

Proposed Bylaws of Catholic Ladies of Columbia (the “Society”)

[Finalized ~ January, 2016]

Mission Statement

The Catholic Ladies of Columbia is a Fraternal Benefit Society meeting the needs of individuals by providing secure financial products, fellowship and service to others.

Article 1 ~ Members

Section 1.01: Eligibility

Membership in the Society shall be available to Roman Catholics, their families and friends who share an interest in the welfare of the Society and who meet the qualifications of membership prescribed by the Society in this Article 1. Membership interests in the Society are personal and are not assignable or transferable.

Section 1.02: Classification of Members and Rights

The Society is comprised of three classes of Members: Benefit Members, Fraternal Members and Honorary Members. All Members shall be entitled to participate in the fraternal activities of the Society regardless of age or classification of membership.

- A. **Benefit Members** are those Members who are protected under the Society’s annuity or insurance certificates or both. Upon issuance of an insurance or annuity certificate, an applicant shall become a Benefit Member with rights of membership, including the right to participate in the Society’s fraternal activities, and hold membership in a Local Council. Benefit Members shall pay when due all premiums owing on their insurance or annuity contracts. Benefit Members at least 18 years of age shall have the right to:
- a. vote on all matters coming before their Local Councils
 - b. hold office in their Local Councils
 - c. vote on matters involving insurance/annuity and other business affairs of the Society, but are entitled to only one vote regardless of the number of insurance or annuity certificates owned by such member. Benefit Members have the right to directly elect the Board of Directors by referendum and shall have other rights and privileges as provided in these Bylaws.
 - d. serve on the Board of Directors

B. **Fraternal Members** are those Members who do not participate in the insurance or annuity products offered through the Society but who are entitled to participate in the Society's fraternal activities. Fraternal Members shall provide such information to their Local Councils and to Home Office as may be requested in order to establish membership in the Society. Fraternal Members may not serve on the Board of Directors, and shall have no right to vote on matters involving the insurance/annuity and other business affairs of the Society. Fraternal Members at least 18 years of age shall have the right to:

- a. vote on matters involving the fraternal activities of their Local Councils
- b. vote for officers in their Local Councils
- c. hold office in their Local Councils

C. **Honorary Members** are persons selected from time to time by the Board of Directors as exemplifying the ideals of the Society. Honorary Members may participate in the fraternal activities of the Society but shall have no voting rights.

Section 1.03: Reaffiliation

Upon written request and notice delivered to the Home Office or upon the disbandment or suspension of a Local Council, a Member in good standing may reaffiliate with a different Local Council in accordance with the procedure established by the Board of Directors from time to time.

Article 2 ~ Local Councils

Section 2.01: Bylaws

The Board of Directors shall provide standard bylaws which Local Councils shall adopt. Local Councils may make additions to the standard bylaws so long as these additions do not contradict nor remove any of the provisions in the standard bylaws.

Section 2.02: Organization

Local Councils may be established in any jurisdiction provided that each new Local Council shall be comprised of at least ten Members. Each Local Council shall operate under the charter issued by, and is subject to the direction and control of, the Board of Directors. Local Councils may, but are not required to, affiliate with a local Roman Catholic parish. The name of a Local Council will be designated by the Board of Directors.

Section 2.03: Meetings

Each Local Council shall elect officers, hold meetings not less frequently than required by law and carry on its business in accord with the fraternal purposes of the Society. The Local Council shall notify the Home Office annually of its regularly scheduled meetings. In addition to regular meetings, the Local Council may call special meetings from time to time, and shall provide members notice of the time, place and purpose of such special meeting.

Section 2.04: Records

Each Local Council shall maintain such books and records as it may deem necessary or appropriate, including without limitation, such books as may be necessary to present the receipts and accounts of the local secretary and treasurer and the general financial and other transactions of the Local Council, but shall at a minimum maintain the following books and records at its offices:

- A. The Society's Constitution and Bylaws
- B. Ritual Book
- C. Bylaws of the Local Council
- D. Minute Book

Every Member of a Local Council shall have the right, upon reasonable notice to the local president, to review and make copies of the above records.

Section 2.05: Audit

Each Local Council shall provide to the Home Office an annual audit of its financial books and records.

