

BY-LAWS OF THE



SPJST

**32nd Convention
2016**

Order of Business in Lodge Meetings

1. Convening of the meeting
2. Pledge of Allegiance
3. Tribute to departed members
4. Roll call of officers
5. Reading of minutes
6. Announcement of income and disbursements
7. Reading of communications received
8. Reading of reports of officers and committees
9. Reading of names of applicants and balloting thereon
10. Initiation of new members
11. Unfinished or deferred business
12. New business
13. Election of officers
14. Motions for amending local lodge procedures
15. Adjournment of the meeting
16. Dues are to be paid to the financial secretary before or at the end of the regular business meeting.

CONSTITUTION AND BY-LAWS of **SPJST**



**Founded at La Grange, Texas
July 1, 1897**

Adopted in the 32nd Convention

Held June 13 to 15, 2016

Killeen, Texas



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PREAMBLE

The main idea and purpose of this Society, as organized by fearless and peace-loving Czech pioneers in Texas, was and is:

To provide and promote fraternal and social fellowship among its members.

To endeavor to keep alive the cherished traditions, customs, heritage, culture, and language of our forefathers.

And generally, through moral, spiritual, and economic respect, to encourage benevolence and humanity through the Society with sound practical life insurance for its members.

This Society operates under the lodge system and provides for the payment of life, sick, accident, or other benefits to its members.

ARTICLE I NAME

The name of this Fraternal Benefit Society is SPJST, originally chartered as *Slovanská Podporující Jednota Státu Texas* (Slavonic Benevolent Order of the State of Texas {SPJST}).

ARTICLE II PRINCIPAL OFFICE

The principal office (Home Office) of SPJST shall be located in Temple, Texas.

ARTICLE III MISSION AND VISION STATEMENTS

Section 1. Mission. Insuring and enriching lives.

Section 2. Vision. Our vision is to provide a wholesome family environment; to encourage cherished Czech traditions; and to provide high quality, competitive life insurance for our members.

ARTICLE IV FRATERNAL BENEFICIARY SOCIETY

SPJST 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 solely for the mutual benefit of its members and their communities and beneficiaries; and having a lodge system, with a representative form of government. SPJST shall have all the powers granted to it by law. SPJST will strive to be a financially strong fraternal benefit society and to provide high quality, competitive life insurance and value-added benefits to its members. SPJST will conduct its affairs in a manner that is perceived as a good corporate citizen.

ARTICLE V MEMBERSHIP

Section 3. Application for Membership. Individuals may become members if they meet the requirements for membership established by SPJST, apply

for membership upon a form in use by SPJST, and are accepted into membership in accordance with the rules, procedures, and rituals of SPJST. All members must be citizens or legal residents of the United States.

Section 4. 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. If rejected, the member may begin application to another lodge. No one may hold membership in more than one SPJST lodge.

Section 5. Membership Classes. There shall be the following classes of members:

(a) 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. It is expressly determined that in this latter event, the owner of the insurance or annu-

ity, if different from the insured, shall have no privileges of membership and the insured will retain these rights.

(2) A person may become a member by purchasing an annuity in a minimum amount as set by the Supreme Lodge and pays his or her local lodge dues and assessments, if any, annually in advance.

(3) 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 imparted by the surrendered insurance or annuity terminated immediately.

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

(5) Adult members whose life insurance certificates have matured based on the applicable mortality table shall remain members of SPJST, with all the privileges and benefits of active members and shall not be required to pay any dues or assessments.

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

(7) Adult members are eligible for election as officers of local lodges, in the district, delegates, as committee members, and as members of the Supreme Lodge.

(b) Youth Member. SPJST 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 age 16, the insured youth shall become an adult member.

(c) 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 SPJST or local lodge privileges, benefits, or voting rights.

(d) 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 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.

(3) A social member must pay for the *Věstník* if he/she desires to receive it.

(4) An uninsurable child whose parent or guardian is a member can participate in the youth program.

Section 6. Membership Guidelines. All members shall guide themselves according to the charter, constitution, and by-laws of SPJST; otherwise, they are subject to penalty as defined by these by-laws and as prescribed by the Supreme Lodge for violation and non-observance of them. 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 SPJST. Such provisions shall be binding on SPJST and every member and beneficiary of a member.

Section 7. Induction of New Members. Induction of new members may be conducted at a time and date convenient to the local lodge and the new members.

