

CONSTITUTION

and

BY-LAWS

OF

ACA Assurance

An International Fraternal Benefit
Society Established in 1896 as
Association Canado-Américaine

as amended in November, 2007
at its
Special Sessions

Manchester, New Hampshire

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CONSTITUTION

- 1. - Name and Character** - The name of this Society is "ACA ASSURANCE". It is a fraternal benefit society, incorporated under the laws of the State of New Hampshire, with a representative form of government.
- 2. - Home Office**- Its home office is in Manchester, New Hampshire.
- 3. - Patron Saint** - St. John the Baptist is its patron saint.
- 4. - Motto and Seal** - Its motto is Religion! Patriotism! Fraternity! Its seal is a circular seal festooned and bordered with the inscription "ACA ASSURANCE", Manchester, N. H." and an underlining thread. Chargé en abîme d'un écu tiercé en fasce; au 1 parti à dextre d'azur à une croix d'argent cantonnée de quatre fleurs de lys du même et à senestre de sinople à un aigle américain du deuxième; au 2 de pourpre a un faisceau de licteur chargé d'un dextrochère armé d'un marteau du dernier; au 3 de gueules à une foi du même. Au-dessus de l'écu, année 1896. – Reference - The American coat of arms and the fleurdelisé symbolize the two countries where the Society is operating; the cross and the fleur-de-lys represent the Catholic faith and the French culture; the hammer is for the City of Manchester and the fasces of the licitor represent the State of New Hampshire where the head office is located; the handclasp symbolizes the Society's purpose, mutual assistance; 1896 is the year the Society was founded.
- 5. - Purpose** - Its purpose is the union of persons of French and Catholic ancestry or affinity in North America, the promotion of their spiritual, civic, cultural, social, and economic advancement, and the preservation of the French language and French culture.
- 6. - Composition** - The Society consists of its members who belong to local chapters.
- 7. - Convention** - Members of the Board of Directors and delegates elected or chosen pursuant to the By-laws of the Society form the Convention, which is vested with all legislative powers of the Society.
- 8. - Board of Directors** - The Board of Directors consists of the Directors elected by the Convention and is vested with all the executive, administrative, and disciplinary powers of the Society.
- 9. - Ritual** - Its ritual governs procedure at meetings, installations and other ceremonies.
- 10. - Amendment** - The Constitution may be amended only by the affirmative vote of nine-tenths of the delegates voting at a regular or special session of the Convention or voting in a referendum.

BY-LAWS PREAMBLE PHILOSOPHICAL FOUNDATIONS

Vision - North-Americans of French-Catholic heritage or affinity collaborate to insure their quality of life and general development.

Mission - ACA ASSURANCE's mission is:

1. - To offer to its members services and products promoting their financial security.
2. - To promote the total development of North American of French-Catholic heritage or affinity.

Powers and duties: ACA ASSURANCE fulfills its mission in assuming the powers and duties of:

1. - Offering services and products of life, health, accident and travel insurance, and life annuities.
2. - Under the Association-Canado-Americaine, its fraternal branch is to:
 - a) Encourage and/or support social, cultural, and religious activities.
 - b) Encourage and promote volunteerism.
 - c) Offer services and support to local chapters.
 - d) Communicate with members and the public.
3. - Offering travel services.
4. - Offering scholarships.

Values - The actions and decisions of ACA ASSURANCE are guided by the following values:

1. - Insurance services
 - a) We offer our members financial products priced according to their means.
 - b) Our members receive services and superior quality products at a reasonable price.
 - c) We offer efficient and relevant services according to the needs of our members.
 - d) Our decisions are based on our sense of equity and accountability to our members.
 - e) We regard our members as partners to our success.
 - f) We have the expertise necessary to offer quality products and services to our members.
2. - Fraternal and cultural activities
 - a) We collaborate in the development of French culture in North America.
 - b) We favor the general development of North Americans of French and Catholic heritage or affinity.
 - c) We encourage the dissemination of the culture of persons of French and Catholic heritage or affinity in North America.
 - d) We favor the dissemination of the fraternal and Catholic values held by persons of French heritage or affinity.
3. - Internal Administration
 - a) Our decisions are based on the vision, mission, powers, duties, values, and strategic goals of the Society.
 - b) Our communication and our team spirit are founded on integrity, mutual respect, and openness of mind.
 - c) We work as a team striving to make decisions by consensus.
 - d) We manage our human, material, and financial resources in a competent and efficient manner.
 - e) We respect the confidentiality of internal discussions of the Board of Directors and of the internal operations of the Society
 - f) We respect the code of ethics established by the Board of Directors.

CHAPTER I THE MEMBERS

Art. 1.1 - Classification

There are five (5) classes of members: beneficiary members, social members, associate members, honorary members and auxiliary members.

1.1.1 - Beneficiary Members: - Beneficiary Members (according to the definition adopted by the Board of Directors) are person to whom the Society is financially obligated under the terms of his policy. Upon reaching 18 years of age, he has the right to vote, to be elected an officer, and to participate in the administration of the Society.

1.1.2 - Social members: - Social members are persons who wish to participate in the Society's different economic programs. In return, these persons agree to financially contribute to the Society. These members are not considered beneficiary members.

1.1.3 - Associate members: - Associate members are College or University level students. They are part of a special chapter known as such by the Association Canado-Américaine. They enjoy all the privileges accorded to such a chapter and must contribute financially to the Society.

1.1.4 - Honorary Members: - Honorary members are noteworthy individuals who have rendered or are apt to render outstanding services to the Catholic faith, to social or economic sciences, to the arts, to education, to French culture generally, or to any other important ideal to the Society. This honorary title is granted by the Board of Directors.

1.1.5 - Auxiliary Members: - Auxiliary members are ex-beneficiary members whose policy has been transferred to another Society (or company) and still in force with this society/company. They are eligible to be delegates at the Convention and have the right to voice their opinion and the right to vote on matters that don't concern insurance.

Art. 1.2 - Terms of Admission

To become a member, a person must be of French Catholic ancestry or affinity, be related to one who is or support the aims and purposes of the Society, make an application for admission in the form prescribed by the Society, agree to abide by the By-laws and any future amendments thereto, submit to the required medical examination, if any, pay the required contributions and be admitted in accordance with the By-laws. The contracting party shall complete and sign the application form; if a third party applies for a minor, the written consent of the father, mother or guardian is required. A contracting party who is not the insured member and wishes to retain ownership of the policy must so state in the application for insurance.

Art. 1.3 – Chapter

The Board of Directors assigns each member to a local chapter; however, any member in good standing may be transferred to another chapter by complying with the requirements set by the administrative procedures.

Art. 1.4 – Suspension and Expulsion

The Chairman of the Board of Directors, following the recommendation of at least three (3) members of the Board of Directors or of an ad hoc Committee of the Board of Directors, may suspend or expel a member who acts or speaks against the best interests of the Society, depriving such member of its fraternal rights such as: right of vote, attendance at the meetings, and candidacy for any position. Such member may, however, appeal to the Board of Directors from such suspension or expulsion. The insurance policy of a suspended or expelled member remains in force as long as the premiums are paid.