Section 2.06: Suspension, Revocation and Disbandment

To protect the rights or interests of any Member, Local Council or the Society, the Board of Directors may suspend or revoke the charter of any Local Council for cause, and the Board of Directors may remove any Local officer and appoint a temporary successor. Additionally, a Local Council may voluntarily disband at any time as prescribed by the local bylaws.

Upon disbandment, no Member shall have or acquire individual rights to any of the assets of the Local Council, or be entitled to any apportionment on the surrender of any part of such assets; rather, the disbanded Local Council's remaining funds after all debts have been discharged shall be distributed to such charitable organizations as recommended by the local officer upon approval of the President of the Society. All books, records, papers, documents (including without limitation, the Local Council Charter) and all other personal property

belonging to a disbanded Local Council shall be delivered to Home Office and the President of the Society may take immediate possession of the same on behalf of the Society.

Section 2.07: New Local Councils

New Local Councils may be established in accordance with the criteria, policies, rules and procedures that the Board of Directors may from time to time adopt.

Article 3 ~ Board of Directors

Section 3.01: Supreme Governing Body

The Board of Directors shall be the supreme governing body of the Society and shall have authority over all funds and property belonging to the Society and shall have the power to define the purposes of the Society and to adopt rules and regulations, and to do all acts necessary and proper, to operate the Society as a fraternal benefit society under the Ohio Revised Code, as amended from time to time. It shall enforce and construe the Constitution and Bylaws and shall determine the general financial and investment policies, programs and plans of the Society. It shall have any and all powers necessary for the execution of its duties and any other powers which are required for the active management and administration of the Society.

The Board of Directors shall not have the authority to dissolve the Society or distribute assets of the Society nor shall the Board of Directors have the authority to repeal or amend any of the Constitution. These rights and privileges shall be retained by the Benefit Members of the Society, a proposal for which shall be presented for a vote by the Benefit Members by referendum.

Section 3.02: Composition of the Board

The Executive Officers of the Society shall be the President, Vice President and Secretary. The Board of Directors shall be comprised of the Executive Officers and four other Directors.

The Board of Directors or the President in consultation with the Board of Directors may appoint honorary or advisory members of the Board to serve at the pleasure of the Board of Directors. Any such Director may have a voice but no vote, if invited, at any meeting, or portion thereof, of the Board.

Section 3.03: Qualifications

Board Members shall:

- A. be Benefit Members in good standing under their contracts of insurance/annuities;
- B. be communicants of the Roman Catholic Church;
- C. be between the ages of 18 and 70 at the time of first election.

Notwithstanding the foregoing, Board Members who reach the age of 70 while in their first term of office may be elected to serve a successive term in the same office. Board Members may not serve as Home Office staff nor in the Sales and Marketing Department of the Society in a full-time capacity.

Section 3.04: Nomination and Election

Prior to an election all nominations shall be announced by the Nominating Committee to the membership in a manner prescribed by the Board of Directors. The Benefit Members of the Society in force at the time of election shall, by referendum, elect the President, Vice President, Secretary, and four Directors from the slate of candidates as presented by the Nominating Committee. The candidates with the highest number of valid votes cast shall be elected to each of their respective offices.

Section 3.05: Oath and Fidelity Bond

Before entering upon the duties of office, Board Members shall take such oaths as may be prescribed by the Ritual Book and shall execute fidelity bonds for the benefit of the Society in such amount and with such surety as the Board of Directors may determine or as otherwise required by the Department of Insurance by the State of Ohio. Other officers, agents or appointees of the Board of the Directors may also be required to execute such fidelity bonds. The Society shall pay the premium associated with all such bonds.

Section 3.06: Term of Office

Board Members shall serve a term of four years and shall enter upon the term of office at the January meeting of the Board of Directors following their election. Board Members shall serve no more than two consecutive terms in the same office. After a single term out of office, a former Board Member may be re-nominated for the same position. Likewise, after serving two terms in succession in the same office, a Board Member may be nominated for any other position of the Board of Directors at the next election.