ARTICLE VI CONVENTION

Section 8. Purpose. The Supreme Governing Body of SPJST shall be known as the Convention and shall be composed of delegates elected according to the rules of these by-laws. The Convention is the sole judge of eligibility and qualifications of all delegates and substitutes. The Convention has the power to:

(a) Adopt, amend, and supplement the by-laws of SPJST.

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

(c) Elect Supreme Lodge President, Vice President, Chief Financial Officer (Secretary-Treasurer), Editor/Director of Communication, district directors, and all required committees.

(d) Determine salaries of Supreme Lodge President, Vice President, Chief Financial Officer (Secretary-Treasurer), 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 SPJST. Delegates, Convention officers, and committee members will be paid the week following the Convention.

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

Section 9. 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 *Věstník* no later than January of the Convention year.

Section 10. 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 SPJST. 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 SPJST. At the special Convention, delegates from each lodge shall have the same number of votes as at the preceding regular Convention.

Section 11. Quorum. Two-thirds of delegates seated at any regular or special Convention shall constitute a quorum for the transaction of all business.

Section 12. Ballot In Lieu of Special Convention. In lieu of calling a special Convention, the Supreme Lodge may send a ballot to all delegates by mail or by email. 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 13. 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 the Convention and appoints a temporary committee of seven tellers, one from each district, to tabulate votes during the election of the Convention Chair and Convention Vice Chair.

(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 three members to the 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, Vice President, and Chief Financial Officer (Secretary-Treasurer), Editor/Director of Communication, district directors, and all required committees.
- (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 24 (Votes) 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 14. Convention Officers. The Supreme Lodge President shall convene the Convention and shall preside until a Convention Chair is elected. The Supreme Lodge President shall appoint the secretaries of the Convention. The Convention

Chair and Convention Vice Chair are the Convention officers.

Section 15. 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 16. Proceedings. All proceedings in the Convention, unless such rules are not covered by the by-laws, are conducted in accordance with the current edition of “Robert’s Rules of Order.”

Section 17. 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 concern 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 18. 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 SPJST, 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. All new by-laws become effective on the latter of July 1 or the date filed with Texas Department of Insurance following the Convention at which they were adopted.

Section 19. Election of Supreme Lodge President, Vice President, Chief Financial Officer (Secretary-Treasurer), Editor/Director of Communication, and District Directors. Establish a screening process for the purpose of reviewing all qualifications of submitted candidates for Supreme Lodge President, Vice President, Chief Financial Office (Secretary-Treasurer), Editor/Director of Communication, and seven District Directors. The screening committee has the right to gather additional background information, submit the slate of qualified candidates to the delegates 90 days prior to Convention, and shall have the discretion to consult with personnel with legal and human resource expertise to assure compliance with current labor laws. The By-Law Committee will serve as the screening committee. Anyone seeking the positions of Supreme Lodge President, Vice President, Chief Financial Officer (Secretary-Treasurer), Editor/Director of Communication, or District Director must announce candidacy at least 120 days prior to Convention.

Section 20. Minutes. The minutes shall be kept and approved in the English language. 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 21. Publicity. Supreme Lodge President and Editor/Director of Communication are responsible for appropriate publicity pertaining to Conventions.

ARTICLE VII

LODGE DELEGATE ELECTIONS

Section 22. Election of Delegates. Delegates and substitute delegates shall be elected no later than January at the local lodge meeting that precedes the Convention for the term from one Convention to the next Convention.

Section 23. 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 adult members;

(2) One additional delegate for each additional 150 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. A lodge chartered, merged, or reorganized less than three years preceding the election of its delegates may elect its delegates and substitutes from among those members having attended a majority of the regular meetings from the date of its charter, merger, or reorganization.

Section 24. Votes. A lodge represented by its delegate or delegates is entitled to one vote for every adult 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 25. 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 26. Delegate Requirements.

- (a) Qualifies as an adult 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, fraternal field managers, 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 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 27. Term. Delegates and substitute delegates shall hold office until their successors are seated at the following Convention. The delegates and substitutes to the most recent regular Conven-

tion 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. In the event of the merger of two or more lodges following the Convention, those delegates of each lodge shall be entitled to the same number of votes they had at the preceding Convention.

Section 28. 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 nominees than permitted 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 (Secretary-Treasurer) within 30 days after the election. Failure to do so will nullify the lodge's delegates.

(c) The Chief Financial Officer (Secretary-Treasurer) 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 (Secretary-Treasurer). 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.