Art. 1.5 – Disappearance

In the event of the disappearance of a member, his or her policy shall become due and payable if the contributions have been paid for a period of 7 years after the disappearance; however, if such payments have not been made during this period, the rights under the policy shall be subject to the automatic premium loan or lapse provisions.

CHAPTER II THE CONVENTION

Art. 2.1 - The Convention

The Convention is the meeting of delegates chosen either by the chapters or by the representatives of the local chapters, assembled in district meetings and of the members of the Board of Directors. The Convention is vested with all legislative powers. It meets every three (3) years at a place and time determined by the Board of Directors.

Art. 2.2 - The powers and duties of the Convention:

2.2.1 - To establish the overall orientation of the Society in adopting:

2.2.1.1 - The philosophic statements of the Society (vision, mission, powers, and duties and values).

2.2.2 - To receive the reports of the Chairman and the presidents of the permanent committees of the Board of Directors and from the President / Chief Executive Officer, including the main achievements of the Society since the last Convention.

2.2.3 - To ratify and accept the audited financial reports of the Society since the last Convention.

2.2.4 - To amend the Constitution and by-laws.

2.2.5 - To elect the members of the Board of Directors: 7 voting directors. Since ACA Assurance is an American Society, it is required that a minimum of 50% plus one of the members of the Board of Directors be residents of the United States.

Art. 2.3 - Sessions

The Presidents of the Permanent committees of the Board of Directors submit a written report of the activities of each committee since the last Convention. The Convention delegates shall meet behind closed doors; however, members in good standing of the Society may attend, as spectators, at their own expense. The Convention in regular or special session may not transact any business without a majority of its members present.

Art. 2.4 - Special Sessions

Following a vote of two-thirds of the members of the Board of Directors or at the request of an absolute majority of the chapters in good standing, the Chairman of the Board of Directors shall call a special session of all the delegates of the preceding Convention, at such place and time as the Board of Directors may judge most convenient, for the purpose of dealing with any extraordinary matters. But only such matters may be on the agenda as are specified in the notice of call. This call shall be made by the Secretary to all the delegates at least 12 days before the opening of said special session. Special sessions shall be governed by the same rules as regular sessions.

Art. 2.5 - Referendum Vote

By a vote of two-thirds (2/3) of its members, the Board of Directors may submit proposed amendments to the Society's By-laws or any other question to a referendum vote of all the delegates elected to the preceding session of the Convention. The Secretary of the Board of Directors mails the proposal, arguments in favor and against the proposal, and an official ballot

to each of the delegates by certified or registered mail. To be counted as valid, the ballot must be received within 30 days of its mailing to the delegate. The affirmative vote of two-thirds of the delegates voting shall be required for the proposal to be adopted.

Art. 2.6 - The elections

2.6.1 - The delegates are adult beneficiary or auxiliary members who were not older than 75 when they were elected.

2.6.2 - The Convention has 100 delegates, including the members of the Board of Directors. Each chapter in good standing is entitled to at least one delegate. To establish the number of adult beneficiary members required to elect a delegate to the Convention, one subtracts the number of the Board of Directors from 100; then divides the number of adult beneficiary or auxiliary members by the number of delegates to elect. For the surplus, the chapter elects one additional delegate if:

- a) the fraction of its surplus is more than half the number of members required to elect one delegate;
- b) it has two times the number of members required to elect one delegate. For each surplus equal to the number of required members to elect one delegate, the chapter elects one additional delegate.
- c) The chapters select their delegates and substitutes at least 120 days before the Convention. Employees of the Society and their spouses and the spouses of the Board members may neither be elected delegates nor substitutes.

The members of the Convention attending its sessions shall be entitled to their travel expenses calculated on the basis of the most direct route and to such compensation determined by the Board of Directors.

2.6.3 - Alternates - Alternates for the delegates are adult beneficiary members who were not older than 75 when they were elected. In the event that a delegate is unable to be present at the district meeting or the Convention, an alternate, chosen by order of election, shall serve in his stead.

2.6.4 – Absence of a delegate or alternate: In the event of death, written resignation, or non-member status of the delegate or alternate, the administrative committee of the chapter will have the right to designate a replacement in order to assure a fair representation.

Art. 2.6.4.1 – Within the limits stated in Article 2.6.1, if a chapter did not hold an election of its delegates, the closest Director of the region should make every effort to find delegates that provide an equitable representation of the chapters in good standing of that region. If it is impossible to find delegates, the chapter will not be represented at the Convention.

2.6.5 - Eligibility for the positions of Directors and Officers of the Board of Directors: To become a Director or Officer of the Board of Directors, a person must be an adult beneficiary member for at least one year, be older than 18 and less than 70, and not be an employee of the Society. To become a candidate for the positions of Director of the Board of Directors, one must notify the nominating committee of one's intention, at least 30 days before the opening date of the Convention.

In becoming a candidate, an employee shall take a leave of absence, and, if elected, must resign. To become an employee of the Society, a member of the Board of Directors must resign his position.

- a) Qualifications for the positions of Directors and officers of the Board of Directors: To become a Director or Officer of the Board of Directors, a person must demonstrate knowledge in business, finance, accounting, investment, insurance, actuarial and/or legal fields.

2.6.6 - Caucuses: The American delegates, gathered at the Convention constitute the American Caucus. The Canadian delegates, gathered at the Convention, constitute the Canadian caucus.

2.6.7 - The Convention elects the Directors of the Board of Directors by means of a three (3) stage process:

2.6.7.1 stage 1. Election of the president of the election and two scruteneers (one American, one Canadian) as proposed by the Chairman of the Board. The elected President of the Election and the two scruteneers will remain in these positions for the duration of the Convention.

2.6.7.2 stage 2. The American caucus gathers and proceeds to the nomination by mode of election of the American directors, if necessary. The Canadian caucus proceeds the same way, if necessary.

2.6.7.3 stage 3. – Immediately after, the President of the Election proceeds to the individual election of the Directors by the Convention.

2.6.7.4 - Secret ballot – If there is more than one candidate for any of these positions, an election will be held by secret ballot. The President of the election and the scruteneers have the right to vote, if they are delegates at the Convention. The votes are cast individually and behind a partition. Each candidate will name a representative who will join the scruteneers. They will count the votes and the President of the election will report the results of the election to the Convention.

2.6.8 - Election of the Chairman, Vice-presidents, Secretary and the Treasurer of the Board of Directors. The elected directors meet and elect, successively among them, the Chairman and the two Vice-Presidents, a Secretary and, a Treasurer.

2.6.9 - Additional rules for the elections:

2.6.9.1 - Validity of the secret ballot: In the case of a secret ballot, in order to be elected to a position, a candidate must receive a majority of the votes, which is more than half the votes, even if such excess is made up of only a fractional vote. If no candidate receives an absolute majority of the votes, the one who has received the fewest votes is eliminated and new ballots are taken until a candidate receives the required majority. If two or more of the candidates obtain the same number of votes, new ballots are taken.