Section 3.07: Meetings and Quorum

The Board of Directors shall meet no less than quarterly each year and may hold such additional meetings as it deems necessary or as otherwise called by the President from time to time. Two-thirds of the members of the Board of Directors shall constitute a quorum for purposes of carrying on the business of the Board of Directors. Meetings may be held by

telephone conference or via other electronic or video communication, so long as all the following apply:

- A. each Board Member participating in the meeting can communicate with all of the other Board Members concurrently, and
- B. each Board Members is provided with the means of participating in all matters before the Board of Directors, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Society.

The Board of Directors may also act with a two-thirds consent of a written resolution presented by mail or electronically to each Board Member.

Section 3.08: Executive Officers ~ Duties and Responsibilities

A. President

- a. The President shall oversee all of the business and affairs of the Society. The President shall preside at all meetings of the Board of Directors and shall perform all duties incident to that office and such other duties as may be prescribed by the Board of Directors from time to time. The President shall appoint members to all committees of the Board of Directors. The President shall sign all financial statements and annual reports presented to the Board of Directors and the Members, and the President, along with the Secretary, shall sign all contracts of insurance or annuities written by the Society.
- b. Annually, the President shall present to the Members a full and complete report of the Society's business activities and affairs; which shall include condensed reports of the Board of Directors and the Vice President of Operations.

B. Vice President

The Vice President shall preside at meetings of the Board of Directors and the Annual Meeting in the absence of, or incapacity of, the President and shall perform such other duties incident to such office as may be prescribed from time to time.

C. Secretary

The Secretary shall record and maintain an accurate record of all regular and special meetings of the Board of Directors and shall perform such other duties incident to such office as may be prescribed from time to time. The Secretary shall sign all financial statements and annual reports presented to the Board of Directors and the Members, and the Secretary, along with the President, shall sign all contracts of insurance or annuities written by the Society.

Section 3.09: Resignation and Removal

- A. Any Board Member may resign at any time by giving written notice to the President or Secretary. A resignation shall take effect at the time specified in the resignation notice, and unless otherwise specified therein, shall become effective upon delivery. The acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation notice.
- B. Any Board Member may be suspended or removed, with cause, at any time by the affirmative vote of two thirds of the entire Board of Directors, excluding the Board Member in question, at a special meeting called for such purpose whenever, in their judgment, the best interests of the Society would be served thereby. Such suspension or removal shall not affect the status of such suspended or removed Board Member in their Local Council or their rights as a Member of the Society.

Section 3.10: Vacancies

When a Board Member is unable to complete the term for any reason, the remaining members of the Board of Directors (even if less than a majority of the authorized number of Board Members) shall fill such vacancy for the unexpired term by a majority vote of their number. The unexpired term shall not constitute a term of office for purposes of limitations on consecutive terms in the same office unless it exceeds two years.

Section 3.11: Certain Transactions - Conflict of Interest and Code of Ethics

All Board Members are required to sign a conflict of interest statement before beginning of their term of office. The Board of Directors shall establish a Code of Ethics and Business Conduct Policy. Any Board Member violating such policy will be subject to suspension or removal. No member of the Board of Directors, or any of its Committees shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation on the Board of Directors. Each individual shall disclose to the Board of Directors any personal interest which they may have in any matter pending before the Board of Directors and shall refrain from participation in any decision on such matter.

Section 3.12: Compensation

The members of the Board of Directors shall receive such compensation as shall be determined by the Compensation Committee on review of a recommendation from the President. Board Members shall be reimbursed as determined by the Board of Directors for expenses incurred in connection with official business of the Society.

Section 3.13: Indemnification

- A. **Board Members.** To the fullest extent not prohibited by applicable law, the Society shall indemnify each person against any and all costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation or proceeding (or any claim or other matter therein), whether civil, criminal, administrative or otherwise in nature, including any settlements thereof or any appeals therein, with respect to which such person is named or otherwise becomes or is threatened to be made a party by reason of being or at any time having been a Board Member of the Society, or by reason of being or at any time having been, while such a Board Member, an employee or other agent of the Society or, at the direction or request of the Society, a director, trustee, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan.
- B. **Employees and agents.** The Society shall indemnify any other person to the extent such person shall be entitled to indemnification under the laws of the State of Ohio by reason of being successful on the merits or otherwise in defense of an action to which such person is named a party by reason of being an employee or other agent of the Society, and the Society may further indemnify any such person if it is determined on a case by case basis by the Board of Directors that indemnification is proper in the specific case.
- C. **General.** Notwithstanding anything to the contrary in these Bylaws, no person shall be indemnified to the extent, if any, it is determined by the Board of Directors or by written opinion of legal counsel designated by the Board of Directors for such purpose that indemnification is contrary to applicable law.

