

# **BY-LAWS**

of the

**LUSO-AMERICAN FRATERNAL FEDERATION & PORTUGUESE CONTINENTAL UNION**

fraternal divisions of

**LUSO-AMERICAN LIFE INSURANCE SOCIETY**

**Adopted May 14, 1996**

**Amended December 14, 1996**

**Amended April 15, 1998**

**Amended November 10, 1999**

**Amended January 12, 2000**

**Amended and Revised October 14, 2002 (Lexington, MA)**

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## LUSO-AMERICAN LIFE INSURANCE SOCIETY

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**BY-LAWS**  
of the  
**LUSO-AMERICAN FRATERNAL FEDERATION**  
**& PORTUGUESE CONTINENTAL UNION**  
fraternal divisions of  
**LUSO-AMERICAN LIFE INSURANCE SOCIETY**

**ARTICLE 1**

**NAME**

The names of these organizations are LUSO-AMERICAN FRATERNAL FEDERATION and PORTUGUESE CONTINENTAL UNION.

**ARTICLE 2**

**PURPOSE**

The SPECIFIC PURPOSE of the LUSO-AMERICAN FRATERNAL FEDERATION and PORTUGUESE CONTINENTAL UNION, subordinate divisions of the LUSO-AMERICAN LIFE INSURANCE SOCIETY, is to govern all fraternal activities of the Society by promoting Portuguese-American:

- a) Cultural
- b) Social
- c) Educational
- d) Charitable

activities of their members, their families, and others.

**ARTICLE 3**

**ORGANIZATION---SUBORDINATE COUNCILS**

The Luso-American Fraternal Federation and Portuguese Continental Union shall consist of members organized into branches to be known as subordinate councils and lodges, respectively.

The Boards of Directors of the Luso-American Fraternal Federation and the Portuguese Continental Union shall establish such rules and regulations, as they may deem necessary for governing all subordinate councils and lodges. In addition, the Luso-American Fraternal Federation and the Portuguese Continental Union shall have two subordinate divisions, each with its own administration and By-Laws, consistent with these By-Laws; namely;

- 1) 20-30 Associates, comprised of Federation and Union members in an intermediate age bracket;
- 2) Youth Councils and Lodges to keep the young members interested in the purpose of the Luso-American Fraternal Federation and the Portuguese Continental Union and to prepare them for future leadership responsibilities.

**ARTICLE 4**  
**MEMBERS**

**Section 1. Qualifications.** Any Luso-American Life Insurance Society policy insured person is admissible to membership in the Luso-American Fraternal Federation and the Portuguese Continental Union subject to conditions approved by the respective Boards of Directors.

**Section 2. Members Organized Into Subordinate Councils and Lodges.** Members shall be organized into local fraternal Councils and Lodges.

**Section 3. Identity of Subordinate Councils (applicable to Luso-American Fraternal Federation only)**

a) To distinguish the Subordinate Councils of the predecessor societies of the Luso-American Fraternal Federation, the former Benevolent Society of California councils' shall be known by the name "Benevolent", to be followed by the corresponding serial number, or by the serial number followed by "B"; and all Subordinate Councils of the former Portuguese Continental Union of California shall be known by the name "Continental", followed by their respective serial numbers, or just by the serial number followed by "C". To promote more unity within the Society and to eliminate separatism, when the unanimous Board or an annual meeting of delegates finds it reasonably appropriate, the designations of "B" for Benevolent, and "C" for Continental, may be eliminated by amending the By-Laws.

b) All subordinate councils of the Luso-American Fraternal Federation organized since July 1, 1957 shall be given a new serial number; and, to further distinguish them from the councils of the predecessor societies existing on that date, the number shall be preceded by "Luso" or followed by "L" to denote Luso-American Fraternal Federation.

**Section 4. Luso-American Fraternal Federation and Portuguese Continental Union Annual Conventions.**

Regular annual conventions of the Luso-American Fraternal Federation and the Portuguese Continental Union shall be held in August and in June, respectively. Unless otherwise provided, the Boards of Directors of the Luso-American Fraternal Federation and the Portuguese Continental Union shall designate and fix the time and place wherein their respective annual conventions shall assemble, giving no less than sixty (60) days notice to the Luso-American Life Insurance Society and

to the officers, delegates, alternate-delegates and members in general of their respective fraternal divisions of the time and place of such annual convention.

