

# ARTICLES OF INCORPORATION OF THE CATHOLIC ORDER OF FORESTERS

*As amended and re-adopted by the Supreme governing body of said Order pursuant to a referendum vote of the 51<sup>st</sup> National Quadrennial Convention Delegates mailed on October 6, 2022.*

## ARTICLE 1

The name of such Corporation is CATHOLIC ORDER OF FORESTERS. Prior to January 1, 2025, the principal place of business shall be in the City of Naperville, State of Illinois as the High Court Trustees/Board of Directors together with the High Chief Ranger, Vice High Chief Ranger, and the High Secretary (hereinafter jointly referred to as the “High Court”) may, from time to time, determine. After December 31, 2024, the principal place of business shall be in the City of Naperville, State of Illinois as the High Court Trustees/Board of Directors together with the High Chief Ranger (hereinafter jointly referred to as the “High Court”) may, from time to time, determine.

## ARTICLE 2

This organization is a fraternal benefit society without capital stock, organized and carried on solely for the benefit of its members and their beneficiaries, and not for profit. The organization and its local courts shall have a lodge system with ritualistic form of work and a representative form of government. The object of the organization shall be to grant death or other benefits in consideration of specified premiums for such forms of policies as may be empowered so to do according to law, and to do all things for the sole benefit of its members and their beneficiaries; to promote Friendship, Unity and true Christian Charity among its members — Friendship in assisting one another by every honorable means; Unity in associating together for mutual support of one another when in distress; and true Christian Charity in doing unto one another as they would have others do unto them, which a fraternal benefit society may do by virtue of statutes of states governing fraternal societies.

## ARTICLE 3

The National Convention of the Order shall be held every four (4) years as provided in the By-Laws, in a city and at a date selected by the High Court providing that the High Chief Ranger shall give written notice of city and date selected at least twelve (12) months before the date of the Convention. Special sessions of the National Convention shall be called by the High Chief Ranger at such time and place as designated upon the written request of a simple majority of the duly accredited delegates of the last preceding Convention, or by the High Chief Ranger or upon the written request of two-thirds of the membership of the High Court.

The business to be acted upon at such special sessions shall be specified in the call, and no other business shall be considered at such special sessions. Two-thirds of the delegates shall be required to constitute a quorum. Such special sessions shall have the power of originating and regulating the means of its own support.

## ARTICLE 4

The membership of the National Convention shall consist of the members of the High Court, all National Convention Committee members, and delegates elected by Jurisdiction Conventions. All past High Court

members in good standing are entitled to be designated National Convention delegates at large with both a voice and vote.

This membership will be designated accredited delegates.

**Prior to January 1, 2025:** The National Convention shall be the Supreme Body of the Order with full legislative, judicial, and executive powers. It shall elect the High Chief Ranger, and High Court Trustees/Board of Directors members by ballot following their nomination from the floor of the Convention by the Nominating/Election Committee. It shall have the power to enact or amend the Constitution and By-Laws and laws for the government of itself, the High Court, the Jurisdictions, the Local Courts, and members of the Order.

**After December 31, 2024:** The National Convention shall be the Supreme Body of the Order with full legislative, judicial, and executive powers. It shall elect the High Chief Ranger, and High Court Trustees/Board of Directors members by ballot following their nomination from the floor of the Convention by the Nominating/Election Committee. It shall have the power to enact or amend the Constitution and By-Laws and laws for the government of itself, the High Court, the Jurisdictions, the Local Courts, and members of the Order.

## ARTICLE 5

**Prior to January 1, 2025:** The Officers of the Order shall be a High Chief Ranger, a Vice High Chief Ranger, a High Secretary and no less than nine (9) nor more than twelve (12) High Court Trustee/Directors who, taken all together, shall compose the High Court. Additionally, the Order's President/Chief Executive Officer shall be the principal executive officer nominated by the High Chief Ranger and approved by the High Court.

**After December 31, 2024:** The Officers of the Order shall be a High Chief Ranger, two (2) or three (3) lead directors (who will be selected from among the High Court Trustees) and no less than eleven (11) nor more than fourteen (14) High Court Trustee/Directors who, taken all together, shall compose the High Court. Additionally, the Order's President/Chief Executive Officer shall be the principal executive officer nominated by the High Chief Ranger and approved by the High Court.