ARTICLE VIII

SUPREME LODGE

Section 29. Composition. The Supreme Lodge shall be composed of the President, Vice President,

Chief Financial Officer (Secretary-Treasurer), Director of Accounting/Information Technology Services (Financial Secretary), and seven elected directors (one from each of the seven districts). The Supreme Lodge shall have the authority to provide rules and regulations for the extension and development of SPJST and shall have all other necessary and incidental powers to carry out the objectives of SPJST and such other duties as prescribed by these by-laws.

Section 30. Conflicts of Interest.

(a) 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.

(b) 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.

(c) No person can be an employee of the Supreme Lodge if he/she is related to any member of the Supreme Lodge within the third degree, as construed under Section 573 of the Government Code of the Texas Revised Civil Statutes.

Section 31. Duties. The affairs of SPJST shall be managed under the direction of the Supreme Lodge between regular meetings of the Convention. 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 SPJST.

(f) Conduct a strategic planning process and develop an annual business plan with clearly defined qualitative and quantitative goals.

(g) Approve a contract on an annual basis, if deemed beneficial, for the printing of the *Věstník*, after consulting with a member of the Publication Committee designated by that committee, and the Editor/Director of Communication.

(h) 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.

(i) Adopt such additional plans and tables of insurance including annuities and universal life products, which appear to be beneficial, according to fraternal insurance laws of the State of Texas.

(j) Ratify compensation schedule and incentive programs for sales agents.

(k) Fill vacancies in the Supreme Lodge and Editor/Director of Communication with the exception of the President, as specified in Section 41 (Vacancy).

(l) Employ a certified public accountant, upon recommendation of the Chief Financial Officer (Secretary-Treasurer), to prepare a detailed report concerning the condition of SPJST.

(m) Prepare a report of its progress/accomplishments since the preceding Convention. Each Supreme Lodge officer must submit a report to be printed in the *Věstník* at least 30 days prior to the Convention. Directors may submit one combined report, if they so agree.

(n) 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.

(o) Suspend local lodges for not performing their local lodge duties and for irregularities detrimental to SPJST. 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 SPJST.

(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 SPJST.
- (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.
- (p) Suspend or discharge local lodge officers and committees for irregularities in office detrimental to SPJST 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.
- (q) Employ the Director of Accounting/Information Technology Services (Financial Secretary).
- (r) 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 SPJST.
- (s) Determine areas that can be outsourced or partnered for increased efficiency.

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

(u) Ratify the salary of Home Office employees, as proposed by Supreme Lodge officers and Editor/Director of Communication.

(v) Assign further duties to any member of the Supreme Lodge.

Section 32. 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 33. 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 34. 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 35. Location. Meetings of the Supreme Lodge shall be held at the Home Office, unless the President or the Supreme Lodge designates an alternative location.

Section 36. 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 37. Electronic Communication. The Supreme Lodge and any committee or sub-committee of the Supreme Lodge, or any other meeting of SPJST 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 38. 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 39. 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 (Secretary-Treasurer) will maintain minutes and exhibits of the Supreme Lodge meetings and Investment Committee meetings. Written consent may be given electronically.

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

(b) The minutes will include each item voted on at the meeting with a record of how each Supreme Lodge member voted on each issue. Matters concerning personnel, disciplinary matters, litigation, threatened litigation, and marketing plans will not be included.

Section 40. Committee Establishment. The Supreme Lodge may appoint an audit committee and other 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 41. Vacancy. In the event of a vacancy by the President, Vice President, Chief Financial Officer (Secretary-Treasurer), or Director of Accounting/Information Technology Services (Financial Secretary), such vacancy will be filled by appointment by the Supreme Lodge.

(a) The office of President shall be temporarily filled by the Vice President until a new President is appointed by the Supreme Lodge.

(b) In the event of a vacancy by the *Věstník* Editor/Director of Communication, such vacancy will be filled by appointment by the Supreme Lodge after consultation with the Publication Committee.

(c) In the event of a vacancy by a district director, the position shall be filled by his/her substitute.

(d) 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 42. 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 SPJST, 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 SPJST; or
- (f) Ceasing to be a member of SPJST.

A determination of cause shall be made within the reasonable discretion of the Supreme Lodge. 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 43. Officer Requirements. To be a Supreme Lodge officer, an individual must meet the following requirements:

- (a) Be a member of SPJST for at least three consecutive years preceding the election or appointment.
- (b) Be a citizen of the United States of America.
- (c) Must have at least \$50,000 of SPJST life insurance or if uninsurable, then an SPJST annuity in at least the amount of \$20,000.
- (d) Appreciate and promote the Czech language and culture and fluently speak the English language.
- (e) Any other requirements that the Supreme Lodge may prescribe that take into consideration and magnitude of the business and affairs of SPJST.

