

Bylaws

governing the

Sociedade Portuguesa Rainha Santa Isabel

a fraternal division of

LUSO-AMERICAN LIFE INSURANCE SOCIETY

Adopted January 27, 2010
Amended February 16, 2010

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Sociedade Portuguesa Rainha Santa Isabel

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Article 1
Name And Purpose

The SOCIEDADE PORTUGUESA RAINHA SANTA ISABEL (hereinafter referred to as "SPRSI") is the fraternal group of members who merged into a fraternal division of the LUSO-AMERICAN LIFE INSURANCE SOCIETY (hereinafter referred to as "LALIS") by and through the Merger Agreement, taking effect on January 1, 2008 (hereinafter referred to as "Merger Agreement").

The purpose of these Bylaws are to govern the fraternal activities of the SPRSI as a fraternal division of LALIS, whose purpose is to promote Portuguese-American cultural, social, educational, and charitable activities for the benefits of its members, its families and others.

Article 2
Organization

Section A: Councils

The SPRSI shall consist of all eligible members organized into branches to be known as "Councils".

Section B: Council Officers

Each Council shall have the following officers: President, Vice-President, Treasurer, Mistress of Ceremonies, Marshal, Inner Guard and Trustees, who shall be nominated and elected annually at a meeting to be held at least sixty (60) days prior to the LALIS-West Annual Convention (hereinafter referred to as "Annual Convention"). The term of office for the elected individuals shall be from the date of installation until thirtieth (30th) day of June of the following year or until their successors have been installed and qualified. SPRSI annual convention shall be concurrent with the Luso-American Fraternal Federation (hereinafter referred to as "LAFF"), with SPRSI, in addition to having a session limited to only SPRSI

members, shall attend the general sessions of the Annual Convention.

In addition to the foregoing, the Secretary of each council shall be appointed by the LALIS West Board of directors and shall serve for a term of four (4) years.

Article 3 **Members**

Section A: Qualifications

The membership in the SPRSI shall consist of the individuals who were members (other than social members) of the SPRSI at the time of the merger with LALIS. Thereafter any female member of the LALIS may elect to join the SPRSI through the completion and approval of an appropriate application for membership as set forth in Section "C" of this Article.

Section B: Dues

For all members with an insurance policy or Annuity product that makes her an active member of LALIS, no admission fee or membership dues shall be required for her admission into the SPRSI or attend Council events. For all other individuals, she may attend and participate, as restricted by her terms of admission, in the SPRSI after payment of social dues to be determined by each SPRSI Council.

Section C: Application

Admission into the SPRSI, for all applicants after the effective date of the Merger Agreement, shall be by and through special application in the form provided by LALIS. All Applications for admissions must be sent to the home office of the LALIS. If the Application is accepted, LALIS shall notify the applicant and Council Secretary of the acceptance of such member to said Council.

Section D: Meetings

The Councils shall meet monthly to carry out their social, civic, and fraternal programs, and, in conjunction with said meetings the Council may conduct some social activities for the general welfare of the Council and enjoyment of their members. Each Council must have at least one (1) meeting at least sixty (60) days before the Annual Convention to be declared active and able to send representatives to the Annual Convention. Councils not in compliance with Section "I" of this Article will not have any rights to attend the annual convention and/or special session of the SPRSI.

Section E: Fund Raising

Each Council shall conduct fund raising projects for those causes that may merit the support of the SPRSI members in educational, social, and civic projects.

Section F: Council Social, Cultural, Civic, Educational and Fraternal activities

The SPRSI members shall participate in their Council's activities and meetings and assume a position of leadership when the occasion presents itself.

Section G: Council Funds

Subsection 1: Bank Account: Each council shall have and maintain a fund for all money belonging to said council at a bank of its choice

Subsection 2: Income and Disbursements: All funds received from whatever source shall be deposited by council Treasurer in the council fund and the Treasurer shall be the custodian of the fund. All disbursements from the fund shall, prior to disbursement be approved by the membership and all checks for the disbursements from the fund shall require the signature of any of the two of the following officers: President, Secretary, or Treasurer

Subsection 3: Financial Reports: The council shall submit a (monthly/quarterly) report to the membership of the council on the revenues and disbursements of the fund. An annual report will be submitted to LALIS per LALIS by-laws for each council.

Section H: Dissolution or Dormant Status of Council: All funds, records, minutes, and memorabilia shall be returned to LALIS. These funds, documents, and memorabilia shall be stored and filed by LALIS until said time the Board of the SPRSI Line Officers can relocate/redistribute these items.

Section I: Annual Conventions and Special Sessions

Subsection 1: Date and Location: The SPRSI shall meet in an annual session once per year on the date and place where the Annual Convention is held. The times and places of the SPRSI meetings at the Annual Convention shall be set by the LALIS Board of Directors.

Subsection 2: Participation and Purpose: Participation to the Annual Convention shall be limited to Officers and Council Delegates duly elected to attend the Annual Convention, as set forth in Subsection "3" ("Delegates To The Annual Convention").