2.6.9.2 – Rejection by the Convention or no other candidate – If the Convention does not elect a nominated Director, Vice-chairman, Secretary, or Treasurer, the Electoral Presiding Officer then asks the appropriate caucus to meet again to nominate another candidate from amongst the candidates who had expressed, within the time limits, their intention to run for such a position. If no other candidate for any of the positions had declared his candidacy within the required time limits, the nominating committee will be in charge of finding a candidate according to the established profile.

CHAPTER III THE BOARD OF DIRECTORS, AND THE OFFICERS

Art. 3.1 - The Board of Directors

The Board of Directors is vested with all the executive, administrative and disciplinary powers of the Society and has custody of all its property. It consists of the Directors elected by the Convention and also the Chaplain named by the Bishop of Manchester, New Hampshire, following the recommendation of the Chairman of the Board of Directors.

Art. 3.2 - Working language of the Board of Directors

The working language of the Board of Directors and its committees is English in accordance with New Hampshire law. A French translation of the minutes of the meetings of the Board of Directors and its committees shall be maintained in addition to the English minutes mandated by New Hampshire law. The working language of all other meetings and activities, including the Convention, shall be French, to the extent possible. With respect to the Convention, an English translation of the minutes shall be maintained in addition to French minutes.

Art. 3.3 - Its Powers and duties:

Accountable to the Convention, the Board of Directors has the powers and duties to:

3.3.1 - Ensure itself that its decisions respect the vision, the mission, the powers, the duties, and the values of the Society;

3.3.2 - Submit recommendations to the Convention;

3.3.3 - Approve policies for managing the administration of operations, human resources, materials, finance, and services to members, comprising:

3.3.3.1 - Issue and amendments of insurance policies in forms, terms, conditions, and rates;

3.3.3.2 - Authorization of the use of audited proportions of the premiums collected from all the members for conserving beneficial funds and for expenses and reserves for expenditures;

3.3.3.3 - Authorization of the use of a revised scale of refunds based on the surplus and the amount of the surplus, following the year at issue, or the year and age of issue;

3.3.3.4 - Reviewing or cessation of the contributions of the Society to the Educational Funds;

3.3.4 - Upon the recommendation of the actuary, it can authorize the payment of a dividend to the members;

3.3.5 - Adopt and evaluate the annual objectives of the Society;

3.3.6 - Adopt the annual budget and budgetary revisions;

3.3.7 - Appoint a legal counsel and the external auditors, as proposed by the Executive Committee;

3.3.8 - Create permanent and ad hoc committees, establish their powers and duties, and appoint their members and their chairman upon the recommendation of the Chairman of the Board of Directors;

3.3.9 - Approve the major and long-term legal agreements that bind and/or engage the Society;

3.3.10 - Approve the pay scale and allowable benefits of the personnel;

3.3.11 - Adopt an organizational chart;

3.3.12 - Hire and fire the President and Chief Executive Officer who is accountable directly to the Board of Directors;

3.3.13 - Adopt the description of the responsibilities of the President and Chief Executive Officer, evaluate his performance relative to the established objectives and determine his salary, as proposed by the Executive Committee;

3.3.14 - Determine the per diem and the rate of expenses of the Board of Directors and the Committees, as well as for the delegates to the Convention;

3.3.15 - Fill vacancies on the Board of Directors between the Conventions;

3.3.16 - Dismiss any member of the Board of Directors (see Art. 3.14 of the new proposed text);

3.3.17 - Create, merge, divide or suspend a Chapter;

3.3.18 - To ratify the nomination of the Chaplain, made by the Bishop of Manchester, New Hampshire, following the recommendation of the Chairman of the Board of Directors.

Art. 3.4 - Frequency of meetings of the Board of Directors

The Board of Directors shall meet six to eight times each year with meetings held in the United States and Canada, except if otherwise mentioned in article 3.18. In case of an emergency or in special situations, the Chairman of the Board may call a meeting of the Board of Directors either in person or by conference call.

Art. 3.5 - Permanent committees of the Board of Directors

The Board of Directors establishes the following permanent committees:

- The Committee of Insurance Services
- The Committee of Fraternal Services
- The Audit Committee
- The Executive Committee.

These Committees can meet either in person or by conference call.

3.5.1 - The Committee of Insurance Services

The Committee of Insurance Services assumes the following powers and duties:

3.5.1.1 - Recommend to the Board of Directors:

- Insurance products relevant to clients' needs;
- Policies governing insurance services;
- Annual, strategic and marketing plans;
- Information and communication services with the members;
- The policies governing the Society.

3.5.1.2 - To evaluate the performance of the Society in the field of insurance services.

3.5.2 - The Committee of Fraternal Services

The Committee of Fraternal Services assumes the following powers and duties:

3.5.2.1 - Recommends to the Board of Directors:

- Fraternal services applicable to the needs of the Chapters;
- Policies governing Fraternal services, support services to the chapters, the Committee of the Legion of Honor, the Archive Committee and ACA Bon Voyage Inc.
- The strategic and annual plan;
- Information and communication services with the members.

3.5.2.2 - To evaluate the performance of the Society in the field of fraternal services.

3.5.3 - The Audit Committee

The Audit Committee assumes the following powers and duties:

3.5.3.1 - Recommend to the Board of Directors:

- Policies governing the administration of human resources assets and finances of the Society;
- Policies concerning subsidies awarded to Educational Funds;
- The annual budgets and budgetary revisions.

3.5.3.2 - Evaluate the performance of the Society in the area of its internal administration.

3.5.4 - The Executive Committee is composed of the Officers of the Society who are: The Chairman of the Board, the two Vice-Presidents of the Board, the Secretary of the Board and the Treasurer of the Board.

The Executive Committee assumes the following powers and duties:

3.5.4.1 – To act as a selection committee for the position of President and Chief Executive Officer and to submit recommendations to the Board of Directors, as well as the hiring and termination of the CEO.

3.5.4.2 – To evaluate annually the performance of the President and Chief Executive Officer in relation to the objectives established by the Board of Directors. To propose to the Board of Directors the yearly remuneration of the President and CEO and the bonus if necessary.

3.5.4.3 – To make sure that the members of the Board of Directors possess the necessary means to exercise a monthly follow up on the actions of the President and CEO and the current operations of the Society.

3.5.4.4 – In urgent situations, to make decisions which are not the responsibility of other Committees of the Board of Directors, subject to ratification by the latter.

Art. 3.6 - Ad Hoc Committees of the Convention

In preparation for the Convention, the Board of Directors establishes the following ad hoc committees:

- The Convention Committee
- The Nominating Committee
- The Legislation Committee

These committees can meet either in person or by conference call.

