

**BYLAWS
OF THE
WESTERN CATHOLIC UNION**

OUR MOTTO:

*Go Forth,
Holding in One Hand the Book of
Christian Truth
and in the Other
the Constitution of the United States*



Approved

August 11, 2016

ESTABLISHED 1877

QUINCY, ILLINOIS

WCU Bylaws
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MISSION STATEMENT

Our mission is to attend to the fraternal, financial and spiritual well-being of the members of the Western Catholic Union by offering them the greatest number of social and spiritual opportunities possible and to keep our members safe and secure with the best insurance products available.

PREAMBLE

Whereas, we as citizens of this great republic, are in full enjoyment of our religious liberty, and possess the right to form a Union for the benefit of its members and their beneficiaries and not for profit, and entitled to make its own laws and regulations. We have resolved to establish this Union, in which and through which members, regardless of nationality and political opinions, may obtain mutual aid in time of need.

CORE VALUES

Through time, the Union and its members have grown in strength. Through time, we will become even stronger. Western Catholic Union protects the family, supports the Catholic Church, and promotes Catholic education and other charities. Our members speak through the voices of delegates and Trustees to shape the vision of Western Catholic Union. Through the branch structure, Union members provide invaluable charitable and volunteer service to their community.

ARTICLE 1
MEMBERSHIP AND BRANCHES

Section 1. Persons who are members of the Catholic Church or who support the Mission and Core Values of the Union, and meet all other membership requirements established by the Union are eligible for membership.

Benefit members are individuals age 15 or more who have been accepted for membership and who are an insured or annuitant under a benefit certificate issued by the Union. Benefit members may participate in the activities of local branches in which they are members, hold local branch office, and vote in the corporate and insurance affairs of the Union according to the Articles of Incorporation and Bylaws.

Social members are other individuals age 15 or more who have been accepted for membership. Social members may participate in the activities of local branches and hold local branch office but shall have no vote in the management of the Union.

Youth members are individuals under age 15 who have been accepted for membership. Youth members may participate in the activities of local branches but do not have the right to hold local branch office or a vote in the management of the Union. Application for youth membership shall be completed by an adult person on behalf of the applicant for youth membership.

Section 2. Applications for membership shall be made on such forms and under such conditions as may from time to time be determined by the Board of Trustees.

Section 3. The Union shall consist of the members organized in local branches. Branches are largely self-governing, but shall comply with the Articles of Incorporation and Bylaws of the Union, and all other requirements adopted by the Board of Trustees for branches. All branches shall be subject to uniform branch bylaws adopted by the Board of Trustees. Regular branch meetings shall be held on a monthly basis. Branches may be chartered by the Board of Trustees upon petition of at least 10 benefit members of the Union. The petition must be in the form prescribed by the Board and must indicate acceptance of the Articles of Incorporation and Bylaws of the Union and branch bylaws. The Board of Trustees may withdraw the charter of any branch in the event the Board determines that withdrawal is in the best interests of the Union. The Board of Trustees shall determine the disposition of the property of any branch that is suspended or dissolved in a manner consistent with the purposes of branches.

Section 4. The private property of members of the Union shall be exempt from corporate debts.

ARTICLE 2
NATIONAL COUNCIL, BOARD OF TRUSTEES AND OFFICERS

Section 1. The supreme governing body of the Union shall be the National Council composed of delegates elected by the branches, members of the Board of Trustees, the Secretary, the Treasurer, District Coordinators and Honorary Trustees. A majority of the members of the National Council shall constitute a quorum but a smaller number may adjourn the National Council for lack of a quorum. Delegates elected by the branches shall constitute a majority in number and shall not have less than 2/3 of the votes. If their total votes are less than the number of votes required, the votes cast by each of the members of the Board of Trustees and District Coordinators shall be reduced to a fraction of a vote which will make the total votes cast by them equal to one-third of the total votes.

Section 2. Each branch is entitled to the number of delegates to the National Council in accordance with the chart below:

Benefit Member	Number of Delegates	Benefit Member	Number of Delegates
1-150	1 Delegate	551-650	6 Delegates
151-250	2 Delegates	651-750	7 Delegates
251-350	3 Delegates	751-850	8 Delegates
351-450	4 Delegates	851-950	9 Delegates
451-550	5 Delegates	951-Over	10 Delegates

Such delegates and an alternate for each shall be elected by each branch at a regular or special meeting from among its benefit members at least forty-five days prior to the regular meeting of the National Council and be certified to the Secretary at least thirty days before such meeting. The Branch President of qualifying branches will receive an automatic invitation to represent his or her branch as a delegate provided the branch is entitled to more than one delegate. If a branch is entitled to one delegate, the delegate will be elected in accordance with this section. If the Branch President cannot attend the regular meeting that vacated delegate spot will be filled by a duly elected alternate.

