

**CONSTITUTION AND BY-LAWS OF THE
GLEANER LIFE INSURANCE SOCIETY**

5200 West U.S. Hwy. 223
P.O. Box 1894
Adrian, Michigan 49221

Phone: 1-800-992-1894

Revised February 2025

CONSTITUTION AND BY-LAWS

ARTICLE 1

Name - Location - Object- Benefits Provided

Section 1. The Society shall be known as the Gleaner Life Insurance Society.

Sec. 2. This entity corporate shall be referred to as the "Society" and any references thereto in this Constitution and By-Laws of the Society, or in documents of any sort issued by the Society using any other terms may be changed to read the "Society". The Headquarters and business of the Society shall be maintained and conducted in such place in the State of Michigan as shall be designated by the Board of Directors of the Society.

Sec. 3. The Society shall have a Lodge System composed of Arbors organized throughout the states in which the Society is authorized to conduct business. This Society shall also have a representative form of government with a Board of Directors elected by each Benefit Member entitled to representation as hereinafter provided.

Sec. 4. The objects and purposes of this Society shall be:

(a) To unite people, on a nondiscriminatory basis, into a fraternal organization, the members of which should recognize and believe in the existence of a Supreme Being, the Creator and Preserver of the Universe.

(b) To be considerate and supportive of one another.

(c) To create funds to care for members during life, disability, and death.

(d) To pledge and obligate the members to the payment of such stipulated sums for the purpose of creating such emergency or reserve funds as may be necessary at any time to guarantee the legal reserves or other obligations of the Society, subject, however, to such restrictions and upon such conditions as the laws of the Society may prescribe.

(e) To do any and all things and to exercise all privileges and rights which are now or hereafter may be granted to a fraternal beneficiary society by the existing or future law of the State of Michigan.

ARTICLE 2

Eligibility for Benefit Membership – Vote of Benefit Members - Associate Membership

Sec. 1. Any person who confirms belief in the purposes and *Common Bond* of the Society, not under the age of 18 years at nearest birthday and who furnishes satisfactory evidence of insurability or an interest in purchasing an annuity, shall be eligible for benefit membership, subject to acceptance by the Society. Each person so accepted shall be a "Benefit Member."

Sec. 2. Associate memberships may be authorized under conditions established by the Board of Directors of the Society, as described herein (the "Board"). For the purpose of this Section, a person who owns only an Accident and Health Lifetime Membership or is covered by a Just for Kids policy shall be Associate Members. Associate Members shall not be permitted to vote in elections of the Society, including but not limited to, elections for the Board or amendments of this Constitution and By-Laws, except for elected arbor officers, who shall have all voting rights and privileges.

Sec. 3. The Board may establish conditions for insuring persons under the age of 18 and for assumption of control or ownership of such insurance at appropriate times and for the consequences thereof.

Sec. 4. Each person applying for membership will be assigned to an Arbor under rules established by the Board.

Sec. 5. Each Benefit Member of the Society who is over the age of 18 and in good standing, defined as being the holder of an annuity or in-force life insurance certificate which has not lapsed at the time their ballot is cast, shall be entitled to one vote upon such matters that the Board determines that this Constitution and By-Laws or applicable law requires the vote of the Benefit Members, such as for election of Directors, amendments of this Constitution and By-Laws, or other matters of great significance to the Society. Each of such questions shall be put to the Benefit Members by written ballot, which may be mailed or distributed electronically, as follows:

(a) Upon the order of the Board, the Secretary shall be responsible for preparing a ballot setting forth the matter or matters to be voted upon by the Benefit Members. Upon completion of such ballots, which shall not be more than 30 days after the Board's order, the Secretary shall coordinate with an independent third party who shall be responsible for mailing or electronically distributing the ballots to the Benefit Members and conducting the election.

(b) The Benefit Members shall return their ballots not later than 30 days after the date of mailing or electronic distribution, and ballots so returned shall be counted and the results of the balloting shall be reported to the Board within five days after the latest day for return of ballots. Affirmative votes from a majority the Benefit Members, who are voting, shall be needed to approve amendments to the Constitution and By-laws, and the Director nominees shall fill the available positions on the Board based on the number of votes received, starting with the nominee receiving the most votes and continuing in descending order until all positions are filled. Such result shall be recorded in the records of the Society.

(c) The results of such election or referendum shall be as valid as if taken in regular session and shall be effective as of the date of the report of the results to the Board.

ARTICLE 3

Arbors

Sec. 1. Arbors may be chartered by the Board upon the petition of at least 10 Benefit Members of the Society. The petition shall be in the form prescribed by the Board and shall indicate acceptance of the founding and governing documents of the Society.

Sec. 2. Arbors shall be largely self-governing organizations with elected officers, however they shall comply with this Constitution and By-Laws, and the *Rules of Order for Arbors*, as adopted by the Board and as amended by the affirmative vote of not less than five members of the Board from time to time.

