

ARTICLES OF INCORPORATION & BYLAWS

ARTICLES OF INCORPORATION OF [NEW SOCIETY NAME OR WESTERN FRATERNAL LIFE ASSOCIATION]

ARTICLE I. NAME

The name of this fraternal benefit society shall be [New Society Name or Western Fraternal Life Association] (the "Society")

ARTICLE II. PLACE OF BUSINESS

The Society's principal office shall be in the City of Madison, Dane County, Wisconsin.

ARTICLE III. PURPOSE AND OBJECTIVES

- (a) The purpose of the Society is to engage in any lawful act or activity for which it is authorized as a fraternal benefit society organized under ch. 614, Wis. Stats., or the laws of any other jurisdiction in which it is authorized to act.
- (b) The objective of the Society is to associate members and their families, and enable them through membership in the Society to aid themselves and others with programs of:
 - (1) Insurance and other benefits permissible under the law governing fraternal benefit societies;
 - (2) Fraternal and benevolent activities in local Chapters; and
 - (3) Any lawful, social, intellectual, educational, charitable, benevolent, moral, fraternal, or patriotic purpose carried on through voluntary activities of its members in their local Chapters or through institutional programs of the Society.

A common bond of membership is provided by support of the following:

- People helping people in time of need. To know and to keep in touch with fellow members so that in time of adversity we may demonstrate sympathy and fellowship that will bind us more closely together;
- Promote and encourage our members to engage in acts of fraternalism, charity, and benevolence for the benefit of members and others;
- Encouragement, cultivation, and preservation of learning and study of Czech, Slovak and other ethnic history, culture, language, and traditions - bearing in grateful and appreciative memory the vision and pioneer spirit of the many Immigrants and their descendants who founded and maintained the association in its earlier years and generations;
- Develop fraternal programs that encourage family togetherness and strengthen the family unit;
- Bring persons of good moral character together, through the lodge system, to provide them with social, intellectual, moral, and physical improvement;
- Support and promote patriotic programs and respect for the flag of our country;
- Assist in programs for the betterment of the communities in which members reside;
- Provide life insurance, disability, and annuity benefits for members and their beneficiaries;
- Through sound management and sound operation, safeguard and protect the interest of the Society's members;
- Maintain the Society through a democratic form of government.

ARTICLE IV. LODGES

Name Designation. The local lodges required of the Society under the laws governing fraternal benefit societies shall be called "Chapters" in these Articles of Incorporation and in the Bylaws.

ARTICLE V. CHAPTERS

Chapters. Local Chapters shall be chartered by the Board of Directors in the manner prescribed in the Bylaws and shall have the powers given to them in the Bylaws.

ARTICLE VI. BOARD OF DIRECTORS

The Supreme Governing body of the Society shall be a Board of Directors. Except as otherwise provided by law, these Articles of Incorporation, or the Bylaws, the powers of the corporation shall be exercised by, and the corporate business and affairs shall be managed under, the direction of the Board of Directors, whose number, qualifications, election or appointment and term shall be established in accordance with the Society's Bylaws.

ARTICLE VII. MEMBERSHIP

(a) Classes of Members. There shall be the following classes of members:

- (1) Benefit Member. A Benefit Member is a person who has attained the age of 16 and who is covered by an insurance policy or annuity contract issued by the Society. Benefit Members may participate in the business affairs of the local Chapter in which they are members and may hold office therein. Benefit Members also have the right to vote in the corporate and insurance affairs of the Society according to the Articles of Incorporation and Bylaws.
- (2) Associate Member. An Associate Member is a person who has attained the age of 16 years or more, who has been accepted for membership in accordance with the eligibility rules as determined by resolution of the Board of Directors, but who is not covered by an insurance policy or annuity contract issued by the Society. Associate Members may participate in the affairs and activities of the local Chapter in which they are members and may hold office therein, but shall not have the right to vote in the corporate and insurance affairs of the Society.