3.6.1 - The Convention Committee

The Convention Committee assumes the powers and duties of:

3.6.1.1 - Recommending to the Board of Directors:

- The Convention agenda
- Programs and social and cultural activities for the Convention;
- Dates, location, and site of the Convention and budgetary provisions.

3.6.1.2 - Insuring that the principal logistics of the Convention are in place.

3.6.1.3 - Insuring that the Convention delegates have their proper credentials.

3.6.1.4 - Submitting an evaluation report of the Convention, including the financial report and the recommendations for the organization of the next Convention.

3.6.2 - The Nominating Committee

The Nominating Committee assumes the powers and duties of:

3.6.2.1 - Recommending to the Board of Directors the profile of the Board of Directors, as well as the permanent and ad hoc Committees, to the Board of Directors.

3.6.2.2 - Actively recruiting candidates most apt to fill the positions according to the policies and the established procedures.

3.6.2.3 - Insuring the eligibility of the candidacy of persons interested in available positions.

3.6.2.4 – Finding a candidate who corresponds to the profile established by the Board of Directors, in case the Convention refuses to elect a director and, if no other candidate has declared his intention to become a candidate within the time limit.

3.6.2.5 – Ensuring the best possible representation geographically of the members of the Board of Directors.

3.6.3 - The Legislation Committee

The Legislation Committee assumes the powers and duties of:

3.6.3.1 - Receiving and examining requests for modifying rules and regulations.

3.6.3.1.1 – All refused recommendations of amendment by the Legislation Committee and/or the Board of directors cannot be resubmitted at the Convention.

3.6.3.2 - Recommending amendments to the rules and regulations to the Board of Directors.

3.6.3.3 - Submitting amendments to the rules and regulations to the Convention in the name of the Board of Directors.

Art. 3.7 - Presidents of the permanent committees:

3.7.1 - The Chairman of the Board of Directors presides over the Executive Committee.

3.7.2 - The Treasurer of the Board of Directors presides over the Audit Committee.

3.7.3 - The chairman of the other permanent committees are selected from amongst the members of the Board of Directors.

3.7.4 - Voting rights of the Committee Chairmen: The person who chairs a meeting of the Board of Directors or of a committee, votes only in case of a tie vote.

Art. 3.8 - The Chairman of the Board of Directors

The Chairman of the Board of Directors assumes the powers and duties of:

3.8.1 - Ensuring the proper operation of the Board of Directors and the behavior of its members in regard to the vision, mission, powers and duties, values, as well as the rules and regulations of the Society.

3.8.2 - Presiding over Convention sessions and meetings of the Board of Directors and of the Executive Committee.

3.8.3 - Sitting as an ad hoc member on all the committees of the Board of Directors with the right to vote.

3.8.4 - Acting as the official spokesperson of the Society.

3.8.5 - Clarifying, as necessary, the policies established by the Board of Directors.

3.8.6 - Recommending to the Board of Directors the Chairman and the members of the committees of the Board of Directors.

3.8.7 - Recommending to the Board of Directors the nominations of members of the ACA Educational Fund Commission.

Art. 3.9 - The Vice-Presidents

One Vice-President, chosen by the Chairman of the Board of Directors, exercises the powers and performs the functions of the Chairman in his absence at meetings of the Convention, of the Board of Directors or the Executive Committee. In the absence of both the Chairman and this Vice-Chairman, the other Vice-Chairman fulfills these functions. In the event of incapacity or death of the Chairman, the Executive Committee shall name a Vice-president as interim Chairman until the election of the successor, if necessary.

Art. 3.10 - The Secretary

The Secretary of the Board of Directors assumes the powers and duties of:

3.10.1 - Being responsible for correspondence sent to the members of the Board of Directors.

3.10.2 - Signing the minutes of the Convention and of the meetings of the Board of Directors, as well as legal and corporate documents required by law.

3.10.3 - Ensuring that a quorum is present at sessions of the Convention, at special sessions, and at the meetings of the Board of Directors.

3.10.4 - Being the keeper of the Seal of the Society.

3.10.5 - Carrying out any task entrusted to him by the Board of Directors.

Art. 3.11 - The Treasurer

The Treasurer of the Board of Directors assumes the powers and duties of:

3.11.1 - Presiding over the permanent Audit committee.

- 3.11.2 - Submitting its report to the Board of Directors .
- 3.11.3 - Submitting to the Convention the Financial statements of the Society.
- 3.11.4 - Carrying out any task entrusted to him by the Board of Directors.

Art. 3.12 - The Chaplain

- 3.12.1 – Nomination - Following the recommendation of the Chairman of the Board of Directors, the Bishop of Manchester nominates the Chaplain. This nomination is ratified by the Board of Directors.
- 3.12.2 - Right to Vote - The Chaplain has the right to vote on matters that fall within his pastoral powers and duties granted by the Bishop of Manchester

Art. 3.13 – The Members of the Board of Directors

Each member of the Board of Directors assumes the following responsibilities:

- 3.13.1 - To attend meetings of the Board of Directors.
- 3.13.2 - To serve on each permanent committee of the Board of Directors except for the Executive Committee and to serve on ad hoc committees of the Board of Directors, as requested.
- 3.13.3 - To respect the vision, mission, powers and duties, values, priorities, and policies of the Society.
- 3.13.4 - To promote the attainment of the strategic aims and annual objectives at Society and regional levels.
- 3.13.5 - To inform the Board of Directors and the President and Chief Executive Officer of regional needs and expectations.
- 3.13.6 - To promote the Society in nearby regions and Chapters.
- 3.13.6 a) To visit each chapter within his or her jurisdiction at least one time each calendar year.
- 3.13.7 - To share his knowledge, experience, skills, and expertise with the Society at the time of meetings of the Board of Directors and its committees.
- 3.13.8 - To submit each year an action plan for activities and budgetary provisions in accordance with the policies established by the Board of Directors.
- 3.13.9 - To contribute to decision-making of the Board of Directors and its committees in promoting consensus and teamwork.
- 3.13.10 – To execute special duties that may be assigned to him by the Board of Directors.

Art. 3.14 – Removal

A member of the Board of Directors who neglects his duties or fails to attend three (3) consecutive meetings, without just cause, may be removed by a vote of two-thirds (2/3) of the members present at a regular meeting or a special meeting, after being given an opportunity to be heard before the Board of Directors.

Art. 3.15 - Permanent Disability

An Officer or a Director who becomes unable to perform his duties by reason of permanent disability may be relieved from office for the remainder of his term by a vote of two-thirds (2/3) of the members of the Board of Directors, at a regular or special meeting. Such action may be taken only upon the written request of a majority of the members of the Executive Committee, to which is annexed the certificate of a physician approved by the Executive Committee stating that the said Officer or Director is unable by reason of permanent disability to fulfill his duties.

Art. 3.16 - Process of Replacement in case of dismissal, permanent disability or death.

- 3.16.1 - When a Director leaves, the Board of Directors fills his position by a person from the same district who has the required qualifications.