Section 3.14: Insurance

The Society may, as the Board of Directors may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been a Director, Officer, employee or other agent of or in a similar capacity with the Society, or who is or at any time has been, at the direction or request of the Society, a director, trustee, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan against any liability asserted against and incurred by such person.

Section 3.15: Nominating Committee

- A. The Nominating Committee shall be established as a Committee of the Board of Directors and shall consist of five Benefit Members to serve a four-year term and the President as an ex-officio non-voting member. The five Benefit Members shall be selected by the Board of Directors from among a diverse selection of volunteers from the Benefit Members. If less than five Benefit Members volunteer for the Nominating Committee, the Board of Directors must select remaining members from a diverse selection of the Benefit Members. The initial selection of Nominating Committee members shall be made two years prior to election of members of the Board of Directors. Members of the Nominating Committee shall work under oath. The Nominating Committee shall elect its own chair by majority vote. The five Benefit Members of the Nominating Committee may not be candidates for the Board of Directors or otherwise have conflicts of interest as Nominating Committee members.
- B. The Nominating Committee is charged with the responsibility of reviewing the qualifications of candidates whose name has been submitted to the Nominating Committee for election as a Board Member. These qualifications shall reflect the complexity and magnitude of the business and affairs of the Society and shall therefore include experience in corporate governance, finance, accounting, insurance, or other fields relevant to the Society's business operations. All actions of the Nominating Committee shall be by majority vote.
- C. The Nominating Committee shall announce in the official publication of the Society at least a year prior to the Board of Directors election that nominations for the positions of Executive Officers and Directors will be considered by the Nominating Committee. Benefit Members interested in a position on the Board of Directors must submit references and resumes of their qualifications and background to the Nominating Committee no later than January 31st of the Board of Directors election year. Postmark or electronic submission date shall govern. If the January deadline fails to present a candidate for any one of the Board of Director positions, or if a potential candidate becomes ineligible due to illness, death or otherwise, the Nominating Committee shall take action to recruit a candidate for presentation to the Benefit Members.
- D. The Committee shall check the qualifications and resumes submitted with respect to all candidates and make further inquiries as needed. The Committee may, at their discretion, consult with a third party firm with expertise in board/executive management recruitment. After January 31st of the Board of Directors election year, the Nominating Committee shall nominate all qualified candidates for Board of Directors for submission to the Benefit Members of the Society. The Committee is strongly encouraged to nominate more than one candidate for each Board position.

- E. The Nominating Committee shall prepare a report to the Benefit Members of the Society specifying the names and qualifications of each candidate nominated to stand for election on the Board of Directors. The Nominating Committee's report shall be published to the Society's Benefit Members in the Society's publication in the year of the Board of Directors election.

Section 3.16: Compensation Committee

- A. The Compensation Committee shall be established as a Committee of the Board of Directors and shall consist of five Benefit Members to serve a four-year term and the President as an ex-officio non-voting member. One of the five Benefit Members must be a former Director or Officer of the Board. The five Benefit Members shall be selected by the Board of Directors from among a diverse selection of volunteers from the Benefit Members. If less than five Benefit Members volunteer for the Compensation Committee, the Board must select remaining members from a diverse selection of the Benefit Members. The initial selection of Compensation Committee members shall be made two years prior to election of members of the Board of Directors. Members of the Compensation Committee shall work under oath. The Compensation Committee shall elect its own chair by majority vote. The five Benefit Members of the Compensation Committee may not be candidates for the Board of Directors or otherwise have conflicts of interest as Compensation Committee members.
- B. The Compensation Committee will meet yearly in the last quarter of each year. The Committee is charged with determining an annual compensation range for each Board position which the Board of Directors may not exceed. The Committee will review recommendations made by the President, and may at their discretion consult with a third party expert, in order to determine the annual compensation ranges.