(b) Juveniles. The Society may insure the lives and disability of children younger than the minimum age for Benefit Membership. Such insurance shall be issued on the application of an adult person who shall not by reason thereof, nor by reason of any benefit providing waiver of premium, become a Benefit Member. At the age of 16, the insured shall become a Benefit Member.

ARTICLE VIII. BYLAWS

The Board of Directors shall adopt Bylaws and, by a majority vote of the full Board of Directors, shall have the power to make, alter, or repeal the same. Notice of changes to the Bylaws shall be given to the members in the manner prescribed in the Bylaws.

ARTICLE IX. AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended in whole or in part by a majority vote of the full Board of Directors. Upon adoption such changes shall be filed with the Commissioner of Insurance of the State of Wisconsin and shall be published in the Society's official publication in a manner prescribed in the Bylaws.

BYLAWS OF [NEW SOCIETY NAME OR WESTERN FRATERNAL LIFE ASSOCIATION]

ARTICLE I. DEFINITIONS

- (a) "Benefit Member" shall have the same meaning as in Article VII, Paragraph (a)(1) of the Articles of Incorporation.
- (b) "Board" means the Society's Board of Directors.
- (c) "Home office" means the principal office of the Society in Madison, Wisconsin.
- (d) "Society" means [New Society Name or Western Fraternal Life Association]

ARTICLE II. LOCAL CHAPTERS

- (a) Local Chapters may be maintained and created throughout the territories in which the Society is licensed or holds a Certificate of Authority to do business to foster voluntary activity for aiding such lawful, social, ethnic, intellectual, educational, charitable, benevolent, moral, fraternal, or patriotic endeavors as the Chapter may determine in accordance with resolutions of the Board; to provide members with the opportunity to take part in the Society's programs; and to provide the Society's members with an opportunity to participate in its corporate and insurance affairs.
- (b) All Local Chapters accept the Society's Articles of Incorporation, Bylaws, and Chapter Bylaws as prepared by the Board.
- (c) Each Local Chapter shall elect officers and hold regular meetings and carry on its business in accordance with the Society's rules and other regulations adopted by the Board.

- (d) Regular meetings of the Chapter shall be held at least once every three months or at least as frequently as may be required by law. Chapters should engage regularly in member participation to implement the purposes of the Society.
- (e) No officer or member of a Chapter shall have any authority or power to waive, add to, or amend any contract or provision in any contract between the Society and a member or other person.
- (f) The Society shall not be responsible for anything done or omitted to be done by a Local Chapter or any member thereof.
- (g) All Chapters shall be under the control and supervision of the Board. Whenever any controversy shall arise in any Chapter between its officers and members, or on any other matter affecting or touching the administration of the Chapter, if the difficulty cannot be settled or adjudicated by the Chapter, it shall be referred to the Board and the Board's decision in the matter shall be final.
- (h) Whenever the Board deems it in the best interests of the Society or of Local Chapter members, it may merge or consolidate two or more Chapters.
- (i) Chapters are permitted and encouraged to cooperate and support one another through local, regional, state, and district activities, meetings and events.
- (j) The Society will establish a Fraternal Board and/or other member advisory committees to provide input on Chapter and other fraternal matters as determined by the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS

- (a) General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Society shall be controlled by the Board.
- (b) Number; Term of Office; Qualifications.
 - (1) Number. The Board of Directors shall consist of eight elected Directors, the Chief Executive Officer and the President.
 - (2) Qualifications. All elected Directors must:
 - (i) be a Benefit Member of the Society;
 - (ii) not be an officer or employee of the Society, other than the CEO or President, nor any individual who sells or manages the sale of the Society's insurance;
 - (iii) not be an officer of any life insurance company or other fraternal benefit society; and (vi) meet all other requirements under the law or established by resolution of the Board of Directors.
 - (3) Term. The term of office of each elected Director shall be four years, beginning on the first day of January next following his or her election. Directors may not serve more than three (3) full terms. Any partial term served or service prior to January 1, 2021 will not be counted toward the three full term limit. Each Director shall continue to hold office until his or her term shall have expired and until his or her successor shall have been elected and qualified, or until his or her death, removal, or resignation. Terms of office shall be staggered such that four elected Directors' terms of office shall expire every two years.
 - (4) Special Provisions for Merger between Western Fraternal Life Association and National Mutual Benefit. In accordance with the Agreement of Merger between Western Fraternal Life Association (WFLA) and National Mutual Benefit (NMB), eight elected Directors shall serve a term of office from the Effective Time of the merger until January 1 2025. In 2024, the Society shall hold an election for all eight elected Directors in accordance with the procedures outlined in these Bylaws. The four Directors receiving the highest number of votes shall be elected to four-year terms and the Directors receiving the next four highest number of votes shall be elected to two-year terms.
- (c) Nomination and Election of Outside Directors.
 - (1) Nomination by Nominating Committee. In the years in which the Board stands for election, the Board shall appoint a Nominating Committee of the four directors who are not standing for election. The Nominating Committee shall seek qualified candidates and prepare a slate of four candidates for Director and shall submit its candidates to the Board on the timeline established by the Board. The Nominating Committee for the 2024 election for terms of office beginning January 1, 2025 shall be two Directors who were WFLA directors and two Directors who were NMB directors prior to the Effective Time of the merger and the Nominating Committee shall prepare a slate of eight candidates for Director.

- (2) **Nomination by Benefit Members.** Any two hundred (200) or more Benefit Members may also nominate candidates to succeed the Directors whose terms of office will expire by filing with the Secretary a certificate signed and acknowledged by each such Benefit Member setting forth the full names and addresses of the candidates nominated, the printed name, address and signature of each Benefit Member signing the certificate, and the date each such Benefit Member signed the certificate, and by filing with such certificate the written acceptance of such nomination by each nominee named in such certificate. All certificates must be received by the Secretary at its home office no later than July 31 of each year in which the Board stands for election to be valid.
- (3) **Qualifications.** All persons nominated must meet the qualifications for Director in Paragraph (b)(2) of this Article at both the time of the nomination and the time of the election. No candidate not nominated by the Nominating Committee in the manner provided in paragraph (1) above or by Benefit Members in the manner provided in paragraph (2) above shall be eligible for election.
- (4) **Election.** All nominations in accordance with Paragraph (c)(1), (2) and (3) of this Article shall be placed before the Benefit Members for a vote. Election shall be by written ballot, or such other methods and procedures as the Board shall select. Benefit Members to receive ballots will be those on record in good standing as of August 31 of each year of the election. The slate of candidates and mail or electronic ballots shall be sent to each Benefit Member postmarked or sent no later than September 15 of each year in which the Board stands for election. No ballot postmarked or, if voting is by some other means selected by the Board, received after September 30 of each such year shall be counted in such election. Directors shall be elected by a plurality of the votes cast by the Benefit Members. Each Benefit Member shall have one vote for each Board position subject to election. Cumulative/ proxy voting is not permitted.
- (d) **Chair.** The Board shall elect a Chair from among its members for a term of one (1) year. The Chair shall preside at all meetings of the Board and perform such other duties as may be designated by the Board.
- (e) **Meetings.**
- (1) **Regular Meetings.** The Board shall hold regular meetings at least quarterly.
- (2) **Special Meetings.** Special meetings of the Board shall be held whenever called by the Chair, or by any two Directors then in office.
- (3) **Place of Meetings.** Regular, special, and adjourned meetings shall be held at such time and in such place as is designated by the Board. If no place is fixed for a meeting, the place of that meeting shall be the Society's home office.
- (f) **Notice.** Notice of any regular or special meeting shall be sent to each Director, addressed to the Director at his or her residence or usual place of business at least seven (7) days before the date on which the meeting is to be held; or shall be sent to him or her at such place by facsimile; or be delivered personally or by telephone or by email, not later than four (4) days before the day on which the meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Unless otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting.
- (f) **Resignations.** Any Director of the Society may resign at any time by giving written notice to the Chair or to the Secretary. Such resignation shall take effect at the time specified therein or, if the time is not specified, upon receipt thereof; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- (h) **Removal; Vacancy.** A Director may be removed from office for cause by an affirmative vote of a majority of the full Board at a meeting of the Board called for that purpose. A determination of cause shall be made in the reasonable discretion of the Board. Any vacancy occurring in the Board, including a vacancy created by an increase in the number of Directors, may be filled until the next succeeding regular election by the affirmative vote of a majority of the Directors then in office, although less than a quorum. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date or otherwise) may be filled before the vacancy occurs as provided above, but the new Director may not take office until the vacancy occurs. Such Directors shall qualify as elected Directors.
- (i) **Waiver of Notice.** Whenever any type of notice is required to be given to any Director under the Articles of Incorporation or Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the Director entitled to such notice shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, unless that Director objects at the beginning of such meeting, or promptly upon arrival at such meeting, to the transaction of any business because the meeting was not lawfully called or convened and thereafter does not vote or assent to action taken at the meeting. Neither the business to be trans-