3.16.2 - When an Officer leaves, the Board of Directors fills the position with one of its members who has the required qualifications. But one person can hold only one office at a time and must resign from his/her position before becoming candidate for another position.

Art 3.17 - Indemnification of Officers and Directors

The Society shall indemnify each Officer or Director against the reasonable expenses incurred, including attorneys' fees, any and all claims, liabilities, penalties, forfeitures, and fines to which he may be or become subject to by reason of his having served in any such capacity, except as to matters as to which such Officer or Director is guilty of gross negligence or misconduct in the performance of his or her duties. Such indemnification shall also extend to instances where at the request of the Society the individual serves as a Director, officer or fiduciary of another enterprise. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such Officer or Director may be entitled.

Art. 3.18 – Meetings by Electronic Communication

Members of the Board of Directors or of any Committee of the Board of Directors may participate in and act at any meeting of the Board or any such Committee through the use of a telephone conference or other communication equipment by means of which all persons participating in the meeting can hear each other, provided that the Chairman of the Board of Directors determines that special circumstances exist to warrant such participation. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Art. 3.19 – Action Without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting by written action signed by two-thirds of the Directors then in office. A written consent under this provision has the same force and effect as a vote of the Board of Directors at a meeting.

Art. 3.20 – Term of Office

Officers are elected to three-year terms and may hold the same office for no more than 3 completed consecutive terms.

CHAPTER IV THE CHAPTERS

Art. 4.1 - Philosophical Principles

To insure a consistency between the philosophical principles of the Society and the chapters, the chapters are guided by the following philosophical rules:

4.1.1 - Vision: The members of our community who are of French-Catholic descent or affinity, fully develop themselves in all respects.

4.1.2 - Mission: A chapter of our Society has the mission to promote the quality of life and the general development of its members and its community.

4.1.3 - Powers and duties:

4.1.3.1 - The Franco-American chapters

A Franco-American chapter of the Society accomplishes its mission in assuming the powers and duties to:

- Organize programs, services, and activities that favor the linguistic, socio-cultural, financial and spiritual development of its members and the Franco-Americans of its community.

- Volunteer in its community.
- Organize exchange programs with Canadian chapters.
- Inform the members of the chapter of the financial, insurance, and other services of the Society that can improve their quality of life.

4.1.3.2 - The Canadian chapters

A Canadian chapter of the Society accomplishes its mission in assuming the powers and duties to:

- Inform the members of the chapter of the financial, insurance, and other services of the Society that can improve their quality of life.
- Support the Franco-American chapters in their organizing of programs, services, and activities that favor their linguistic, socio-cultural, and spiritual development.
- Organize exchange programs with Franco-American chapters.

Volunteer in its community.

Art. 4.2 - Chapter in Good Standing

To be in good standing, a chapter must hold an annual election meeting, be conform to article 4.8, fill all Officers' positions, and provide the required reports.

Art. 4.3 - Composition and Dissolution

The approval of the Board of Directors is required to organize a new chapter. The closing or merging of a chapter is still at the discretion of the Board of directors following the recommendation of the Committee of Fraternal Services. Each chapter that is active and in good standing is entitled, for local administration, to a monthly contribution set by the Board of Directors. After the closing of a chapter, the local fund and property shall be returned to the home office. A chapter seceding from the Society thereby loses all rights to the monies accumulated in its various funds. The Society shall not be held responsible for the negligence of any chapter or of its officers in the performance of their duties, or for any act, omission or promise made without authority by them or in violation of the By-laws of the Society.

Art. 4.3.1 – In order to promote the Society's development and to address specific needs, following the recommendation of the Fraternal Services Committee, the Board of Directors may authorize the creation of new experimental chapters in given communities. Those new chapters may not correspond to the requirements of article 4.3. They may also be of a temporary nature. The rights given to regular chapters do not apply to these chapters

Art. 4.4 – University/College Chapter

A university/college chapter is made up of students. The number of members in this chapter may be different from the number required for a regular chapter (see article 4.3). Such a chapter may be comprised of beneficiary, associate, and social members and may utilize all the Society's Fraternal Department services. The Board of Directors, based on the recommendation of the Fraternal Services Department, authorizes its special working budget.

Art. 4.5 - Powers and Duties

The members of a chapter, in meeting assembled, are vested with the elective and legislative powers of the chapter; but the administrative and disciplinary powers are vested in elected officers sitting as the Administrative Committee. The charter granted to a chapter by the Board of Directors confers upon it all the powers and privileges enumerated in the following articles, so long as the chapter complies with the By-laws of the Society. Each chapter is known and designated under the name it selects, and under the number assigned to it by the Board of Directors; a chapter may not adopt the name of another chapter in the same area or the name

of any living person. Subject to the approval of the Board of Directors, after giving 10 days' notice to the membership prior to the meeting, a chapter, with the affirmative vote of four-fifths of the members present, may adopt a new name.

Art. 4.6 - Election, Installation and Removal

The officers of a chapter are: the President, the Vice-President, the Secretary, the Treasurer, the Auditor, the Public Relations Officer, and the Information Officer. These Officers are the Administrative Committee members. Except for the Chaplain and the Ex-president, the members of the administrative committee are elected by secret ballot, at a meeting held in April, May or June of each year; they remain in office until the installation of their successors. No one may simultaneously hold more than one position. For all election, the members present elect as President of Election a member that is not a candidate to any position. The President of election shall appoint two (2) scruteneers for the counting of ballots. To be elected, a candidate must obtain a majority of the votes cast. When there are more than two (2) candidates and no one receives a majority of the votes cast, the candidate with the least votes is eliminated, and a new vote is taken until a candidate obtains a majority of the votes. The President of Election shall announce the result of the voting and if there be election, he shall preside it. The installation of officers may be public, if a chapter so decides by vote of a majority of the members present. Officers must be installed immediately after their election by the Ex-president or the person presiding the election. A member may not be elected officer if he is absent unless having previously agreed in writing to serve if elected. A member elected to an office who fails to be present at the time and place scheduled for the installation, shall be installed at the next regular meeting. An office shall become vacant upon the death, resignation, or removal of its holder and the Administrative Committee shall fill all vacancies by consensus. Any officer of a chapter may be removed for incompetence, negligence, disability, or for being absent from three (3) consecutive meetings without reasonable cause. Any petition for removal must be signed by five (5) members of the chapter; a signed copy of the petition shall be given to the officer whose removal is sought at least 10 days prior to the regular meeting at which said petition is to be considered. A vote of two-thirds of the members present and voting at a regular meeting is required for the removal of an officer.

Art. 4.7 – Term of Office

Officers are elected to one-year terms and may hold the same office for no more than 3 consecutive terms.

Art. 4.8 – Meetings

The meetings of each chapter (administrative committee and member activities) shall be held at least 4 times a year without exceeding a three month-delay between two meetings, on the day and at the hour called for in its regulations.

4.8.1 A special meeting may be convened: by the President on his own or following the written request of five (5) members, by the Vice-President in the absence or refusal by the President or, by the majority of the administrative committee, in the absence or the refusal of the President and the Vice-President.

