

PROPOSED CHANGES TO THE CONSTITUTION & BY-LAWS

The following ballot presents the key changes proposed in the new Constitution & By-Laws for the Gleaner Life Insurance Society. **Please review this Ballot in its entirety prior to making any selections.** Your vote is crucial to the governance and future of our Society.

You have two options to vote:

OPTION #1 **VOTE ON THE ADOPTION/REJECTION OF THE NEW CONSTITUTION & BY-LAWS, IN ITS ENTIRETY**

OPTION #2 **VOTE ON THE INDIVIDUAL PROPOSED CHANGES TO THE CONSTITUTION & BY-LAWS, SEPARATELY**

Each section outlined in Option #2 provides a detailed explanation of the changes being made. If you choose Option #2, you are asked to vote on the adoption/rejection of each specific change to the new Constitution & By-Laws.

OPTION #1

VOTE ON THE ADOPTION/REJECTION OF THE NEW CONSTITUTION & BY-LAWS, IN ITS ENTIRETY

[Important: If you wish to vote on the individual proposed changes, please skip this section and vote under Option #2.]

If you wish to adopt or reject the new Constitution & By-Laws as a whole, without considering the individual changes separately, you may make your selection under this Option #1. By voting here, you are expressing either full support or full rejection of the Board of Director's recommendation to adopt the Constitution & By-Laws in its entirety.

Vote:

- Accept** the adoption of the new Constitution & By-Laws in its entirety
- Reject** the adoption of the new Constitution & By-Laws in its entirety

----- STOP -----

IF YOU SELECTED 'ACCEPT' OR 'REJECT' ABOVE

YOU DO NOT NEED TO MAKE ANY FURTHER SELECTIONS BELOW.

OPTION #2
VOTE ON THE INDIVIDUAL PROPOSED CHANGES TO THE
CONSTITUTION & BY-LAWS, SEPARATELY

1. Terminology Changes

Current Terms:

- "Corporation," "Supreme Arbor," "Fraternal Brotherhood"

Proposed Changes:

- Replace "corporation" with "entity corporate" to better align with modern legal language.
 - Article 1, Section 2¹
- Replace "Supreme Arbor" with "National Arbor Council" to continue its purpose of honoring dedicated Arbor members.
 - Article 6, Section 3
- Replace "fraternal brotherhood" with "fraternal organization" to emphasize inclusivity and modernize the language.
 - Article 1, Section 4(a)
- **Benefit Member:** Refers to a member who holds an annuity or in-force life insurance certificate issued by the Society, with the exclusion of those who only hold a "Just for Kids" policy. Benefit Members have the right to vote on important matters such as Board elections and Constitution & By-Laws amendments.
 - Article 2, Section 1
- **Associate Member:** Includes individuals who are covered by policies like "Just for Kids" or other similar products. Associate Members do not have voting rights or the full benefits that "Benefit Members" enjoy, except in the case of elected Arbor officers, who retain all voting rights and privileges.
 - Article 2, Section 2
- **In Good Standing:** Refers to the holder of an annuity or in-force life insurance certificate which has not lapsed at the time of voting. This status is required to for a Benefit Member to exercise voting rights and for eligibility to serve in official roles of the Society.
 - Article 2, Section 5
 - Article 4, Section 2
- **Biennial Convention:** Establishes that the "regular meeting" of the Society is now referred to as the "Biennial Convention," which is a meeting held every other year as the Society's celebration of fraternalism.
 - Article 6, Section 1

Rationale:

- The changes are intended to modernize and standardize the terminology used in the Constitution & By-Laws, making it more inclusive and reflective of contemporary practices.

¹ References to Articles & Sections correspond to the location of the indicated language in the new, proposed Constitution & By-Laws.

Vote:

- Accept** the terminology changes
- Reject** the terminology changes

2. Voting Rights and Representation

Current Process:

- Representation primarily through local Arbors with limited direct voting by members. Major decisions are made during Supreme Arbor meetings.

Proposed Changes:

- Introduces direct voting rights for all Benefit Members (members holding annuities or life insurance and Arbor Officers) on important matters, including Board elections, amendments to the Constitution & By-Laws and By-Laws, and other significant issues.
 - Article 2, Sections 2 & 5
- Benefit Members will vote for Board members by written or electronic ballot. The results will be determined by the majority of votes received, with the candidates receiving the most votes filling the available positions.
 - Article 2, Section 5
 - Article 4, Sections 1 & 12
- Voting will be conducted via mail or electronically, allowing broader member participation.
 - Article 2, Section 5
- Voting results will be recorded, reported, and archived to ensure transparency.
 - Article 2, Section 5
- Arbors will still send representatives to the Biennial Convention in the same number and manner as they had appointed Delegates:
 - Article 6, All Sections

Rationale:

- These changes aim to enhance member engagement, ensure fair representation, and provide a transparent voting process accessible to all eligible members.