## ARTICLE 6

The High Court shall be vested with all the executive authority of the Order and shall be charged with the general supervision of the Order with full power to promote and advance the fraternal and business interests as it shall deem necessary in its judgment for the good of the entire membership, including the issuance of insurance policies on various plans or forms. Such forms shall be upon adequate rates prepared by a competent actuary. It shall have the full power to interpret the laws of the Order and such interpretation shall be binding upon the Order and the members thereof, provided that an appeal may be taken from any such decision at the next regular National Convention. The officers and members of the Order shall be subject to its control and shall perform such duties as may be required by the High Court. It shall have the right to act in judicial capacity and from time to time make rules and regulations for the governance of the Order and its members.

## ARTICLE 7

In case any of the provisions in the Constitution may conflict with, or shall hereafter conflict with any Laws, or insurance department ruling having the effect of law, in force in any of the States of the United States in which the Order shall be doing business, the High Court may from time to time by resolutions amend the Constitution, so as to comply with such new laws or rulings. When the High Court shall, pursuant to the provisions of this Section, amend the Constitution, notice of such amendments shall be given in the *Catholic Forester*, the official publication of the Order. From and after the date of such publication, the said

amendment, or amendments, shall, be in full force and effect, and shall be binding upon every member of the Order, and upon all those deriving legal rights from every such member, until altered, amended, or repealed by the National Convention at a regular session thereof, or at a special session, as may be the case.

### **ARTICLE 8**

Benefits may be made payable to those beneficiaries as permitted by the Constitution and By- Laws of the Order and the statutes of the State governing the policy.

### **ARTICLE 9**

#### **Prior to January 1, 2025, Article 9 shall provide as follows:**

Between sessions of the National Convention, the Articles of Incorporation and the Constitution and By-Laws may be amended in the following manner: The High Court shall determine and approve the amendments which are necessary or desirable and the same shall be certified by the High Secretary and the same shall forthwith be submitted by the High Secretary in the form of a referendum ballot by registered or certified mail to all duly accredited delegates to the last preceding National Convention.

Each and every delegate shall indicate acceptance or rejection of each proposed amendment in writing, by marking the official referendum ballot and signing their name thereto and forwarding the same to the High Secretary within thirty (30) days from the date that the same shall have been mailed from the office of the High Court. A ballot not returned within thirty (30) days after mailing by the High Court will be considered an affirmative vote for each proposed amendment. At the end of forty (40) days from the date of mailing of the referendum ballot the High Secretary shall tabulate the votes received and shall certify the results to the High Court.

In order for an amendment to be effective, it must have received the affirmative vote of two thirds of the duly accredited delegates to the last National Convention and shall take effect the first day of the month following approval of said amendment by the Illinois Department of Insurance and publication in the *Catholic Forester* magazine.

#### **After December 31, 2024, Article 9 shall provide as follows:**

Between sessions of the National Convention, the Articles of Incorporation and the Constitution and By-Laws may be amended in the following manner: The High Court shall determine and approve the amendments which are necessary or desirable and the same shall be certified by the Corporate Secretary and the same shall forthwith be submitted by the Corporate Secretary in the form of a referendum ballot by registered or certified mail to all duly accredited delegates to the last preceding National Convention.

Each and every delegate shall indicate acceptance or rejection of each proposed amendment in writing, by marking the official referendum ballot and signing their name thereto and forwarding the same to the Corporate Secretary within thirty (30) days from the date that the same shall have been mailed from the office of the High Court. A ballot not returned within thirty (30) days after mailing by the High Court will be considered an affirmative vote for each proposed amendment. At the end of forty (40) days from the date of mailing of the referendum ballot the Corporate Secretary shall tabulate the votes received and shall certify the results to the High Court.

In order for an amendment to be effective it must have received the affirmative vote of two thirds of the duly accredited delegates to the last National Convention and shall take effect the first day of the month following approval of said amendment by the Illinois Department of Insurance and publication in the *Catholic Forester* magazine.