4.8.2 In the absence of the President and of the Vice-President, the meeting shall choose a President *pro tempore*.

4.8.3 The call for the annual meetings or for the election of delegates to the Convention shall be given in the official publication or in a newspaper published in the chapter's region or in writing mailed by the Secretary to all members, at least 10 days prior to said meetings. Said call shall specify the object, time and place of such meeting and only such matters as are mentioned in said call shall be considered at the meeting.

4.8.4 The quorum of any meeting may be set in the regulations of each chapter, but it shall never be less than five (5) members.

4.8.5 Following the request of the Director of the Fraternal Department, or whenever the interest of the so Society requires, the Chairman of the Board may ask Director to visit a section and participate to its deliberations.

4.8.6 Any other member visiting a chapter may not participate in its discussions or deliberations except when invited to do so by the unanimous vote of the meeting.

Art. 4.9 - The President

The President assumes the following responsibilities:

4.9.1 preside all meetings of the chapter and of the Administrative Committee;

4.9.2 prepare their agendas;

4.9.3 maintain order and decorum during said meetings;

4.9.4 enforce the By-laws of the Society;

4.9.5 carry out the orders of the Convention, of the Board of Directors, and of the Administrative Committee;

4.9.6 sign all orders for the payment of money voted by the chapter as well as the minutes of deliberations as approved by the meeting and any documents requiring his signature;

4.9.7 after consulting with the members, appoint the members of the several committees;

4.9.8 convene the Administrative Committee at least four times a year.

Art. 4.10 - The Vice-President assumes the following responsibilities:

4.10.1 assist the President in keeping order and decorum;

4.10.2 in the absence of the President, the Vice-President shall act in his stead and in case of a vacancy in the presidency, shall assume that office for the remainder of the year;

4.10.3 be responsible of the nominating committee of the Legion of Honor and of organizing the ceremonies of the Legion of Honor.

Art. 4.11 - The Secretary assumes the following responsibilities:

4.11.1 record minutes of the meetings of the chapter and of its permanent committees;

4.11.2 keep in a book for that purpose a record of all motions made and adopted by the chapter;

4.11.3 report election results to the Home Office within 48 hours following the election;

4.11.4 be responsible for the chapter's correspondence and archives.

4.11.5 sign the minutes and upon their approval by the chapter, have them countersigned by the President;

4.11.6 is responsible of the archives of the chapter.

Art. 4.12 - The Treasurer assumes the following responsibilities:

4.12.1 be responsible for the funds belonging to the chapter;

4.12.2 keep a detailed record of the local expense fund in accordance with the system established by the Board of Directors;

4.12.3 give an account therefore whenever requested;

4.12.4 produce the bank records of the chapter whenever the Administrative Committee, the chapter or its Auditor shall request them;

4.12.5 and have his or her books & records audited by the Auditor before submitting the reports to the Home Office;

4.12.6 have another officer of the chapter countersign all the payments voted by the chapter.

Art. 4.13 - The Auditor assumes the following responsibilities:

4.13.1 Jointly with the President and the Treasurer be responsible for general supervision over the property of the chapter;

4.13.2 during the first 20 days of January, April, July and October the Auditor shall audit all accounts of the chapter;

4.13.3 require that the bookkeeping system established by the Board of Directors be strictly observed.

Art. 4.14 - The Public Relations Officer assumes the following responsibilities:

4.14.1 maintain contact with the media to publicize the chapter's activities

4.14.2 strive to promote fraternal activities initiated by the Home Office.

Art. 4.15 - The Information Officer

The Information Officer assumes the responsibility of contacting new members and keeping them informed of the activities of the chapter and the Society.

Art. 4.16 - The Permanent Committee

The permanent committee of a chapter is the Administrative Committee

Art. 4.17 - The Administrative Committee

The Administrative Committee shall be vested with the administrative and disciplinary powers of the chapter. The Administrative Committee shall consist of the Ex-president, the President, the Vice-President, the Secretary, the Treasurer, the Auditor, the Public Relations Officer, the Information Officer, and the Chaplain. The President of the chapter is its presiding officer. Its mandate – The Administrative Committee assumes the following responsibilities:

4.17.1 designate the financial institutions where the Treasurer must deposit all funds.

4.17.2 hear and decide all issues between the members of the chapter, complaints made by one member against another or against an officer, provided that such complaints be made in accordance with the By-laws. A member of the Administrative Committee shall not be qualified to serve thereon whenever he is the accused, the complainant, or the subscriber of a complaint or charge, or a witness.

4.17.3 make no disbursement on behalf of the chapter without its special authorization. In case of emergency, it may authorize an expenditure not exceeding an amount set by the chapter;

4.17.4 hold at least four meetings a year. Its quorum is determined by its rules, but it may not consist of fewer than five (5) members;

4.17.5 deliver to the Board of Directors or its representatives, whenever requested, the books, records, documents, etc. of the chapter.

4.17.6 A member of the Administrative Committee leaving office shall deliver to the chapter, under penalty of suspension, all the funds, insignia, books, registers and other articles entrusted to his care.

Art. 4.18 – Suspension

A chapter may be suspended by the Board of Directors. A chapter under suspension may not hold meetings, except for the purpose of having the suspension lifted. The suspension may be indefinite or for a certain period, depending upon the seriousness of the offense. The Secretary of the Board of Directors shall notify all the members of the chapter, its President and its Secretary of the suspension, specifying the reasons for the suspension, its duration and the action required to lift the suspension. A chapter shall be subject to suspension in the following cases: if it refuses or neglects to hold regular meetings; if it refuses or neglects to respect the By-laws of the Society; if it violates the orders of the Board of Directors or of the Chairman of the Board of Directors; if it participates in any action prejudicial to the Society; if there exists a disagreement between the officers or the members, which is detrimental to the interest of the chapter or of the Society, or for any other cause deemed sufficient by the Board of Directors or the Chairman of the Board of Directors. During the suspension, the suspended chapter shall not

be represented at the Convention and its monthly allocation shall be forfeited for the length of the suspension; such rights are restored immediately upon the lifting of the suspension, without retroactivity.

CHAPTER V THE ARCHIVES COMMISSION

Art. 5 – Definition

The Commission is charged with the collection, custody, classification, preservation and development of the archives of the Society, and of the chapters.

CHAPTER VI LEGION OF HONOR

Art. 6 – Definition

The Legion of Honor is charged to grant an order of merit having four (4) ranks—member, knight, officer, and commander conferred in recognition of meritorious contribution to the economic, social, and cultural progress of the Society.

CHAPTER VII THE ACA EDUCATIONAL FUND

Art. 7.1 – Definition

The ACA Educational Fund was created and is maintained by the Society. It is a separate and distinct fund, set aside for the Society's educational works; its assets are not part of the Society's single fund assets.