Section 44. Term. The term of office for Supreme Lodge President, Vice President, and Chief Financial Officer (Secretary-Treasurer) and Supreme Lodge officers elected at the 32nd Convention is from July 1 of the Convention year to June 30 of the following Convention year.

- (a) No officer can hold more than one office at a time, and no officer can receive more than one compensation at one time.
- (b) No Supreme Lodge officer or his/her spouse can receive commissions for services as a sales agent.

(c) No Supreme Lodge officer may hold any position in the districts or lodges.

Section 45. 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 *Věstník*.

Section 46. President. The President is the official head of SPJST and oversees all departments. The President is an ex officio member of all appointed committees within the Supreme Lodge. 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. Other requirements include:

(a) Bachelor's degree in marketing, communications, or business or equivalent work experience.

(b) Management and marketing experience.

Section 47. Vice President. The Supreme Lodge Vice President shall assist the President in activities promoting SPJST. 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; marketing and management skills; and the ability to communicate clearly and persuasively with others. Other requirements include:

- (a) Bachelor's degree in marketing, communications, or business or equivalent work experience.
- (b) 5 to 10 years of life insurance experience.
- (c) Management and marketing experience.
- (d) Annuity certification.

Section 48. Chief Financial Officer (Secretary-Treasurer). In addition to the Supreme Lodge officer requirements, the Chief Financial Officer (Secretary-Treasurer) must have experience in corporate management and administration/accounting and knowledge in the mortgage lending and loan origination field, investment management, and claims and annuity administration. Other requirements include:

- (a) Bachelor's degree in finance, accounting, or business or equivalent work experience.
- (b) 5 to 10 years of progressively responsible experience in the investment field.

Section 49. Director of Accounting/Information Technology Services (Financial Secretary). In addition to the Supreme Lodge officer requirements,

the Director of Accounting/Information Technology Services (Financial Secretary) must have experience and knowledge in the accounting and information technology fields. Other requirements include:

(a) Bachelor's degree in finance, accounting, or business or equivalent work experience.

(b) 5 to 10 years of progressively responsible management experience in the accounting field.

Section 50. Staff. After consulting with the President, the Vice President, Chief Financial Officer (Secretary-Treasurer), and Director of Accounting/Information Technology Services (Financial Secretary) have the authority to hire employees working directly under the respective officer.

ARTICLE X SUPREME LODGE DIRECTORS

Section 51. Director Requirements. These qualifications shall reflect the complexity and magnitude of the business and affairs of SPJST 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 consecutive 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 SPJST from time to time.

(h) Reside within the bounds of director's respective district.

Section 52. Term. 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 53. General Duties. The Supreme Lodge directors will:

(a) Oversee the management and progress of SPJST.

(b) Oversee the compliance of all by-laws and decisions of the Conventions and Supreme Lodge.

ARTICLE XI
EDITOR/DIRECTOR
OF COMMUNICATION
AND VĚSTNÍK – OFFICIAL PUBLICATION

Section 54. Qualifications. 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 55. General Duties. The Editor/Director of Communication will:

- (a) Manage all aspects of the *Věstník*.
- (b) Manage all aspects of the SPJST internet website.
- (c) Coordinate public relations in the community and across the state to improve SPJST's public image as directed by the Supreme Lodge President.
- (d) Submit a quarterly report of all services performed to the Supreme Lodge members prior to each Supreme Lodge meeting.

Section 56. Term. The Editor/Director of Communication's position will be elected by the delegates at the Convention. The term of office is from July 1 of the Convention year to June 30, following

the Convention. The Editor/Director of Communication may not hold any position in the district or serve as an agent for any other life insurance company or any similar fraternal order.

Section 57. 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 58. Supreme Lodge Discussions. The Editor/Director of Communication will be included in any Supreme Lodge discussions involving the *Věstník*/Communication Department.

Section 59. Dismissal. The Publication Committee has the obligation to see that the Editor/Director of Communication does not print articles inimical to the best interests of SPJST and that he/she otherwise fulfills his/her obligation. The Editor/Director of Communication may be dismissed after first being recommended for dismissal by a majority of 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 Editor/Director of Communication from office by a two-thirds vote. The authority of dismissal rests with the Supreme Lodge whose decision is by two-thirds vote. The Editor/Director of Communication may be dismissed for any of the following offenses:

- (a) Incompetence, which means he/she does not manage the *Věstník* satisfactorily in a dignified and professional manner.

