thereof; however, that no society shall be entitled to more than four (4) delegates. Each society may select an equal number of alternate delegates.
- c) The elective officers and directors of the Alliance.

Section 3. Each society shall certify credentials for its delegates on forms provided by the Secretary-Treasurer of the Alliance.

Section 4. An Associate Member may have a voice at the pleasure of the President or presiding officer of the Alliance. An Associate Member shall have no vote and shall not be eligible to hold an office in the Alliance.

Section 5. One-fourth of the member societies shall constitute a quorum for the transaction of business at the annual meeting of the Alliance. Each member society, through its duly accredited delegates, shall cast the vote to which its membership is entitled, provided however, that no delegate may have more than one vote.

Section 6. The Order of Business shall be established in advance of each annual meeting at the discretion of the President in coordination with the Board of Directors, provided, however, that a report of the Credentials Committee be presented at the beginning of each business session.

Section 7. The Secretary-Treasurer of the Alliance shall provide within ninety (90) days of the annual, the American Fraternal Alliance and to each member society of the Alliance:

- Copy of the meeting proceedings
- Name and addresses of the officers and directors elected
- Time and place of the next annual meeting.
- Bylaw-amendments. See Article XI regarding amendments.

ARTICLE X

General Provisions

Section 1. Special meetings of the Alliance may be called by the Board of Directors or upon written request to the President by fifteen (15) member societies.

Section 2. Nothing in the Constitution and Bylaws of this Alliance shall be interpreted to constitute an obligation upon the funds of member societies other than payment of the annual membership dues.

Section 3. A Surety Bond, covering the office of the Secretary-Treasurer, may be provided in such amount as determined by the Board of Directors.

Section 4. Roberts Rules of Order, most recently revised, shall govern the proceedings at all meetings of the Alliance when not inconsistent with the Constitution and Bylaws.

Section 5. Notification of all notices may be sent by regular U S Mail or electronic mail.

ARTICLE XI Amendments

Section 1. The Constitution and Bylaws of the Alliance may be amended at any annual meeting by a two-thirds majority vote of the delegates attending the meeting. However, the proposed amendments shall be read in open meeting of the Alliance at least one day before a vote is taken thereon.

Section 2. Proposed amendments to the Constitution and Bylaws shall be filed by member societies at least sixty (60) days before the annual meeting. A copy shall immediately be forwarded to members of the Board of Directors, the Bylaw Committee and each member society.

Section 3. All amendments adopted by the Alliance shall go into effect immediately or as otherwise designated by the Alliance, provided, however, that they are approved by the American Fraternal Alliance.

ARTICLE XII Scholarship

Section 1. The Alliance shall fund one scholarship in the amount of \$500 each year. Additional scholarships of \$500 each shall be funded by donations from member and associate members.

Section 2. Total donations exceeding a multiple of \$500 by \$250 or more shall be supplemented by the Alliance to create a full \$500 scholarship.

Section 3. Total donations not exceeding a multiple of \$500 by a minimum of \$250 shall be kept in escrow and added to the following year's donations.

Section 4. Consequently, the minimum amount of scholarship funds paid out by the Pennsylvania Fraternal Alliance assets each year is \$500 and the maximum amount is \$750.

ARTICLE XIII Adoption

Section 1. The foregoing Bylaws were duly adopted by the Pennsylvania Fraternal Alliance at the annual meeting held in the City of Hershey, Pennsylvania on October 25, 26, 27, 1982.

Section 2. The changes, revisions and amendments to the Constitution and Bylaws approved at the 82nd. Annual meeting of the Pennsylvania Fraternal Alliance held in King of Prussia , Pennsylvania on October 25th and 26th, 1993 are included in this printing.

Section 3. The changes, revisions and amendments to the Constitution and Bylaws approved at the 85th. Annual meeting of the Pennsylvania Fraternal Alliance held in White Haven, Pennsylvania on October 21st and 22nd 1996 are included in this printing.

Section 4. The changes, revisions and amendments to the Constitution and Bylaws approved at the 86th. Annual meeting of the Pennsylvania Fraternal Alliance held in Pittsburgh, Pennsylvania on October 20th and 21st 1997 are included in this printing.

Section 5. The changes, revisions and amendments to the Constitution and Bylaws approved at the 87th Annual meeting of the Pennsylvania Fraternal Alliance held in Pittsburgh, Pennsylvania on October 19th and 20th 1998 are included in this printing.

Section 6. The changes, revisions and amendments to the Constitution and Bylaws approved at the 88th Annual meeting of the Pennsylvania Fraternal Alliance held in Erie, Pennsylvania on October 24th 25th and 26th 1999 are included in this printing.

Section 7. The changes, revisions and amendments to the Constitution and Bylaws approved at the 90th Annual meeting of the Pennsylvania Fraternal Alliance held in Champion, Pennsylvania on October 28th 29th and 30th 2001 are included in this printing.

Section 8. The changes, revisions and amendments to the Constitution and Bylaws approved at the 92nd Annual meeting of the Pennsylvania Fraternal Alliance held in Mount Pocono, Pennsylvania on October 19th 20th and 21st 2003 are included in this printing.

Section 9. The changes, revisions and amendments to the Constitution and Bylaws approved at the 96th Annual meeting of the Pennsylvania Fraternal Alliance held in Farmington, Pennsylvania on October 28th 29th and 30th 2007 are included in this printing.

Section 10. The changes, revisions and amendments to the Constitution and Bylaws approved at the 98th Annual meeting of the Pennsylvania Fraternal Alliance held in Farmington, Pennsylvania on October 25th 26th and 27th 2009 are included in this printing.

Section 11. The changes, revisions and amendments to the Constitution and Bylaws approved at the 99th Annual meeting of the Pennsylvania Fraternal Alliance held in Mount Pocono, Pennsylvania on October 24th 25th and 26th 2010 are included in this printing.

Section 12. The changes, revisions and amendments to the Constitution and Bylaws approved at the 101th Annual meeting of the Pennsylvania Fraternal Alliance held in Washington, Pennsylvania on October 28th 29th and 30th 2012 are included in this printing.

Section 13. The changes, revisions and amendments to the Constitution and Bylaws approved at the 102th Annual meeting of the Pennsylvania Fraternal Alliance held in Hershey, Pennsylvania on October 27th 28th and 29th 2013 are included in this printing.

Section 14. The changes, revisions and amendments to the Constitution and Bylaws approved at the 103rd Annual meeting of the Pennsylvania Fraternal

Alliance held in Mount Pocono, Pennsylvania on October 26th, 27th and 28th 2014 are included in this printing.

Irene Jugan
President

Bernard S. Golubiewski, FIC
Secretary