Art. 7.2 – Commission

The ACA Educational Fund Commission consists of a minimum of five (5) members, one of whom shall be the Chairman of the Board of Directors and the others appointed by him for a three-year term, on the recommendation of the Board of Directors, at the adjournment of Convention. The members of the Commission shall elect its officers and adopt such regulations as it deems necessary.

Art. 7.3 - Powers and Duties

The Commission alone shall be vested with the full right to invest part or all of the assets of the fund and to consolidate the assets of the fund in the absence of specific restrictions. It shall grant all the direct scholarship. It shall report to the Board of Directors in writing twice a year, indicating the total assets of each dedicated scholarship fund, for the guidance the Board of Directors, and it shall file a triennial report at each Convention.

Art. 7.4 – Eligibility

To qualify for a scholarship an applicant must comply with the following minimum requirements: (1) be a high school graduate; (2) be a member in good standing of the Society for at least two years, (3) produce a certificate of studies, a letter of recommendation and a parent's statement (if student is a dependant), and any other requirements as may be determined by the Commission. Any scholarship may be revoked by the Commission.

Art. 7.5- Income and Expenditures

The current income of the ACA Educational Fund is derived from a contribution established by the Board of Directors, reimbursements from past loan recipients, and gifts. Monies held in this fund are invested at interest. All income from investments of this fund, including interest, dividends, rents, and profits on sales, provides for scholarships. For each meeting they attend, members of the Commission shall receive a *per diem* established by the commission without exceeding the one paid to members of the Board of Directors. All administrative expenses of the fund including the *per diem*, will be paid out of current income of the Educational Fund.

Art. 7.6 - Irrevocability and Termination

The fund will remain irrevocable, but the Society reserves to itself the right to discontinue its contributions to that fund, anytime the Board of Directors so orders. In that event, the ACA Educational Fund Commission shall pursue its task according to the conditions herein above stated.

CHAPTER VIII FUNDS

Art. 8.1 - Single Fund

The Society maintains a single fund for the various benefits given to members and for its general administration. This single fund is derived from contributions, profits, interest, sales and increases accruing from the Society's business; it provides for payment of benefits to members and their beneficiaries, maintenance of necessary reserves, and for expenses of administration and fraternal activities.

Art. 8.2 - Additional Assessments

If the contributions collected from the members and all other revenues prove insufficient to satisfy in full all claims for death, sickness and accident, disability benefits and administrative expenses, and to provide for the creation and maintenance of the required reserves, supplementary or increased contributions or rates shall be collected from the members to make up any deficiency and maintain the single fund of the Society in such amount as may be required by law.

Art. 8.3 - Distribution of Surplus

Whenever the balance sheet of the Society shows a surplus, the Board of Directors, subject to the approval of its Actuary, may apply said surplus in whole or in part to the payment of a dividend to the members, in such amount, at such time and in such manner as the Board of Directors shall determine.

CHAPTER IX BENEFICIARIES

Art. 9.1 – Beneficiaries

In case of death of the named beneficiary and the failure to designate an alternate or successor beneficiary, the benefits under the policy shall be paid to the person or persons entitled thereto under the laws of the state or the province where the insured member was domiciled when the policy was issued. No beneficiary may collect the value of said policy during the lifetime of the insured.

Art. 9.2 - Change of Beneficiaries

Any member may, subject to the laws of the jurisdiction of his or her domicile, change the beneficiary or beneficiaries named in his or her benefit policy by signing the form required by the Society and returning it, properly witnessed, to the Head Office for endorsement. The change of beneficiary is effective on the date it is filed in the Secretary's files. In the case of a minor, the right to change the beneficiary, without prior notice to, or approval of, the insured, shall remain with the owner of the policy.

Art. 9.3 - Lost, Destroyed or Misplaced Policies

Whenever a benefit policy is destroyed, lost or misplaced, the member may obtain another by submitting to the Secretary a statement, signed in the presence of a witness, to the effect that the policy has been lost, destroyed or misplaced, requesting that a new policy be issued to him or her in substitution for the original, and by paying the replacement fee set by the management. The issuance of a new policy in favor of any member cancels the replaced policy.

Art. 9.4 – Change in Amount of Insurance

Any member in good standing may increase or decrease the amount of his or her policy by complying with the requirements.

Art. 9.5 – Claims

Claims under any policy or rider shall be submitted on forms prescribed by the Board of Directors. The furnishing of such forms shall not constitute an acknowledgement of liability nor be deemed a waiver of any rights or defenses available to the Society, nor shall it be deemed a waiver of the right to demand further proofs. Claims are paid as soon as all requirements set by the Board of Directors have been met and proof has been received. Unless prohibited by law of the jurisdiction of the member, if no claim is received by the Society from one qualified to submit a claim within 2 years from the date it is established from the records of the Society that monies became due and payable, or if the proper claimant cannot be located within said period of time, the benefits provided in the insured's policy or policies shall be paid into the ACA Educational Fund.

Art. 9.6 - Facility of Payment

At the option of the Society and notwithstanding any other provision of these By-laws or in the policy to the contrary, if the amount due under a deceased insured's policy to any person or entity is \$1,000 or less and such person or entity does not make claim therefore within sixty days from the date of death of the insured, the Society may pay such amount to the husband, wife, relative by blood, connection by marriage to the insured, or to any person or entity appearing to the Society to be equitably entitled thereto, by reason of having incurred expense in any way on behalf of the insured, for the insured's maintenance, last illness, burial or for any other purpose. The payment of such amount shall be in full and complete discharge of the liability of the Society to the person or entity thus failing to make claim to the extent of the amount thus paid.

CHAPTER X SICKNESS AND ACCIDENT BENEFITS

Art. 10.1 – Admission

A person qualified to become an adult beneficiary member may obtain any sickness and accident policy offered, but subject to the conditions set by the Society.

Art. 10.2 - Mode of Request

In order to be entitled to sickness and accident benefits, a member must pay his contributions regularly, notify the Society of any illness or accident, be treated by a licensed physician and complete the claim form prescribed by the Board of Directors. In doubtful cases, the Society may require additional proof. Furnishing the sick member with the required claim forms shall not be construed as an admission of liability on the part of the Society.

Art. 10.3 - Loss of Benefits

A member who fails to pay his or her contributions shall have no right to the benefits specified in his or her policy; in case of sickness or accident, he shall not be entitled to any benefits, and may not be reinstated during the period of disability. A reinstated member is entitled to benefits beginning on the day the arrears are paid.

Art. 10.4 - Deceased or Mentally Ill Members

Sickness and accident benefits due a deceased member shall be payable to his or her beneficiary, or his or her heirs, under the laws of the jurisdiction of domicile of the insured or, in the absence of such, to his or her estate. Sickness and accident benefits due to a mentally ill member shall be payable to the person named to receive them pursuant to the laws of the jurisdiction of the insured.

CHAPTER XI THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

Art. 11.1 - The President/Chief Executive Officer

The President/Chief Executive Officer is accountable to the Board of Directors for the administration of the Society.