Section 3.17: Other Committees Appointed by the Board

The Board of Directors may establish other committees as may be necessary or appropriate from time to time to conduct the business of the Society. No committee established by the Board shall have the authority to:

- A. amend these Bylaws or the Constitution;
- B. elect, appoint or remove any member of any committee or any Board Member;
- C. adopt a plan of merger, consolidation, or dissolution of the Society;
- D. authorize the sale, lease, exchange, mortgage, or disposal of all or substantially all of the property and assets of the Society;
- E. adopt a plan for the distribution of the assets of the Society;
- F. or amend, alter or repeal any resolution of the Board of the Directors which by its terms provides that it shall not be amended, altered or repealed.

The designation and appointment of any committee and the grant thereto of authority shall not operate to relieve the Board, the President, or any individual Board Member of any responsibility imposed by law or these Bylaws.

Section 3.18: Board Appointments

A. Vice President of Operations

The Vice President of Operations shall be appointed by the Board of Directors and shall serve at its pleasure as a full time employee of the Society. The Vice President of Operations shall serve as a non-voting member of the Board of Directors.

B. The duties of the Vice President of Operations shall be those delegated by the Board of Directors from time to time. Without limiting the foregoing, the Vice President of Operations shall:

- a. oversee the Home Office and have charge of all books, papers, documents and records of the Society;
- b. keep a true and accurate account of all money received and disbursed and pay all death and other claims upon proof of the validity of same;
- c. have authority to sign contracts or agreements necessary in the management of the affairs of the Society;
- d. hire all Home Office staff necessary to efficiently and effectively operate the Society's business and set the compensation of such staff according to the parameters established by the Board Compensation Policy and the Society's budget.
- e. notify the Benefit Members of the Annual Meeting;
- f. prepare charters for, and serve as the Board of Directors' liaison to, all Local Councils and maintain a complete and accurate record of all Local Councils, including the name, number, location and officers of each;
- g. maintain a complete and accurate record of the status and classification of all Members as well as all applications for membership in the Society;
- h. report to the Benefit Members concerning all business transactions, statistics and changes in membership of the Society at the Annual Meeting.

C. Spiritual Director

The Board of Directors shall appoint a Roman Catholic Spiritual Director who shall be a Member of the Society and shall attend to the spiritual needs of the Society and its Members.

Article 4 ~ Financial Matters and Dispute Resolution

Section 4.01: General Fund

The Board of Directors shall maintain a general fund for the deposit of all monies collected by the Society. The general fund and all assets of the Society shall be managed in accordance with the laws of the State of Ohio.

Section 4.02: Benefit Contracts

Benefit contracts may be issued on such basis, form and for such benefits as the Board of Directors may direct. The Board of Directors shall provide for benefit contracts to be issued upon application and acceptance in a manner and upon such conditions as the Board may determine from time to time. All benefit contracts issued must be in accordance with the laws of the state in which issued.

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

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 Constitution 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 Constitution 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 charges shall destroy or diminish benefits promised in the certificate when it was issued.

Section 4.03: Dividends

Dividends on insurance contracts may be determined by the Board of Directors.

Section 4.04: Reserves

The Board of Directors acting on the advice of a competent actuary shall designate the mortality table and interest rate on which reserves shall be maintained, but in amounts not less than the reserves required by the benefit contract provisions or as to any benefit contract by the laws of the state in which the benefit contract was issued.

Section 4.05: Maintenance of Solvency

If the Society's reserves for any class of certificates become impaired, the Board of Directors may require the Benefit Members pay the Society an equitable amount to eliminate the deficiency. A member shall have no personal liability for such additional payments except as specified herein. If the amount is not paid, it shall be charged as an indebtedness against the member's certificate and shall draw interest at the rate specified in the certificate for certificate loans. A member shall be deemed to have given consent to such loan if such consent is required by law. If the member agrees, an equivalent reduction in benefits can be chosen instead of the payment or indebtedness charged against the certificate.

Section 4.06: Reinsurance

The Society may enter into reinsurance agreements involving any portion of the business of the Society as approved by the Board of Directors upon the recommendation of the President or the advice of a competent actuary.