Section 3. Regular meetings of the National Council shall be held every fourth year at such time and place as determined by the Board of Trustees. Upon petition of a majority of the members of the Board of Trustees, the President shall, within twenty days, send notice to all branches of a special meeting of the National Council to be held no less than sixty and not more than ninety days from the date of such notice. Such notice shall state the purpose for which, the time when, and place where, such meeting is to be held. Business transacted at any special meeting shall be confined to the purpose stated in the notice of the meeting and such matters as are necessary or incidental thereto.

In lieu of convening a special meeting, the Board of Trustees may send a written ballot to all of the delegates of the National Council. The ballot may include one or more resolutions that could be considered and adopted at a special meeting of the National Council. A resolution shall be deemed adopted upon receipt of valid ballots equal in number to the number of votes that would have been needed to adopt the resolution at a

meeting of the National Council in which all members were in attendance. "Written ballot" includes a ballot transmitted or received by electronic means.

Delegates shall hold office until their successors are duly elected and qualified. The delegates registered and qualified at the last regular meeting of the National Council shall also serve as delegates to special meetings of the National Council, including action conducted by written ballot.

Section 4. Each district shall elect one District Coordinator for confirmation by the National Council for a four-year term commencing after the meeting of the National Council in which they are confirmed and until after the following regular meeting or until their successor is elected and qualified. The District Coordinators shall serve as members of the Credentials Committee, be considered voting delegates at-large during meetings of the National Council following their election, and have such as other duties as are determined by the Board of Trustees. Any District Coordinator vacancy occurring between meetings of the National Council shall be filled by appointment of the Board of Trustees for the remainder of the term of office. The Board of Trustees may remove a District Coordinator for cause, as determined by the Board of Trustees, by a 2/3 vote of all Trustees.

Section 5. A Credentials Committee of the National Council consisting of the District Coordinators shall have the following duties prior to and during the meeting of the National Council:

- a. Review proposed agenda items and prepare an agenda for meetings of the National Council. All agenda items must be submitted to the Credentials Committee in accordance with the timeline established by the Committee to be included in the meeting agenda.
- b. Review resolutions submitted for consideration of the National Council and make recommendations to the National Council regarding such resolutions. Any proposed resolution must be submitted to the Credentials Committee in accordance with the timeline established by the Committee to be considered by the National Council.
- c. Examine and pass upon the credentials of the delegates of the National Council.
- d. Examine and pass upon the credentials of candidates for the Board of Trustees. All candidates must submit all information required by the Credentials Committee within the timeline established by the Credentials Committee and meet all requirements for Trustees established by these Bylaws, the Credentials Committee and applicable law. Only candidates certified by the Credentials Committee as eligible for election may be considered for election by the National Council. The Credentials Committee will provide the National Council information regarding the qualifications of all candidates for the Board of Trustees.
- e. Serve as tellers for voting of the National Council.
- f. Such other duties as assigned by the National Council.

The President, Secretary and legal counsel of the Union shall be present, when possible, in meetings of the Credentials Committee in an advisory capacity.

Section 6. The affairs of the Union shall be managed under the direction of the Board of Trustees between regular meetings of the National Council. The Board of Trustees shall have the authority to provide rules and regulations for the Union and all other necessary and incidental powers to carry out the objectives of the Union and such other duties as are prescribed by these Bylaws.

The Board of Trustees shall be up to twelve (12) members consisting of the President and up to ten (10) Trustees elected by the National Council. The Board of Trustees may appoint Trustees to fill needed expertise to satisfy good governance practices. The Board of Trustees may also appoint Trustees to fill vacant positions. Such appointment will occur by a 2/3 vote of all Trustees.

The National Council shall elect the Trustees at its regular meeting for a four-year term commencing at the close of the regular meeting at which they are elected and ending upon the close of the following regular meeting.