(b) Willfully refusing cooperation with the Publication Committee.

(c) Using the *Věstník* for personal promotion.

(d) Promoting ideas harmful to SPJST.

Section 60. Official Publication *Věstník*. SPJST shall have an official publication. The name of the official publication shall be *Věstník*. The *Věstník* will be published as a weekly newspaper and in color.

Section 61. Subscriptions. A *Věstník* shall be sent to SPJST members as shown on the records of SPJST, except that if SPJST 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. Names and addresses of members requesting the *Věstník* must be furnished to the Home Office. Schools, colleges, and universities offering and instructing the Czech language for credit will receive the *Věstník* free of charge upon request.

Section 62. *Věstník* Content. The *Věstník* shall contain material grouped in sections, including original editorial articles, various reports, a youth section, and a Czech heritage/cultural section. A portion of the printed material shall be in the Czech language.

(a) Letters should be of purely fraternal spirit, without political, religious, or anti-religious inclinations.

(b) Each *Věstník* shall include the contact information for Supreme Lodge members, Editor/Director of Communication, and all standing committee members.

(c) The *Věstník* shall have lessons in the Czech language.

(d) Any notice, report, or statement required by law, including notice of election, may be published in the *Věstník*.

(e) During the month of May, names and addresses of district and local lodge secretaries will be published in the *Věstník*.

(f) At least 30 days prior to the convention, the *Věstník* will include pre-convention reports of the Supreme Lodge officers and directors and standing committees and a list of delegates' names and lodge numbers.

(g) Any suggestions for the improvement of the contents of the *Věstník* should be referred to the Editor/Director of Communication or to the chair of the Publication Committee, and the committee will then direct the Editor/Director of Communication to make the changes accordingly.

Section 63. Objectionable Material. The Publication Committee will make decisions concerning objectionable contributions in the following manner:

(1) If the Editor/Director of Communication considers any matter questionable or harmful

to SPJST, he/she shall mail a copy of the material in question to each member of the Publication Committee, who shall respond by return mail. The committee may consult with legal counsel.

(2) If the material is considered acceptable by four members of the committee, the Editor/Director of Communication will publish the article in its entirety.

(3) No letter may be published in its censored form without consent of the writer. Objectionable material will be returned to the writer by the Editor/Director of Communication. If the Editor/Director of Communication fails to submit material turned down by him/her, the writer may submit the letter to the Publication Committee Chair and the decision of the Publication Committee will override the opinion of the Editor/Director of Communication.

ARTICLE XII

STANDING COMMITTEES: BY-LAW, FINANCE, INSURANCE, AND PUBLICATION

Section 64. Composition. Each standing committee shall be comprised of seven members, one elected by each district. The committee members elected at the Convention will function through the succeeding Convention.

Section 65. Committee Officers. Each standing committee shall convene immediately following the Convention and elect a committee chair, vice chair, and secretary from its membership.

Section 66. Eligibility. Supreme Lodge members, their spouses, and 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) Committee members must attend their respective district spring meetings. If two meetings are missed during a four-year period, the substitute will be appointed to complete the remainder of the term.

(b) 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 67. 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 68. Electronic Communication. Any meeting of SPJST 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 69. Compensation. Committee members will receive compensation for attending meetings as adopted by the preceding Convention.

Section 70. 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 *Věstník* 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 will 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 and 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. Recommendations must be submitted in the English language.

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

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

Section 71. Finance Committee.

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

- (1) Review the prior year financial statement.
 - (2) 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 2016 Convention.
 - (3) Recommend whether a bonus will be paid to Supreme Lodge members and Editor/Director of Communication. The Finance Committee will recommend a formula as how the bonus is to be paid. No bonus shall be paid without the consent of the Finance Committee.
 - (4) Recommend to the Convention per diem of delegates and committees; salaries of elected officials; 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 *Věstník* 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 72. 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 SPJST 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 73. 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 *Věstník*. This report will be published in the *Věstník* 30 days prior to the Convention.

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

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

ARTICLE XIII DISTRICTS

Section 74. Composition. Districts are subordinate bodies under the jurisdiction of the Supreme Lodge. 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, Burleson, 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, Dal-

las, 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, Ochiltree, 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, Har-

ris, 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 75. District Meetings. Districts have the right to assemble for consultation, information, and administration within the limits of the by-laws of SPJST.