Section 4.07: Resolution of Disputes

- A. **Purpose:** The purpose of this section is to prescribe the sole means to present and resolve grievances, complaints or disputes brought by members, certificate owners or beneficiaries, against the Society or its Board Members, officers, agents and employees. Procedures set forth in this section are meant to provide prompt, fair and efficient opportunities for dispute resolution, consistent with the fraternal nature of the Society, without the delay and expenses of formal legal proceedings.
- B. **Scope:** This section applies to past, current, and future benefit certificates, members, insureds, 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 fraud, misrepresentation, violation of statute, discrimination, denial of civil rights, conspiracy, defamation, and infliction of distress, against the Society or its employees, officers, directors or agents. This section does not apply to claims or disputes made after the applicable statute of limitations has expired. This section does not apply to actions brought by the Society including but not limited to, actions for: declaratory judgment, determining proper payees, recovery of amounts due, and contesting insurance coverage or membership eligibility.
- C. **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:
 - a. **Step 1 - Appeal:** Appeal of the dispute to a Board of Directors designated reviewer within the Society as appropriate to the dispute.

- b. **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 accord with the applicable mediation rules of the American Arbitration Association (or other neutral organization as agreed by both parties.)
 - c. **Step 3 - Arbitration:** If there is still no mutually satisfactory resolution the matter will be resolved by binding arbitration in accordance with the rules of the American Arbitration Association. The arbitrator(s) may award any actual damages incurred for which there is liability, but may not award attorneys' fees, or compensatory, exemplary, extra-contractual or punitive damages. The decision of the arbitrator(s) is binding and final. Additional procedural rules may be defined in the policies established by the Society 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 parties voluntarily agree to binding arbitration after claim or dispute has arisen.
- D. **Costs:** Fee and expenses of the mediator and/or arbitrator shall be paid out of a dispute resolution fund established by the Society. This does not include attorneys' fees, experts' fees or discovery costs, which each party shall bear as its own responsibility.
- E. **Joinder of Disputes:** No claim or dispute may be brought against the Society, or its Board Members, officers, agents or employees in a representative capacity, or on behalf of any "class" of persons or members. Claims of multiple persons may be jointed and presented under this section provided all affected members, certificate owners and beneficiaries consent in writing, or if the Society determines that joinder is appropriate.

Article 5 ~ Miscellaneous

Section 5.01: Annual Meeting

The Society shall hold an Annual Meeting at a time and place to be determined by the Board of Directors, for the purpose of presenting to the membership a full and complete report of the Society's business activities and affairs.

Section 5.02: Publication

The official publication of the Society shall be the "CLC Index" which shall be devoted exclusively to the business and affairs of the Society. The CLC Index shall be published at the

Society's sole expense and shall be distributed in such manner as the Board of Directors shall determine from time to time.

Section 5.03: Annual Statement

In June each year, the Society shall either mail to each Benefit Member or publish in the CLC Index a synopsis of the Society's annual financial statement. The synopsis shall include an explanation of the facts concerning the condition of the Society as disclosed in its annual financial statement.

Section 5.04: Parliamentary Authority

Except as otherwise provided herein, all parliamentary practice and procedure for the conduct of all meetings of the Society's Local Councils, Board of Directors, and any other committees shall be according to the current edition of Robert's Rules of Order.

Section 5.05: Ritual

The official Ritual of the Society shall be as set forth in the Catholic Ladies of Columbia Ritual Book. The same may be amended or revised by the Board of Directors after reviewing recommendations presented by a Ritual Committee appointed by the Board of Directors as may be necessary from time to time.

Section 5.06: Amendments

These Bylaws may be amended from time to time by a two-third's vote of the entire Board of Directors. All proposed amendments to these Bylaws must be submitted in writing to the Board of Directors no later than 60 days before the next Board of Directors meeting in which it will be voted on. All amendments adopted by the Board of Directors shall be effective when approved by the Ohio Department of Insurance. No amendments shall be retroactive. Within 90 days after an amendment is approved by the Ohio Department of Insurance, the amendment or a synopsis of the amendment shall be furnished to all Members either by mail or by publication in the CLC Index.

Section 5.07: Severability

In the event that any provision of these Bylaws is unenforceable or invalid according to law, the remainder of these Bylaws will not be affected, and each provision shall be valid and enforceable to the full extent permitted by law.