The purpose of the Annual Convention is to elect line officers, receive reports from the officers and every third (3rd) year to elect officers and delegates to the National Council meeting of the LALIS. Nomination and election of delegates to the National Council meeting of the LALIS shall be controlled by the bylaws of the LALIS.

Subsection 3: Delegates To The Annual Convention: Delegates to the Annual Convention shall be determined as follows:

(A) Nominating Committee: The President of each SPRSI Council 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 meeting held at least sixty (60) days preceding the Annual Convention. Thereafter,

delegates may be nominated from the floor.

(B) Number of Delegates: Each Council 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 to the Secretary delegate, there shall be one (1) delegate for each one hundred (100) adult benefit members, or fraction thereof, on December 31st preceding Annual Convention. There shall be an equal number of alternate-delegates. All delegates and alternate-delegates must be in good standing on the date of election.

(C) How Elected: Election of the delegates shall be at the first (1st) regular meeting of SPRSI Council at least sixty (60) days before the Annual Convention. Any Council failing to elect delegates and alternate-delegates, as provided herein, shall forfeit all rights to representation at the Annual Convention. The names and member numbers of the elected delegates and alternate-delegates shall be certified by the Secretary of the LALIS, at LALIS home office, no later than thirty (30) days prior to the beginning of the Annual Conventions and such certification shall constitute the official list of delegates and alternate-delegates.

(D) “Ex-Officio” Delegates: Current officers and the Past-Presidents of the adult SPRSI shall be an “ex-officio” delegate to the Annual Convention and each entitled to one (1) vote. Current Officers and the Past-Presidents of the adult SPRSI shall be with all rights and privileges of delegates and their expenses shall be paid on the same basis allowed to the delegates of the SPRSI Councils.

(E) Vacancies: Vacancies created by the inability of the delegates to attend the annual conventions shall be filled by the alternate delegates in the order of their election as certified by the SPRSI Councils.

(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 Council to the location of the Annual Convention and per diem to be determined and fixed in a manner determined by the LALIS Board of Directors.

Section J. Certification To LALIS

The Secretary of the SPRSI shall furnish the LALIS a complete copy of all recommendations and minutes and a summary thereof. Said furnished items are to be reviewed by the LALIS Board of Directors and upon ratification entered into the SPRSI Minutes.

Article 4 Officers

Section A. Officers

SPRSI, a division of LALIS-West, shall have the following officers: Immediate Past President, President, Vice-President, Secretary, Mistress of Ceremonies, Marshal, and Inner Guard. All officer positions, except for the Immediate Past President, shall be elected at the Annual Convention of the SPRSI. The position of the Immediate Past

President shall be filled by the outgoing President at the Annual Convention

Section B. Election and Appointment of Officers

The elected and appointed officers shall serve for a term of one (1) year. The Officers shall be “ex-officio” administrative officers of the LALIS West. **No person shall hold more than one (1) position simultaneously, whether said position is elected or appointed.**

Section C. Duties of Immediate Past President

The position of Immediate Past President shall be a term of one (1) year. The Immediate Past President shall preside at all meetings of the elected SPRSI Officers during her term. The Immediate Past President shall provide all expertise and advise for all issued called upon her by the Officers of the SPRSI.

Section D. Duties of the President

The President shall represent the LALIS fraternal division of SPRSI at public functions and ceremonies, and preside at the SPRSI portions of the Annual Convention, and perform any other duties and responsibilities assigned to the position by the LALIS Board of Directors.

Section E. Duties of the Vice President.

The Vice President shall take the place of the President when the President is unable to act.

Section F. Duties of the SPRSI Secretary.

The elected SPRSI Secretary shall perform all duties of the office customarily assigned to said office, as subject to instructions of LALIS secretary and Treasurer as set forth in **section J.**

Section G. Duties of the Mistress of Ceremonies.

The Mistress of Ceremonies shall prepare the assembly room for meetings of the Officers 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 to perform any other ceremonial duties required by the President.

Section H. Duties of the Marshal.

The Marshall shall assist the Mistress of Ceremonies, and perform other duties required by the President.

Section I. Duties of the Inner Guard.

The Inner Guard shall be the keeper of the door, admitting only qualified members to the meeting rooms, and perform other duties required by the President.

Section J. LALIS Secretary and Treasurer.

The Secretary and Treasurer of the LALIS shall be “ex-officio” officers of the SPRSI and shall perform, or shall assign a competent individual to perform, the duties of those respective offices customarily assigned to such officers.

**Article 5
Funds**

Funds for the operation of the SPRSI Fraternal Division shall be provided by the LALIS on the basis and the extent authorized by the LALIS Board of Directors.

**Article 6
Conduct of Meeting**

Unless otherwise provided in the Articles of Incorporation for SPRSI, Merger Agreement, or the Bylaws of the LALIS, Robert’s Rule of Order shall govern the proceedings at all meetings. No vote by proxy shall be recognized at any meeting.

**Article 7
Amendment to Bylaws**

The LALIS Board of Directors may amend these Bylaws by a majority vote of the Board, and must approve any amendment to the Bylaws proposed by the SPRSI before said amendment becomes effective. The LALIS Board of Directors may, in its discretion, deny or withhold approval of recommended amendments.

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