The purpose of the annual conventions is to receive reports from the officers and to elect officers and directors of the Luso-American Fraternal Federation and the Portuguese Continental Union and the delegates to the National Council meeting of the Luso-American Life Insurance Society.

Nominees for delegates and alternate-delegates to the National Council meeting shall be selected by nominating committees appointed by the President of the Luso-American Life Insurance Society. These Nominating Committees shall present their slates of nominees to their respective conventions. Thereafter, delegates may be nominated from the floor of those conventions, providing the nomination is sponsored by at least ten (10) qualified delegates.

**Section 5. Special Conventions.** Special Conventions of the Luso-American Fraternal Federation and the Portuguese Continental Union may be called by their respective Boards of Directors, provided two-thirds of a full Board shall consent, or on written request signed by fifty per cent (50%) of the qualified delegates last elected, and filed with the Home Office at least sixty (60) days prior to the date of such special convention. The Secretary shall give such delegates and alternate-delegates at least thirty (30) days notice of the special convention stating the business to be considered. Special conventions of the Luso-American Fraternal Federation and the Portuguese Continental Union may also be called by the President of the Luso-American Life Insurance Society with the consent of its Board of Directors.

**Section 6. Delegates to the Annual Convention.**

a) **Nominating Committee.** The President of the subordinate council/loge may appoint a nominating committee of not less than three (3) members to nominate a slate of delegates and alternate-delegates to be presented to the council/loge meeting held at least sixty (60) days preceding the annual convention. Thereafter, delegates may be nominated from the floor.

b) **Number of Delegates.** Each subordinate council/loge shall be entitled to one (1) delegate by virtue of its charter, who shall be the Secretary of the Council. The Secretary Delegate cannot be substituted. In addition, there shall be one delegate for each 100 adult benefit members, or fraction thereof, on December 31 preceding the conventions of the Luso-American Fraternal Federation and the Portuguese Continental Union. There shall be an equal number of

alternate-delegates. All delegates and alternate-delegates elected shall be in good standing on the date of election.

c) **How Elected.** Election of delegates shall be at the first regular meeting at least sixty (60) days before the annual convention. Any council/lodge failing to elect delegates and alternate-delegates, as provided herein, shall forfeit all rights to representation at their annual conventions. The names and member numbers of the elected delegates and alternate-delegates shall be certified to the Secretary of the Luso-American Life Insurance Society at the Home Office no later than thirty (30) days prior to the beginning date of the annual conventions and such certification shall constitute the official list of delegates and alternate-delegates.

d) **"Ex-Officio" Delegates.** The Officers, Directors and Past Presidents of the Luso-American Fraternal Federation and the Portuguese Continental Union shall be "ex-officio" delegates to their respective conventions, each entitled to one vote. The Past Presidents and members of the Advisory Board of Luso-American Life Insurance Society and all Emeritus and Honorary Officers shall be entitled to attend their respective Annual Conventions of the Luso-American Fraternal Federation or the Portuguese Continental Union, with the privilege of the floor but no right to vote, unless duly elected as delegates.

The Officers and Directors of the Luso-American Life Insurance Society shall be entitled to representation in all conventions of the Luso-American Fraternal Federation and the Portuguese Continental Union with all rights and privileges of delegates, and their expenses shall be paid on the same basis allowed to the officers and delegates of the councils and lodges.

e) **Vacancies.** Vacancies created by the inability of the delegates to attend the annual conventions shall be filled by the alternates in the order of their election as certified by the subordinate councils/lodges.

f) **Mileage and Per Diem.** Each officer and delegate to the Annual Convention shall be paid transportation at a rate of mileage via the most direct route from their area of residence to the location of the Convention and per diem to be determined and fixed by the Boards of Directors of the Luso-American Fraternal Federation and the Portuguese Continental Union.

**Section 7. Certification to Luso-American Life Insurance Society.**

The Secretary of the Luso-American Fraternal Federation and the Portuguese Continental Union shall furnish the Luso-American Life Insurance Society a

complete copy of all recommendations and minutes and a summary thereof.

## **ARTICLE 5**

### **DIRECTORS**

**Section 1. Duties of Boards of Directors.** The Boards of Directors of the Luso-American Fraternal Federation and the Portuguese Continental Union shall manage and control the affairs and business of the Luso-American Fraternal Federation and the Portuguese Continental Union, respectively, by making rules and regulations consistent with these By-Laws and the laws of the State of California. The By-Laws of the Luso-American Fraternal Federation and the Portuguese Continental Union, however, are subject to the approval of the Board of Director of the Luso-American Life Insurance Society. Likewise, all activities and acts of the Luso-American Fraternal Federation and the Portuguese Continental Union, their Boards of Directors, officers, and members in the scope of their fraternal activities are subject to ratification by the Luso-American Life Insurance Society Board of Directors.