acted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

(j) Quorum and Voting.

(1) Quorum. Except as otherwise provided by law or by the Articles of Incorporation or by these Bylaws, a majority of the number of Directors fixed in accordance with these Bylaws, shall constitute a quorum for the transaction of the Society's affairs and business. If a quorum is not present at any meeting of the Board, the Directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

(2) Voting. Except as otherwise provided by law or by the Articles of Incorporation or by these Bylaws, the act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board.

(k) Meetings by Electronic Communication. Meetings of the Board, or any other meeting of the Society at which minutes are kept, may be conducted through the use of any means of communication 1) by which all participants may simultaneously hear each other during the meeting or 2) by which all communication is immediately transmitted to each participant, and each participant is able to immediately send messages to all other participants. A participant in such meeting is deemed to be present in person at the meeting.

(l) Unanimous Consent Without Meeting. Any action required or permitted by the Articles of Incorporation or by these Bylaws or by any provision of law to be taken by the Board of Directors at a meeting or by resolution, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to such action.

(m) Conduct of Meetings. The Chair or in his or her absence, a Director in attendance selected by the Board, shall preside at meetings of the Board. The Society's Secretary shall act as secretary of all meetings of the Board, but in the Secretary's absence the presiding officer of the meeting may designate an assistant secretary or any other of the Society's officers to act as secretary of the Meeting.

(n) Rules and Regulations of the Board. The Board may adopt such rules and regulations for the conduct of its meetings and for the management of its affairs as it may deem proper, not inconsistent with applicable law, the Articles of Incorporation or with these Bylaws.

(o) Reasonable Compensation. The Board, by affirmative vote of a majority of the Directors then in office, and irrespective of any personal interest of any of its members, may establish reasonable compensation of all Directors for services to the Society as Directors, or may delegate such authority to an appropriate committee.

(p) Committees. The Board may, by resolution adopted by a majority of the Directors fixed in accordance with these Bylaws, designate one or more committees. Each such committee shall consist of three or more Directors, except the nominating committee which shall be constituted as provided in Paragraph (c) of Article III. The Board may designate one or more Directors as alternate members of a committee who may replace an absent or disqualified member at a meeting of the committee. The Board shall have the power to change the members of any such committee at any time, to fill vacancies on such committee, and to discharge any such committee, either with or without cause, at any time. Except as otherwise provided by law, or to the extent provided in the resolution of the Board or in these Bylaws, a committee designated pursuant to this Article may exercise all powers and authority of the Board delegated to the Committee in managing the business and affairs of the Society. The Board of Directors shall appoint an Audit Committee that shall be responsible for the oversight of the auditors of the Society, the audit of the financial statements of the Society, and other responsibilities delegated to it by the Board from time to time. Audit Committee members shall have a working knowledge of financial matters and shall be elected Directors.