(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 SPJST. Any time a district desires to adopt a new activity program, which is not provided for in SPJST's by-laws, it will present its proposal to the district director, who in turn,

will present it to the Supreme Lodge for approval.

(c) All deliberations and minutes must be conducted in the English language.

Section 76. 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.

Section 77. Duties of District Officers.

(a) President.

(1) Preside at all district meetings utilizing basic parliamentary procedure and conduct business according to an agenda.

(2) See that all by-laws, rules, and regulations are observed by the members assembled.

(3) Appoint the majority of all appointed committees.

(4) Sign all letters and other documents.

(5) Represent the district in public relations and official SPJST functions.

(6) Work with other district officers to coordinate district activities.

(7) Perform all duties and obligations as set out by the rules and regulations of the district.

(b) Vice President.

- (1) Assist the president in meetings.
- (2) Appoint the minority of members on all appointed committees.
- (3) Serve as the fraternal activities coordinator for the district if a separate position is not elected.
- (4) Perform all duties and obligations as set out by the rules and regulations of the district.
- (5) Assume the president's duties in the event of incapacity, absence, resignation, or death.

(c) Secretary.

- (1) Maintain a record of attendance at all meetings.
- (2) Prepare and direct district correspondence.
- (3) Maintain correspondence with the Home Office on district changes and other important information.
- (4) Maintain accurate minutes of all deliberations in the meetings as provided in the constitution and by-laws.
- (5) Forward a list of district officers to the Chief Financial Officer (Secretary-Treasurer) within 30 days after the district election.
- (6) Receive all mail and reply thereto at the request of the president of the district.

(d) Treasurer.

- (1) Receive all money.
- (2) Pay all bills of the district.

(3) Receive written report from all committees within 48 hours showing receipt and handling of all funds.

(4) Render to the membership periodic reports of all district assets and resources, monetary, and other.

(5) Submit his/her books, including all checks and statements, to the auditing committee at the district meeting. The books must be audited at least once per year.

(e) Fraternal Activities Coordinator.

(1) Suggest, plan, and coordinate all fraternal activities for the district.

(2) Work with committee members to accomplish fraternal activities.

(3) Keep and maintain accurate records of district fraternal services.

(4) Work with the district officers to set goals.

(5) Comply with requests from the Home Office for fraternal services and other reports on district fraternal activities.

(f) Reporter.

(1) Write interesting articles and district news for the *Věstník* and local newspapers.

(2) Photograph and record district events for posterity and news articles.

(3) Submit event photographs to the *Věstník* and local newspapers.

(4) Coordinate publicity for the district.

(g) District Youth Counselor. (Complete duties are defined in the current SPJST Youth Club Handbook.)

- (1) Organize and conduct district camp.
- (2) Initiate and conduct all youth programs at district meetings.
- (3) Plan and coordinate at least one district-wide social for all youth members in the district per year, provided funds are available.
- (4) Conduct annual district youth leader training.
- (5) Organize and conduct District Youth Achievement Day.
- (6) Visit each youth club in his/her district at least once during the year.
- (7) Communicate with youth leaders in the district on a regular basis (at least once per quarter). The DYC will conduct an orientation with a new youth leader.
- (8) Publicize district youth events, including YAD and camp, in the *Věstník* and local media outlets (newspaper, radio, television, community bulletins, internet), when possible.
- (9) Submit an annual report to the State Youth Director and Supreme Lodge President no later than 30 days following the district's annual spring meeting.
- (10) Submit quarterly reports, including youth club contacts and district youth fund activity, to the State Youth Director.

Section 78. District Planning Meetings. The district director may attend meetings of the district officers in an advisory or planning capacity but does not have a vote.

Section 79. District Officer Resignation. In the event of the resignation of the president between district meetings, the first vice president will automatically assume that office. Any other positions vacated between district meetings shall be filled by a person designated by a majority of the other district officers who will then seek ratification of their appointment at the next district meeting.

Section 80. District Annual Allocation. Each district will receive an allocation of \$4,000 per year from the Supreme Lodge to be placed in the district's General Expense Fund. This sum is to be used by the district to pay the lodge hosting the district meeting \$1,000 per meeting with the balance being used to defray the expenses of the district and to promote growth for SPJST.

Section 81. District Audit Committee. The district must elect or appoint an audit committee, consisting of three or more members. If appointed, the president appoints the majority of the committee, and the vice president appoints the minority. This is to be done in the annual meeting. The duties of the audit committee are to audit at least once a year the income and expense of the operation of the district and the district youth. This information will be reported to the district.