**Section 2. Number.** The Boards of Directors of the Luso-American Fraternal Federation and Portuguese Continental Union shall each be composed of fifteen (15) Directors; namely, eight (8) elected Directors, and the following Officers: President; one Vice President; Master of Ceremonies; Marshal; Inside Guard; and Outside Guard. In addition, the outgoing President shall automatically become Chairman of the Board, for a one-year term, and entitled to vote only in case of a tie.

**Section 3. Term.** The term of office of the elected Directors shall be for four (4) years each, two (2) members elected each year. No member shall serve as an elected director for more than two consecutive terms, except members who may have immediately preceding their election served as officers for more than one (1) term.

**Section 4. Qualifications.** Any adult benefit member eighteen (18) years or older may be a director.

**Section 5. Nominating Committee.** The Presidents of the Luso-American Fraternal Federation and the Portuguese Continental Union each shall appoint a nominating committee composed of all elected directors from their respective fraternal divisions not up for election, and the three immediate Past Presidents, the most immediate of whom shall chair the committee. They shall select a slate of nominees for officers and directors who shall be present at the Luso-American Fraternal Federation or the Portuguese Continental Union annual convention of

delegates meeting. Thereafter, nominees for officers and directors, who must be present, may be made from the floor; provided, the nomination is sponsored by not less than ten (10) qualified delegates at the meeting.

**Section 6. Regular Meetings.** Regular meetings (3) of the Boards of Directors shall be as determined by the Boards of Directors.

**Section 7. Special Meetings.** Special meetings of the Boards of Directors shall be held as determined by the Boards, or on call of the Chairs of the Boards, or on written request signed by four (4) directors and filed with the Secretary.

**Section 8. Notice.** The Boards of Directors shall determine the requirements for notice of meetings of their respective Boards of Directors.

**Section 9. Quorum.** Two-thirds of the total authorized Directors shall constitute a quorum to conduct business.

**Section 10. Vacancies.** Vacancies on the Boards of Directors or any office may be filled by the Boards of Directors for the unexpired terms. Directors and Officers shall hold their respective offices until their successors have been elected and qualified for the discharge of their duties.

**Section 11. Trial, Expulsion and Discipline.** The Boards of Directors shall establish such laws, rules and regulations, as it may deem necessary, for the trial, expulsion, and discipline of officers and members.

**Section 12. Advisory Board.** There shall be Advisory Boards for the Luso-American Fraternal Federation and the Portuguese Continental Union consisting of not more than eleven (11) members, the exact number to be fixed by resolution adopted by the respective Boards of Directors at the first meeting after their annual conventions. The Advisory Boards' members shall serve in office until the annual convention following their appointment, and shall meet with their Boards of Directors at their call in an advisory capacity. Such meetings shall be held, as the Boards of Directors may deem necessary.

**ARTICLE 6**  
**OFFICERS**

**Section 1. Officers of Luso-American Fraternal Federation and Portuguese Continental Union.** The Luso-American Fraternal Federation and the Portuguese Continental Union shall have the following officers:

President; Vice President; Executive Vice President/CEO; Secretary; Treasurer; Master of Ceremonies; Marshal; Inside Guard; and Outside Guard.

The Board of Directors shall appoint for a term of one (1) year: a Board of Social Directors composed of not more than eleven (11) members; a Laws and Ritual Committee composed of not more than eleven (11) members; a Board of Youth Directors, composed of not more than one Director per each active youth council and lodge, a Chair of Youth Directors and a Director of Youth Programs; and, Deputies composed of Field Managers and all qualified District and Field Representatives.

**Section 2. Election and Appointment of Officers.** The Luso-American Fraternal Federation and the Portuguese Continental Union Presidents, and all other officers, appointed or elected, shall serve for a term of one (1) year. The Executive Officers of the Luso-American Life Insurance Society shall be "ex-officio" administrative officers of the Luso-American Fraternal Federation and the Portuguese Continental Union. The Luso-American Fraternal Federation and the Portuguese Continental Union Presidents shall appoint one or more Federation and Union Assistant Presidents and a Chaplain for a term of one year with the approval of their respective Boards of Directors. No person shall hold more than one position--whether elected or appointed-- simultaneously.