ARTICLE IV. OFFICERS

(a) Principal Officers; Term of Office. The principal officers of the Society shall consist of the Chief Executive Officer, President, Secretary, Treasurer, and such other officers as the Board may determine. Any of these principal officer positions may be held by the same person, provided that such principal offices are held by at least 3 separate persons. The Chief Executive Officer and the President shall be appointed by the Board. All other principal officers shall be appointed by the Chief Executive Officer or the President and approved by the Board.

(b) Duties.

(1) Chief Executive Officer. The Chief Executive Officer ("CEO") shall perform all duties incident to the position and such

other duties as may be prescribed by the Board of Directors from time to time. Subject to such rules and policies as may be prescribed by the Board of Directors, the CEO shall have authority to appoint and terminate such other officers, agents and employees reporting to the CEO and to delegate authority to them.

- (2) **President.** The President shall perform all duties incident to the position and such other duties as may be prescribed by the Board of Directors from time to time. Subject to such rules and policies as may be prescribed by the Board of Directors, the President shall have authority to appoint and terminate such other officers, agents and employees reporting to the President and to delegate authority to them.
 - (3) **Secretary.** The Secretary shall keep a record of the proceedings of the Board of Directors and keep and have charge of the accounts, books, and records of the Society, and countersign, when necessary, its policies, deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the normal and regular course of the Society's business, or which shall be authorized by resolution of the Board. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law. The Secretary shall in general, perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to the Secretary by the CEO, President, or the Board.
 - (4) **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Society. The Treasurer shall receive and give receipts for monies due and payable to the Society from any source whatsoever, and deposit all such money in the Society's name in such banks, trust companies, or other depositories as the Board may designate. The Treasurer shall in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to the Treasurer by the CEO, President or the Board.
- (c) **Additional Offices.** The Board of Directors may create additional offices from time to time as it deems appropriate. Such other officers as the Board may appoint to fill these positions shall perform such duties as may be assigned to them by the Board, by the CEO, or President, or by the Society's principal officers.
 - (d) **Removal of Officers.** The Board of Directors may remove the CEO or President with or without cause by a majority vote of all Directors, excluding the CEO and President, at a meeting called for that purpose. Any other officer of the Society may be removed by the CEO, President or Board with or without cause, whenever in their judgement the best interests of the Society will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer shall not of itself create such contractual rights.
 - (e) **Reasonable Compensation.** Reasonable compensation of the CEO and President shall be fixed from time to time by the elected Directors of the Board or by a duly authorized committee thereof. Reasonable compensation of all other officers shall be recommended by the CEO or President and approved by the Board or by a duly authorized committee thereof. No officer shall be prevented from receiving such compensation by reason of the fact that he or she also serves on the Board.

ARTICLE V. FIDELITY BONDS

The CEO, President, Secretary, Treasurer, and any other officer, employee, or agent designated by the Board of Directors shall give a corporate surety bond to the Society in such amount and with such conditions as may be fixed by the Board. The premium on such bond shall be paid by the Society.

ARTICLE VI. INDEMNIFICATION OF OFFICERS AND DIRECTORS

- (a) **Indemnification.** The Society shall, to the extent permitted or required by secs. 181.042, 181.049, and 181.051, Wis. Stats., as such sections may be amended from time to time, indemnify its Directors, officers, employees, and agents against expenses they reasonably and actually incur in connection with threatened, pending, or completed legal actions, suits, or proceedings to which they are or may be made a party because they are or were a Director, officer, employee, or agent of the Society.
- (b) **Determination of Indemnity.** Any indemnification under Paragraph (a) of this Article (unless otherwise ordered by a court) shall be made by the Society only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the applicable provision of Wisconsin law. Such determination shall be made by one of the following means.
 - (1) By the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or

(2) If a quorum of disinterested Directors cannot be obtained, by majority vote of a committee duly appointed by the Board of Directors and consisting solely of two (2) or more Directors not at the time parties to the same or related proceedings, or

(3) By independent legal counsel selected in accordance with sec. 181.043(2), Wis. Stats., as amended from time to time.