Section 82. District Meeting Order of Business.

- (a) Convening of the meeting
- (b) Pledge of Allegiance
- (c) Welcome by host lodge president
- (d) Roll call of officers
- (e) Roll call of lodges
- (f) Recognition of guests
- (g) Reading of minutes
- (h) Tribute to departed members
- (i) Reading of 50- and 75-year and Age 96 members
- (j) Treasurer's report
- (k) District Youth Counselor's report
- (l) Reports of standing committee representatives (By-Law, Finance, Insurance, and Publication)
- (m) Supreme Lodge report
- (n) Director's report
- (o) Old business
- (p) New business
- (q) Audit committee report
- (r) Election of district officers
- (s) Selection of site, time, and date of fall fun day/spring meetings
- (t) Adjournment of the meeting

**ARTICLE XIV
LOCAL LODGES**

Section 83. Charter. Lodges and youth clubs are subordinate bodies under the jurisdiction of the Supreme Lodge. Individual local lodges must receive their charters from the Supreme Lodge. Lodges are largely self-governing organizations but shall

comply with these by-laws, the current edition of “Robert’s Rules of Order,” Local Lodge Officers’ Handbook, and all other requirements adopted by the Supreme Lodge. A local lodge 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 Texas Non-Profit Corporation Act.

Section 84. 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 SPJST 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. Every lodge is authorized, at its will, to grant sick benefits as often as it sees fit to do in accordance with its own rules and regulations.

Section 85. 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 SPJST. 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.

Section 86. 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.

(a) 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 SPJST at the time of application but who have applied for insurance and have been accepted as members in anticipation of forming a new lodge.

(b) 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 SPJST.

(c) 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.

(d) 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.

Section 87. 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 *Věstník* 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 88. 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.

(d) Officers and committees are installed in the regular meeting following the annual meeting or at a time deemed most expedient to the lodge.

(e) All deliberations and minutes may be conducted in the English language.

Section 89. 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.

Section 90. Lodge Dues. 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. Members who have their certificates paid up in due course, according to the terms thereof and who wish to remain active members, must pay the local lodge dues and assessments, if any, as prescribed by the lodge to which they belong, payable annually. Dues are to be paid to the treasurer before or at the end of the regular business meeting.

Section 91. Suspension of Membership. Members may be suspended from local lodge membership but will not lose their insurance benefit except for nonpayment of premiums or if it occurs within the contestable period of the benefit contract and is for material misrepresentation in the application for membership or insurance.

Section 92. 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 (optional), assistant youth leader(s) (optional), and parliamentarian (optional).

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

(b) Election of officers is by ballot whenever more than one candidate is nominated for the same office. A majority of votes decides. Officers are elected for one year or until their successors are elected. All officers elected take office on January 1, except lodges holding annual meetings in January, in which case such officers take office immediately following election.

(c) All outgoing local lodge officers must turn over all records, reference material, booklets,

etc., and money to their successor in good order at the end of their term.

Section 93. 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 94. 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. A member on suspension, for whatever reason, will not be elected to a position of responsibility in the lodge. Any member of the local lodge who desires to serve as a lodge officer who is an underwriter of any 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 95. 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.

Section 96. Insurance. All lodges are encouraged to secure and maintain liability insurance in the minimum amount of \$300,000 and workers' compensation insurance (if the lodge has any employees) and have the carrier/insurer furnish proof of such coverage to the Home Office. This also includes those lodges that do not own their lodge facility.

ARTICLE XV BENEFIT CERTIFICATES

Section 97. Contract. 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 Charter of Incorporation, by-laws of SPJST, and Operations Manual and all amendments to them, constitute the entire contract

when it is issued. Any subsequent changes, additions or amendments to the Charter of Incorporation or by-laws 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 benefits promised in the certificate when it was issued.

Section 98. Terms. Any person upon whose life a certificate is issued prior to attaining the age of 16 years shall be bound by the terms of the application and certificate and by all the laws and rules of SPJST to the same extent as though the age of 16 years had been attained at the time of application.

Section 99. Beneficiaries. Benefit certificates may be made payable to such person or persons, entity, or interest as may be permitted under the rules and regulations of SPJST and applicable laws.

(a) 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 in the following succession, as applicable, (1) the surviving spouse; (2) children; (3) grandchildren; (4) parents; (5) brothers and sisters; (6) grandparents; (7) other relatives in accordance to the laws of descent and distribution of Texas. 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.

(b) A beneficiary shall not have or acquire any claim against SPJST whatsoever until the insured dies unless otherwise provided by law.