Vote:

- Accept** the new voting rights and representation process
- Reject** the new voting rights and representation process

3. Board of Directors - Nomination Process

Proposed Changes:

1. Election Process:

- **Nomination and Candidacy:**
 - Candidates must submit a detailed Board of Directors Application Form, including qualifications and consent for background checks, by March 1 of each odd-numbered year.
 - 1. Article 4, Section 2
 - An independent firm specializing in human resources and corporate governance will oversee the nomination process to ensure transparency and compliance with the Society's standards.
 - 1. Article 4, Section 11
 - Director Candidates and current Directors are required to uphold the Constitution and By-Laws and abide by all Board policies.
 - 1. Article 4, Section 2
- **Vacancies:** If a Board seat becomes vacant with more than nine months remaining before the next election, the Board will fill the vacancy by appointing a new Director after a thorough vetting and interview process.
 - Article 4, Section 3

Rationale:

- **Increasing Transparency and Board-Member Competency:** The Society will be able to increase the competency of the Board by utilizing a defined timeline with specified criteria for Board participation. And transparency will be enhanced by engaging a third party to manage the process.

Vote:

- Accept** the changes to the Board of Directors' Composition & Election Process
- Reject** the changes to the Board of Directors' Composition & Election Process

4. Board of Directors – Terms & Age Restrictions, Minutes

Proposed Changes:

1. **Term Limits:** A Director may serve a maximum of three consecutive four-year terms. If a Director serves a partial term greater than two years, it will count as a full term. Directors must step down for at least one full term (four years) before being eligible for re-election after serving three consecutive terms.
 - Article 4, Section 4
2. **Age Restrictions Removed:** There is no longer an age limit for serving on the Board. Members can continue to serve regardless of age as long as they meet other eligibility criteria.
 - Article 4, Section 4 (age limit stricken in favor of term limits)
3. **Minutes:** Minutes shall be required for all Board and Committee meetings, except there will be no minutes recorded or votes taken for Executive Sessions, because any action for which a vote of the Board is required shall be taken in a properly assembled meeting of the Board.
 - Article 4, Sections 7 & 8

Rationale:

- **Improving Governance and Encouraging Participation:** The removal of the age restriction allows for experienced members to continue contributing, while the introduction of term limits ensures that the Board remains dynamic and regularly infused with new perspectives.

Vote:

- Accept** the changes to the Board of Directors' Terms & Age Restrictions, Minutes
- Reject** the changes to the Board of Directors' Terms & Age Restrictions, Minutes

5. Role and Function of Arbors

Current Structure:

- Local Arbors have a defined role in representing members at Supreme Arbor meetings.

Proposed Changes:

- Arbors remain self-governing and the Supreme Arbor becomes the National Arbor Council.
 - Article 3, Section 2
 - Article 6, Section 3
- The number of Arbor representatives for the Biennial Convention will remain the same as the number of Delegates that would have been appointed to the Supreme Arbor, however, as the decisions of the Society are to be made by direct election by the Benefit Members, the purpose of the Biennial Convention will shift to a celebration of fraternalism and an opportunity to honor the dedication of Society Members.
 - Article 6, Section 2
- Defines the role of the National Arbor Council, including positions such as Chief Gleaner, Vice Chief Gleaner, and other officers, to support and guide local Arbors.
 - Article 6, Section 3

Rationale:

- This change clarifies the role of Arbors in the new governance structure, ensuring they continue to have a significant role in the Society's fraternal activities while aligning with the updated governance model.

Vote:

- Accept** the changes to the role and function of Arbors
- Reject** the changes to the role and function of Arbors

6. Death Benefits and Beneficiary Designation

Current Provisions:

- General guidelines for death benefit payouts, with a focus on family succession.

Proposed Changes:

- In the event that there is no living beneficiary, the proposed language would simplify the order of succession for payment of the death benefits; first to the surviving spouse, and if no surviving spouse, then to the insured/owner's estate.
 - Article 8, Section 2 (Article 8, Section 3 is stricken)

Rationale:

- These clarifications are intended to ensure a clear, fair, and legally sound process for the distribution of death benefits, reducing the risk of disputes and delays.

Vote:

- Accept** the changes to death benefits and beneficiary designation
- Reject** the changes to death benefits and beneficiary designation

7. Amendments Process

Current Process:

- Amendments are proposed and approved primarily at Supreme Arbor meetings.

Proposed Changes:

- Allows for amendments to be proposed by the Board or by Arbors and voted on by Benefit Members directly.
 - Article 11, Sections 1 & 2
- Specifies a detailed, viable process for Arbors to propose amendments, including requirements for submission, quorum, and certification.
 - Article 11, Section 2
- Allows for the Board of Directors to submit to the Benefit Members a referendum for amending the Constitution & By-Laws and Bylaws.
 - Article 11, Section 3
 - Article 2, Section 5

Rationale:

- This change aims to make the amendment process more democratic and inclusive, giving members a direct say in changes to the Society's governing documents.

Vote:

- Accept** the new amendments process
- Reject** the new amendments process