(c) Maintenance of Insurance. The Board may authorize the Society to purchase and maintain insurance on behalf of any person who is a Director, officer, employee, or agent of the Society against liability asserted against and incurred by the person in that person's capacity as a Director, officer, employee, or agent, or arising from that person's status as a Director, officer, employee, or agent, regardless of whether the Society is required or authorized to indemnify the person against the same liability.

(d) Notification of Commissioner. No indemnification may be paid to any Director, officer, employee, or agent under this Article until at least thirty (30) days' notice to the Commissioner of Insurance of the State of Wisconsin containing full details of the proposed indemnification.

ARTICLE VII. WAIVER

No officer, Director, employee, member, agent or subordinate body shall have any authority or power to waive, add to, or amend any provisions of the laws of the Society. Such provisions shall be binding on the Society and every member and beneficiary of a member.

ARTICLE VIII . MAINTENANCE OF SOLVENCY

If the Society's reserves as to all or any class of policies or contracts become impaired, the Board may require that there be paid by the insured to the Society the amount of the equitable proportion of each deficiency as asserted by the Board. If the payment is not made, it shall stand as an indebtedness against the policy or contract. Such indebtedness shall draw interest on the same conditions as other policy loans as stated in your policy with interest fixed by the Society.

ARTICLE IX. RETURN TO POLICYHOLDERS

The Board may make such apportionment of gains and savings by declaring dividends (return to policyholders) to all or any class of policies and contracts and shall provide the manner in which such dividends to policyholders and contract holders shall be paid or credited.

ARTICLE X. BENEFIT CERTIFICATES

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

ARTICLE XI. DISPUTE RESOLUTION

(a) Purpose. The purpose of this Article is to prescribe the sole means to present and resolve grievances, complaints, or disputes between members, insureds, certificate owners, or beneficiaries and the Society or its Directors, officers, agents, and employees. Procedures set forth in this Article are meant to provide prompt, fair, and efficient opportunities for dispute resolution, consistent with the fraternal nature of The Society, without delay and expense of formal legal proceedings.

(b) Scope. This Article applies to any controversy, claim, or action of any kind arising out of, in connection with, or in relation to (i) membership in the Society and (ii) any past, current, or future insurance policy, contract, or certificate issued by the Society. It includes, without limitation, claims based on breach of contract, as well as claims based on fraud, misrepresentation, violation of statute, discrimination, denial of civil rights, conspiracy, defamation, and infliction of distress against The Society or its Directors, officers, agents, or employees. To the extent permitted by applicable law, this Article applies to all claims, actions, disputes, and grievances brought by the Society against members, insureds, certificate owners, or beneficiaries. In the event that a court or arbitrator of competent jurisdiction deems any party or claim in a dispute not subject to this Article, this Article will remain in full force and effect as to any remaining parties or claims involved in such dispute. This Article does not apply to any claims or disputes relating to interpleader actions to determine proper owner, beneficiary or payee.