Only applicants who have been certified as qualified candidates by the Credentials Committee shall be eligible for election to the Board of Trustees. No nominations from the floor will be accepted during the National Council meeting. All candidates for any elected Trustee position must also meet all of the following requirements to be qualified for election:

- a. Be Catholic;
- b. Be between the ages of 21 and 76, inclusive, prior to the date of election;
- c. Be a benefit member of the Union in good standing;
- d. Have a general knowledge of the fraternal benefit system and the history, customs and structure of the Union;
- e. Have affirmed willingness to participate in educational seminars and programs that provide regular instruction in life insurance and/or financial services organization management issues;
- f. Have no criminal history other than matters determined insignificant by the Credentials Committee, such as a minor traffic violation;
- g. Have provided all information required by the Credentials Committee no later than 120 days prior to the meeting of the National Council and have not intentionally submitted false or misleading information;
- h. Is not a current or former employee of the Union or individual holding a sales contract with the Union (“Disqualified Person”), except that a former employee or individual holding a sales contract with the Union shall not be a Disqualified Person for election at the 2nd regular meeting of the National Council following end of employment or contract with the Union;
- i. Is not the spouse of a Disqualified Person; and
- j. Has complied with all other requirements for candidates established by the Credentials Committee

A Trustee appointed by the Board of Trustees will be appointed for a term of office of up to one year. Such appointed Trustee must be Catholic, a benefit member in good

standing and meet all other requirements established by the Board of Trustees. Any appointment or reappointment shall require a 2/3 vote of the Trustees then in office, excluding the appointed Trustee.

With a 2/3 vote of all Trustees, the Board of Trustees may designate the title of Honorary Trustee to a Trustee of the Union who has honorably resigned or retired from the Board of Trustees with at least 10 consecutive years of service as of the end of their most recent term. The Honorary Trustee may attend meetings of the National Council as an at-large voting delegate. The Board of Trustees may remove the title of Honorary Trustee and the associated rights and privileges for cause by a 2/3 vote of all Trustees.

Section 7. The Board of Trustees may remove a Trustee for cause as determined by the Board of Trustees at a meeting called for that purpose by a 2/3 vote of all Trustees, excluding the Trustee in question.

Section 8. The Board of Trustees shall appoint a Chair from among its members to serve a term of one year.

Section 9. Meetings of the Board of Trustees shall be held at least quarterly. Special meetings of the Board of Trustees may be held at any time and place for any purpose on the call of the Chair, or any five members of the Board. A majority of the members of the Board shall constitute a quorum but a smaller number may adjourn a meeting for lack of a quorum.

Section 10. The Board of Trustees will appoint an Audit Committee, consisting of three or more Trustees. Audit Committee members will have a working knowledge of financial matters. The Audit Committee shall be responsible for the oversight of the auditors of the Union and the audit of financial statements of the Union and such other responsibilities designated to it by the Board from time to time.

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

Section 11. The principal officers of the Union shall be the President, Secretary and Treasurer and such other officers as recommended by the President and approved by the Board of Trustees. Except for the office of President, any officer position may be combined with any other position with the Union. The President shall be elected by the Board of Trustees. Other officers shall be appointed by the President and confirmed by the Board of Trustees.

Section 12. The President shall serve as the chief executive officer of the Union, shall have general supervision and direction of the day-to-day business and affairs of the Union, and shall perform all duties incident to the position and such other duties as may be prescribed by the Board of Trustees from time to time. Subject to such rules and policies as may be prescribed by the Board of Trustees, the President shall have authority to appoint and terminate such other officers, agents and employees and to delegate authority to them.

The Board of Trustees may remove the President by a two-thirds vote of all Trustees, excluding the President, at a meeting called for that purpose.

Section 13. The Board of Trustees shall determine reasonable compensation of the President. Reasonable compensation of all principal officers other than the President shall be recommended by the President and approved by the Board of Trustees. In its determination of reasonable compensation, the Board of Trustees, or a committee delegated authority for officer compensation, shall take into account, among others, the services rendered by the officer, the performance of the officer, the performance of the Union, market and industry standards, and compensation paid to officers of similarly situated fraternal benefit societies.

ARTICLE 3 BENEFIT CERTIFICATES

Section 1. Contracts may be issued when in compliance with the laws of the state where issued, upon such evidence or insurability as required, of such persons and upon such forms and plans and providing such benefits, privileges, and options, all as may from time to time be prescribed by the Board of Trustees.