(c) 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 or its successor).

Section 100. Reserves. If the reserves as to all or any class of certificates become impaired, the Supreme Lodge may require that there shall be paid by the owner to SPJST the amount of the owner's equitable proportion of such deficiency as ascertained by the Supreme Lodge. If such payment is not made, either:

(a) it shall stand as indebtedness against the certificate and draw interest not to exceed the rate specified for certificate loans; or

(b) in lieu of or in combination with, the owner may accept a proportionate reduction in benefits under the certificate.

Section 101. Certificate Loans. 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.

Section 102. Assignments. No assignment of the certificate shall be binding upon SPJST until the original or copy is filed with SPJST at the Home Office and the Home Office shall have made written acknowledgment thereof. SPJST assumes no responsibility for the validity of any assignment and any claim hereunder by an assignee shall always be inferior to those of SPJST to secure any indebtedness against this certificate, whether such indebtedness shall be created before or after any assignment.

Section 103. Change of Beneficiary. Any member desiring to change his/her beneficiary may do so.

(a) The request for change of beneficiary must be completed by the member on a form in use by SPJST. Change of beneficiary forms must be filed with SPJST at the Home Office. A person whose designation as a beneficiary is revocable may not have or obtain a vested interest in the proceeds before the certificate pays out.

(b) No beneficiary change shall take effect unless received by the Home 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 Home Office while the insured was alive. Such beneficiary change shall be null and void where SPJST has made a good faith payment of the proceeds or has taken other action before receiving the change.

ARTICLE XVI

ANNUITY CERTIFICATES

Section 104. Eligibility Requirements. SPJST members (life insurance certificate holders) are eligible and may purchase an annuity with a \$100 minimum contribution.

Section 105. Exceptions.

(a) Any individual under 70 years of age must apply for an SPJST life insurance certificate, but if rated above standard, the individual may become a member with the purchase of an annuity in an amount of \$1,000 minimum.

(b) Any individual under 70 years of age regardless of insurability may become a member with the purchase of an annuity in an amount of \$5,000 minimum.

(c) Any individual over 70 years of age regardless of insurability may become a member with the purchase of an annuity in an amount of \$1,000 minimum.

ARTICLE XVII

MORTGAGE LOANS

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 a mortgage loan 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 XVIII INDEMNIFICATION

Section 106. Indemnification. To the extent permitted by law, SPJST does hereby agree to indemnify and hold harmless each Supreme Lodge member and Editor/Director of Communication serving SPJST 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. SPJST shall agree to pay any damages on behalf of any of the above stated individuals for which they may be held liable. SPJST 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 107. Insurance. SPJST 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 XIX INTERPRETATION OF BY-LAWS

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 XX RULES OF PROCEDURE

If the Charter of Incorporation or by-laws of SPJST are silent as to any procedural aspect of any action or meeting hereunder, the procedures of the current edition of “Robert’s Rules of Order” shall control such procedure.

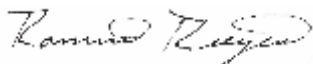
ARTICLE XXI AMENDMENTS

Section 108. Repeal/Amend. 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.

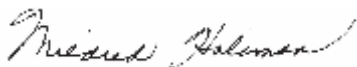
Section 109. Effective Date. Amendments to these by-laws shall take effect on July 1 following the Convention at which they were adopted. All amendments to the Charter of Incorporation or by-laws of SPJST or a synopsis thereof shall be published in the *Věstník* or mailed directly to members

within the time required by the laws of the State of Texas. The Chief Financial Officer (Secretary-Treasurer) shall file with Texas Department of Insurance a certified copy of each amendment not later than the 90th day after the date of enactment of the amendment. A printed copy of the by-laws, as amended, that is certified by the Chief Financial Officer (Secretary-Treasurer) is prima facie evidence that the by-laws were legally adopted.

In accordance with Article 70 of the By-Laws of SPJST we, the members of the Committee on By-Laws, certify by our signatures that these by-laws are arranged truly and correctly according to the Proceedings of the Convention as voted on, adopted and approved by the Convention of our Society, in session on June 13 to June 15, 2016, in Killeen, Texas.



Ronnie Rieger, Chair



Mildred Holeman, Vice Chair



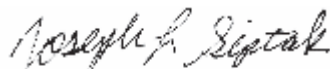
Beverly J. Teplicek, Secretary



Richard Ford



Kay Lynn Kovar



Joseph L. Siptak



Oscar Korus

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