- (c) **Dispute Resolution Procedures.** No lawsuits or any other actions may be brought for any claims or disputes covered by this Article. All disputes covered by this Article will be resolved in accordance with the following procedures, which will occur in the order given in this Paragraph (c):
- (1) **Appeal.** Any dispute covered by this Article must be submitted to the Society's compliance officer at its home office at P.O. Box 1527, Madison, WI, 53701, telephone number (608) 833-1936, for resolution by the Society's internal review process. The parties will make every attempt to resolve the dispute within forty-five (45) days of its submission to the Society.
 - (2) **Mediation.** If the parties are unable to resolve the dispute through the Society's internal appeal process as described in Paragraph (c)(1), either party may have the matter mediated in accordance with the applicable mediation rules of the American Arbitration Association (or other neutral organization as agreed upon by the parties). The parties will make every effort to conclude mediation within sixty (60) days from the date the matter is submitted to mediation.
 - (3) **Arbitration.** If the parties are unable to resolve the dispute through the Society's internal appeals process as described in Paragraph (c)(1) and through mediation as described in Paragraph (c)(2), the matter will be resolved by binding arbitration in accordance with the applicable arbitration rules as prescribed by the American Arbitration Association (or the rules of another neutral organization mutually agreed upon) as applicable to the type of matter in dispute. The arbitration shall be administered by a neutral organization agreed upon by the parties. The decision of the arbitrator shall be final and binding, subject only to the right to appeal such decision as provided in the arbitration rules and applicable laws. The member, insured, certificate owner or beneficiary shall have the right to be represented by legal counsel of his or her choosing at any time at his or her own expense (unless, as provided in Paragraph (f) below, he or she is awarded attorneys fees). If an issue in dispute is subject to law that prohibits parties from agreeing to submit future disputes to binding arbitration, arbitration results shall be nonbinding, unless the parties agree to binding arbitration after the claim or dispute has arisen. The Society will take reasonable measures to assure that the dispute resolution process proceeds promptly.
- (d) **Costs.** The administrative costs of any mediation or arbitration (including fees and expenses of mediators and arbitrators, filing fees, reasonable and necessary court reporting fees) will be paid by the Society. Except as awarded under Paragraph (f) of this Article, each party will bear its own attorneys' fees, expert fees, and discovery fees.
- (e) **Joinder of Disputes.** The procedures of this Article are designed to afford individual members, benefit certificate owners, beneficiaries and the Society a prompt, fair, and efficient means of resolving individual disputes. Accordingly, no dispute may be brought forward in a representative group or on behalf of or against any "class" of persons, and the disputes of multiple members or benefit certificate owners or beneficiaries (other than immediate family members) may not be joined together for purposes of these procedures without the express written consent of both (i) all members and benefit certificate owners and beneficiaries affected thereby and (ii) the Society.
- (f) **Remedies.** This paragraph applies to any claim or dispute resolved through binding arbitration as provided in Paragraph (c) above and to any action in a court of law in the event that a court or arbitrator of competent jurisdiction deems any party or claim in a dispute not subject to binding arbitration. Except as expressly limited in this paragraph, the parties to a dispute may be awarded any and all damages or other relief allowed for the claim in dispute by applicable federal or state law, including attorney's fees and expenses if such attorneys' fees and expenses are deemed appropriate under applicable law. Exemplary or punitive damages may be awarded for claims arising under applicable federal or state statutes to the extent permitted under the applicable statutes for claims arising under the common law, exemplary or punitive damages may be awarded not to exceed three times the amount of compensatory damages.
- (g) **Severability.** In the event that any court or arbitrator of competent jurisdiction deems any portion of this Article to be unenforceable or otherwise void under applicable law, the remaining portions of this Article will remain in full force and effect.

ARTICLE XII. OFFICIAL PUBLICATION

- (a) The Society's official publication shall be published at least twice a year. Any notice, report, or statement required by law, including notice of election, may be published in the official publication.
- (b) If the Society's records show that two (2) or more Benefit Members have the same mailing address, the official publication sent to one such person is deemed to be sent to all such persons at the same address unless a separate copy is requested.
- (c) All amendments to the Articles of Incorporation and Bylaws shall be published in the official publication in the publication next following the date of filing such amendments with the Commissioner of Insurance of the State of Wisconsin.

(d) An affidavit by the Society's Secretary certifying that the official publication was sent in accordance with this Article shall be submitted to the Board at their next meeting after publication of any notice, report, or statement required by law. Said affidavits shall be filed in the records of the Secretary's office.

ARTICLE XIII. MEMBER MEETINGS

The Society shall conduct member meetings at such times and locations as determined by the Board.

ARTICLE XIV. FISCAL YEAR

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

ARTICLE XV. ANNUAL REPORT

An annual report shall be prepared and published in the official publication within six months after the close of each fiscal year.

ARTICLE XVI. AMENDMENT OF BYLAWS

These Bylaws may be amended in whole or in part by a majority vote of the full Board of Directors. Upon adoption, such changes shall be filed with the Commissioner of Insurance of the State of Wisconsin and the changes shall be published in the Society's official publication in the manner prescribed in these Bylaws.