Section 2. Contracts, including annuity certificates, shall be issued as ordered by the Board of Trustees upon such standards of mortality as limited by the law in the state where the contract is issued.

Section 3. All contracts shall be issued to members upon such rates payable under such classifications as to risks as may be fixed and ordered by the Board of Trustees and Union's Actuary. The Board of Trustees and the Union's Actuary shall fix and adopt a manual for classification of risks as standard, hazardous or prohibited, and minimum and maximum amounts of insurance.

Section 4. Benefits may be made payable to any beneficiary, natural or artificial, except as limited by law in the State where the contract is issued. In the event of the death of a beneficiary prior to the death of an insured member, and upon failure of such member to designate another beneficiary, unless otherwise provided in the benefit certificate, then the amount to be paid under the Benefit Certificate upon the death of said insured member shall be distributed to the estate of the deceased member.

Section 5. Unless otherwise provided in the contract, change of beneficiary may be effected by application on forms furnished by the Secretary; provided that no such change shall become effective until endorsed upon the contract by the Union at its home office.

Section 6. If the reserves as to all or any class of certificates become impaired, the Board of Trustees may require that there shall be paid by the owner to the Union the amount of the owner's equitable proportion of such deficiency as ascertained by the Board, and that, if the payment is not made, either:

- a. it shall stand as an indebtedness against the certificate and draw interest not to exceed the rate specified for certificate loans under the certificates; or

b. in lieu of or in combination with (a) above, the owner may accept a proportionate reduction in benefits under the certificate.
The Union may specify the manner of the election and which alternative is to be presumed if no election is made.

ARTICLE 4
VOTING, AMENDMENT AND INTERPRETATION OF BYLAWS AND
COMMUNICATIONS

Section 1. Unless otherwise provided, Robert's Rules of Order shall govern the proceedings at all meetings.

Section 2. No vote by proxy shall be recognized in any meeting of the National Council or of the Board of Trustees.

Section 3. These Bylaws and the Articles of Incorporation may be amended at any regular or special meeting of the National Council by the affirmative vote of not less than two-thirds of the delegates. All proposed amendments must be submitted to the Board of Trustees at least 30 days prior to the meeting of the National Council or be recommended by the Board of Trustees to be considered by the National Council. The Bylaws may also be amended at any regular or special meeting of the Board of Trustees by the affirmative vote of not less than two-thirds of all members of the Board; provided that not less than fifteen days notice shall be given by the Secretary to all members of the Board of Trustees of any amendment to be voted upon by the Board; provided, however, that an amendment may be adopted without such notice by the unanimous vote of all members of the Board of Trustees. Amendments to these Bylaws shall take effect upon their adoption unless another time is specified and upon approval by the Illinois Department of Insurance.

Section 4. If any section of these Bylaws should not be explicit, or in case of uncertainty or dispute as to its intent or meaning, the Board of Trustees shall have the power to decide upon such situation; and its decision shall remain in force until such decision or section is duly amended.

Section 5. No subordinate body, nor any of its subordinate officers or members, shall have the power or authority to waive any of the provisions of the laws of the Union. Such provisions shall be binding on the Union and every member and beneficiary of a member.

Section 6. The Board of Trustees and any committee or sub-committee of the Board, or any other meeting of the Union at which written minutes are kept, except meetings of the National Council, may meet by telephone conference or other means of communication that allows all participants to simultaneously communicate with each other.

Section 7. The Union shall have an official publication. The name of the official publication shall be the "Western Catholic Union Record", or such other

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

ARTICLE 5 INDEMNIFICATION

Section 1. Subject to the laws of Illinois in effect from time to time, any person who was or is a party or is threatened to be made a party to any threatened, pending, on-going or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Union) by reason of the fact that he is or was an officer or Trustee of the Union, or is or was serving at the request of the Union as a director, officer, employee, agent, or trustee of another Union partnership, joint venture, trust or other enterprise, or as a member of any administrative committee or other committee of any plan created under a trust, shall be indemnified against expenses (including attorney's fees) judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interest of the Union, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Union, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Subject to the laws of Illinois in effect from time to time, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Union to procure a judgment in its favor by reason of the fact that he is or was an officer or Trustee of the Union, or is or was serving at the request of the Union as a director, officer, employee, agent or trustee of another Union corporation, partnership, joint venture, trust or other enterprise or any member of any administrative or other committee of any plan created under a trust shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be not opposed to the best interest of the Union except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or material misconduct in the performance of his duty to the Union, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such

person is fairly and reasonably entitled to be indemnified for such expenses as the court shall deem proper.