Art. 11.2 - His powers and duties:

11.2.1 - He is responsible for recommending and ensuring the realization of the orientations, strategies, policies, and action plans of the Society and other duties as assigned by the Board of Directors.

11.2.2 - He ensures the hiring of personnel according to the policies established by the Board of Directors. Employees must be or become members of the Society, to the extent possible.

11.2.3. - He ensures the efficient administration of the operations and promotes the products and services of the Society in the fields of insurance and fraternal services.

CHAPTER XII MISCELLANEOUS

Art. 12.1 – Voting by proxy

A member of the Society may not vote by proxy at any committee or chapter meeting, or at any meeting of the Board of Directors, the Executive Committee or the Convention.

Art. 12.2 - Official Publication

The official publication of the Society shall be issued under the control of the Board of Directors.

Art. 12.3 – Notices

All notices to members may be given either by mail, by publication in the official publication, or in one or more newspapers published or having circulation in the region of the affected members' residence.

Art. 12.4 - Fiscal Year

The fiscal year of the Society shall begin the first day of January and end the thirty-first day of December.

Art. 12.5 - Birth Certificate

The Board of Directors may require any member to produce his or her birth certificate.

Art. 12.6 - Control of Policy

The contracting party is the owner of the policy issued to a minor member until the minor reaches his or her 18th birthday. If the contracting party wishes to retain ownership of the policy after the insured has attained majority, he must submit the required forms prior to the majority of the insured. If the contracting party dies without having transferred his rights to control and dispose of said policy, his rights shall automatically be transferred to the rightful owner according to the laws of the state or province where the policy was issued.

Art. 12.7 Compliance

The Board shall appoint a Compliance Officer and develop a compliance plan. The Compliance plan shall provide a means to inform, educate and train Society staff regarding requirements of these Bylaws, and applicable rules and regulations.

Art. 12.8 - Amendment Rights

The Society's By-laws are binding upon all officers, Directors, members and their beneficiaries. The By-laws may be amended only by the Convention in regular or special session called for that purpose. To be considered, a proposal to amend the By-laws must be filed by a member or a chapter with the Legislation Committee at least 90 days before the convening of the Convention. Any proposal submitted thereafter shall be considered by the Convention, only if a majority of the Legislation Committee so recommends, but the Board of Directors nevertheless has the power to make a proposal at any time. The affirmative vote of two-thirds of the delegates voting at the Convention or in a referendum is required to adopt an amendment. An amendment is in force upon its adoption unless another in-force date is specified. Unless otherwise indicated, Robert Rules of order is the code of procedures in force within the Society.

CHAPITRE XIII RESOLUTION OF DISPUTES

Art. 13.1 - Purpose and Scope.

The purpose of this section is to provide a method for fair resolution of disputes consistent with the fraternal nature of the Society without the delay and expense of formal legal proceedings. This section applies to all past, current and future benefit certificates, members, benefit certificate owners, beneficiaries or payors, and the Society. It applies to all claims, actions, disputes and grievances of any kind or nature whatsoever. To the extent permitted by applicable law, this section applies to all claims, actions, disputes and grievances brought by the Society against members, insureds, certificate owners or beneficiaries. This section does not apply to any claims or disputes relating to interpleader actions to determine proper owner, beneficiary, or payee.

Art 13.2 – Procedures

No lawsuits or any other actions may be brought for any claims or disputes covered by this section. The following are the steps and procedures for presenting and resolving disputes:

Step 1. Appeal. Appeal of the dispute to a designated reviewer within the Society as appropriate to the dispute.

Step 2. Mediation. If Step 1 does not result in a mutually satisfactory resolution, either party has the right to have the matter mediated in accordance with the applicable mediation rules of the American Arbitration Association (or the rules of another neutral organization as agreed upon by the parties.)

Step 3. Arbitration. If Step 2 does not result in a mutually satisfactory resolution, arbitration administered by and in accordance with the applicable arbitration rules of the American Arbitration Association (or another neutral organization mutually agreed upon). The arbitrator may award any and all damages or other relief allowed for the claim in dispute by applicable federal or state law, including attorneys' fees and expenses if such attorneys' fees and expenses may be awarded for claims arising under applicable law. Unless (and to the extent) prohibited by the applicable law with respect to the issue in dispute, the decision of the arbitrator shall be final and binding, subject only to the right to appeal such decision as provided in the arbitration rules and applicable law.

Art 13.3 - Restriction on Joinder of Disputes

The procedures of this section are designed to afford individual members, benefit certificate owners, beneficiaries, payors and the Society a prompt, fair, and efficient means of resolving their individual disputes. Accordingly, no disputes may be brought forward in a representative capacity or on behalf of any "class" of persons, and the disputes of multiple members, benefit certificate owners, beneficiaries or payors (other than immediate family) may not be joined together for purposes of these procedures without the express written consent of (i) all members, benefit certificate owners, beneficiaries and payors affected thereby, and (ii) the President and CEO of the Society.

Art 13.4 – Rules

The Society has established rules for handling all matters submitted under each step in the procedures outlined in this section. Those rules are incorporated by this reference and may be modified from time to time by the Board of Directors of the Society.

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LEXICON

Members, Art. 1.2

In general, a member is a person to whom the Society is financially obligated.

The Convention, Art. 2.1

The Convention is the meeting of delegates chosen by the chapters and of the members of the Board of directors.

Delegates, Art. 2.6.1

The delegates are adult beneficiary members who were not older than 75 when they were elected.

Alternates, Art. 2.6.3

Alternates for the delegates are adult beneficiary members who were not older than 75 when they were elected.

Directors of the Board of Directors, Art. 3.6.2.4 and Art. 3.13

Directors are candidates recruited according to a profile established by the Board of Directors.

The Board of Directors, Art. 3.1

It is composed of the directors elected by the Convention

The Officers of the Board of Directors, Art. 3.7

They are: the Chairman, the two Vice-Presidents (American and Canadian), the Secretary and the Treasurer.

The Executive Committee, Art. 3.5.4

It is composed of the Officers of the Board of Directors

National Caucuses, Art. 2.6.6

They are composed of the delegates of each country, gathered together at the Convention.

Nomination by way of election, Art. 2.6.7

Ratification by a caucus of the candidates who have expressed the intention of running for a position. An election is held if there is more than one candidate for the same position.

Election of the Officers, Art. 2.6.8

Election of the Chairman, Vice-presidents, Secretary and the Treasurer of the Board of Directors. The elected directors meet and elect, successively among them, the Chairman and the two Vice-Presidents, a Secretary and, a Treasurer.

Chapters, Art. 4.1

A chapter is a geographical grouping of the Society's members.

Chapter in good standing, Art. 4.2

To be in good standing, a chapter must hold an annual election meeting, be conform to article 4.8, fill all Officers' positions, and provide the required reports.

Active Chapter (not defined in the text)'

For a chapter in good standing to be considered active, it must also realize the activities announced in its annual activity plan and obey the directives coming from the Home Office regarding fraternal activities.