**Section 3. Duties of the President.** The Presidents of the Luso-American Fraternal Federation and the Portuguese Continental Union shall represent their respective fraternal divisions as their Presidents at public functions and ceremonies, and preside at the Luso-American Fraternal Federation and the Portuguese Continental Union conventions, and perform any other duties and responsibilities authorized by their respective Boards of Directors.

**Section 4. Duties of the Vice President.** The Vice President shall take the place of the President when the President is unable to act.

**Section 5. Duties of the Secretary and Treasurer.** The Secretary and Treasurer of the Luso-American Life Insurance Society shall be "ex-officio" Secretary and Treasurer of the Luso-American Fraternal Federation and the Portuguese Continental Union, and shall perform the duties of those respective offices customarily assigned to such officers.

**Section 6. Duties of the Master of Ceremonies.** The Master of Ceremonies shall prepare the assembly room for meetings of the Board and the annual convention, and is in charge of all that is required or needed for the preparation of the

room; including, but not limited to, flags, emblems, decorations, and perform any other ceremonial duties required by the President.

**Section 7. Duties of the Marshal.** The Marshal shall assist the Master of Ceremonies, and perform other duties required by the President.

**Section 8. Duties of the Inside Guard.** The Inside Guard shall be the keeper of the door, and perform other duties required by the President.

**Section 9. Duties of the Outside Guard.** The Outside Guard shall assist the Inside Guard admitting only qualified members to the meeting rooms, and perform other duties required by the President.

**Section 10. Duties of the Executive Vice-President/Chief Executive Officer.** The Executive Vice-President/Chief Executive Officer of the Luso-American Life Insurance Society shall be "ex-officio" Executive Vice-President/Chief Executive Officer of the Luso-American Fraternal Federation and the Portuguese Continental Union. As General Manager of the business affairs, the Executive Vice-President/Chief Executive Officer is responsible for implementing and supervising the policies and programs of the Boards of Directors.

**ARTICLE 7**  
**OPERATING FUNDS**

Funds for the operation of the Luso-American Fraternal Federation and the Portuguese Continental Union shall be provided by the Luso-American Life Insurance Society on the basis and to the extent authorized by its Board of Directors.

**ARTICLE 8**  
**CONDUCT OF MEETINGS**

Unless otherwise provided in the Articles of Incorporation or the By-Laws, Robert's Rules of Order shall govern the proceedings at all meetings. No vote by proxy shall be recognized in any meeting of the Luso-American Fraternal Federation and the Portuguese Continental Union Conventions or their respective Boards of Directors.

**ARTICLE 9**  
**AMENDMENT TO BY-LAWS**

**Section 1.** These By-Laws may be amended by an affirmative vote of not less than two-thirds of the vote of all delegates accredited and present at any regular or

special convention of the Luso-American Fraternal Federation or the Portuguese Continental Union, or by an affirmative vote of not less than three-fourths of all the members at any regular or special meeting of their respective Boards of Directors.

**Section 2.** In order to be considered by the meeting of the Annual Convention, any proposed amendment to the By-Laws must be signed by at least five certified delegates to such convention and filed with the Secretary at least thirty (30) days prior to such convention.

**Section 3.** Any member of the Board of Directors must file a proposed amendment with the Secretary at the Home Office, at least twenty (20) days prior to a regular or special meeting of the Board of Directors in order to have the same considered by the Board of Directors.

**Section 4.** Amendments may also be passed without prior notice by unanimous vote of the Board of Directors.

**Section 5.** These By-Laws of the Luso-American Fraternal Federation and the Portuguese Continental Union and any amendments hereto, however, are subject to the approval of the Board of Directors of the Luso-American Life Insurance Society. Likewise, all activities and acts of the Luso-American Fraternal Federation and the Portuguese Continental Union, their Boards of Directors, Officers, and members, in the scope of their fraternal activities, are subject to ratification by the Luso-American Life Insurance Society Board of Directors.

**ARTICLE 10**  
**GENERAL PROVISIONS**

If any provision of the laws of the Luso-American Fraternal Federation and the Portuguese Continental Union, fraternal divisions of the Luso-American Life Insurance Society, or the application thereof to any person or circumstance, is held invalid, the remainder of the laws, or the application of such provision to other persons or circumstances, shall not be affected thereby.