Section 3. To the extent that an officer or Trustee of the Union eligible for indemnification under Section 1 or 2 of this Article has been successful, on the merits or otherwise, in defense of any action, suit or proceeding referred to in Section 1 or 2 of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Any indemnification under Sections 1 or 2 of this Article (unless ordered by a court) shall be made by the Union only as authorized in the specific case, upon a determination that indemnification of the party eligible for indemnification under Section 1 or 2 of this Article is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made by the Board of Trustees by a majority vote of the disinterested members.

Section 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Union in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Trustees in the specific case, upon receipt of an undertaking by or on behalf of the party eligible for indemnification under Section 1 or 2 of this Article to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Union as authorized in this Article.

Section 6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of the disinterested members of the Board of Trustees, or National Council, or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a party eligible for indemnification under Section 1 or 2 of this Article and shall inure to the benefit of heirs, executors, and administrators of such a person.

Section 7. The Union may purchase and maintain insurance on behalf of any person who is or was an officer or Trustee of the Union or who is or was serving at the request of the Union as a director, officer, employee, agent, or trustee of another Union partnership, joint venture, trust, or other enterprise, or as a member of an administrative committee or other committee of any plan created under a trust against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Union would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE 6 RESOLUTION OF DISPUTES

Section 1. The purpose of this Article is to prescribe the sole means to present and resolve grievances, complaints or disputes brought by members, certificate owners, or beneficiaries against the Union or its members of the Board of Trustees, members of the National Council, 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 Union, without the delay and expense of formal legal proceedings.

Section 2. Except as expressly limited in this Section 2, this section applies to all past, current and future benefit certificates, members, insureds, annuitants, certificate owners, and beneficiaries. It applies to all claims, actions, disputes and grievances of any kind or nature whatsoever. It includes, but is not limited to, claims based on breach of benefit certificate, 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 Union or its members of the Board of Trustees, members of the National Council, officers, agents, or employees.

Section 3. This Article does not apply to claims or disputes made after the applicable statute of limitations has expired.

Section 4. This Article does not apply to action brought by the Union, including, but not limited to, actions for declaratory judgment, determining proper payees, recovering amounts due, and contesting insurance coverage or membership eligibility.

Section 5. No lawsuit or any other actions may be brought for any claims or disputes covered by this Article. The following are the steps and procedures for presenting and resolving disputes:

- a. Appeal. Appeal of a dispute to a designated reviewer within the Union appropriate to the dispute.
- b. Mediation. If an appeal does not result in a mutually satisfactory resolution, either party has the right to have the matter mediated in accordance with the mediation rules of a neutral dispute resolution organization to which the parties agree, or, in the absence of an agreement, the American Arbitration Association.
- c. Arbitration. If there is still no mutually satisfactory resolution, the matter will be resolved by binding arbitration in accordance with the arbitration rules of a neutral dispute resolution organization to which the parties agree, or, in the absence of an agreement, the American Arbitration Association. The arbitrator(s) may award any actual damages incurred for which there is liability, but may not award attorneys' fees, exemplary, extra-contractual or punitive damages. The decision of the arbitrator(s) is binding and final. Additional procedural rules may be defined in policies established by the Union and made available upon request. If a claim or dispute is subject to law that prohibits parties from agreeing to submit future disputes to binding arbitration, arbitration results shall be non-binding unless both the individual and Union voluntarily agree to binding arbitration after the claim or dispute has arisen.

Section 6. Fees and expenses of the mediator and/or arbitrator(s) shall be paid out of a dispute resolution fund established by the Union. This does not include attorneys' fees, experts' fees, or discovery costs, which each party shall bear as its own responsibility.

Section 7. No claim or dispute may be brought against the Union or its members of the Board of Trustees, officers, agents, or employees, in a representative capacity, or on behalf of any class of persons or members. Claims or multiple persons may be joined and presented under this Article provided all affected members, certificate owners, and beneficiaries consent in writing, or if the Union determines joinder is appropriate.

**ARTICLE 7
FRATERNAL BENEFIT CLAIMS**

All claims not coming within the benefits or provisions of the insurance shall be held to be addressed to the systemic benevolence of the Union and shall in no case be made the basis of any legal liability on the part of the Union.



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