Sec. 3. Each Arbor shall conduct benevolent activities of a charitable, social, civic, educational, environmental, or patriotic nature to make a positive impact on its community.

Sec. 4. Regular meetings of the Arbor shall be held at least once in each month at such times and places as determined by the members of each Arbor.

Sec. 5. A minimum of five Benefit Members will constitute a quorum.

Sec. 6. The charter of an inactive Arbor, an Arbor operating outside of the *Rules of Order for Arbors*, or an arbor that is not operating in the best interests of the Society may be suspended, merged with another arbor, or revoked by the Board. The Board shall provide for the disposition of property of an Arbor that has been suspended, merged, or dissolved in a manner consistent with the purposes of the Arbors.

ARTICLE 4

Members of the Board of Directors of the Society - Their Duties and Powers

Sec. 1. The Board of Directors of the Society shall have charge of the affairs of the Society. There shall be seven members of the Board (each a "Director") who shall be elected by the Benefit Members, as provided in Section 11 of this Article, in staggered groups of three and four prior to alternating Biennial Conventions and installed upon the certification of their election. Director terms shall be four years. The Chair and Vice Chair of the Board, non-management positions, shall be elected on an annual basis by the members of the Board.

Sec. 2. Any Benefit Member who is currently in good standing in the Society, defined as being the holder of an annuity or in-force life insurance certificate which has not lapsed, for a period of at least two consecutive years, is not less than 21 years of age, and who satisfies all of the requirements of this Section 2 shall be eligible to be elected to the Board, provided, however, that no person shall be eligible for election or continued Board service if he or she (i) has committed an offense or act of misconduct outlined in the *Officer and Director Misconduct and Disciplinary Procedures*; (ii) has violated the terms of this Constitution and By-Laws or any Board Policies; or (iii) was at any time during the four-year period preceding their election, is currently, or becomes a licensed life insurance agent or employee of any life insurance and/or annuity company, including a fraternal benefit society, or is or was an employee of the Society at any time during the four-year period preceding an election. In addition to the foregoing requirements, to be eligible to be elected to the Board, the Benefit Member must **concurrently** have:

(a) completed the Board of Directors Application Form, as established by the Board, and delivered such completed form to the Secretary of the Society (addressed to the Secretary at the Society's home office) not later than March 1 of each odd numbered year;

(b) complied with the terms of the then current *Nomination and Election Process Policy* established by the Board applicable to the forthcoming election, including the interview process with the firm overseeing the nominating procedure;

(c) consented in writing to a background check on terms established by the Board from time to time and set forth in the *Board of Directors Application Form*;

(d) demonstrated in their application and interview that they possess the desired skills, experience, and attributes as specified in the application and the Board's policy, *Board Director Qualification Guidelines*, which may be amended from time to time by an 80% vote of the Board;

(e) agreed to follow the Constitution and By-Laws, and abide by the Board Policies and annually sign an agreement to comply with the same; and

(f) confirmed that he or she is not ineligible for Board service pursuant to the *Officer and Director Misconduct and Disciplinary Procedures*.

Sec. 3. The Board shall provide strategic leadership and maintain a system of governance over the affairs of the Society. It shall meet at least quarterly. It may establish rules and conditions respecting the conduct of the business of the Society. It may authorize borrowing of money and pledging of assets of the Society to secure loans needed to serve the interests of the Society.

The Board shall have supervision over the Arbors and shall have the power to grant or revoke charters thereof. It shall submit a report on its activities and the state of the Society at each Biennial Convention.

The Board shall have the authority to remove and replace the President, Secretary, or Treasurer of the Society or a Director when the Board shall determine that the President, Secretary, Treasurer, or Director has violated Board policies, failed without good cause to perform the duties of the office, has been unable to perform those duties, has been derelict in the performance thereof, or otherwise as provided in the *Officer and Director Misconduct and Disciplinary Procedures*. Violations may include, but are not limited to,

withholding information that would inform board decisions, breaching confidentiality, engaging in a conflict of interest, or acting in opposition to the Board *Code of Ethics* or *Code of Conduct*. When a violation is severe enough to warrant discussion of removal of the President, Secretary, Treasurer, or a director, Directors will commit to a fair process, including a fact-finding investigation conducted by a qualified third-party. Removal of an Officer or Director shall follow the process in the *Officer and Director Misconduct and Disciplinary Procedures*.

If a Board seat becomes vacant and if this seat is not eligible for election at the Biennial Convention within not more than nine months, the Board will fill the seat. The Board will inform Benefit Members of the Society of the open position, and in compliance with the *Open Board Seat Policy*, publish an open Board seat announcement with the requirements and qualifications; accept applications to fill the Board seat; complete background checks on candidates; review applications following established criteria to assess candidate qualifications; interview candidates; and vote to approve the new Director with no more than one dissenting vote.

Sec. 4. Members of the Board may serve successive terms, provided, however, that no person shall be eligible for election to the Board after attaining the age of 72 years.

Sec. 5. Information about open Board seats shall be communicated to all Benefit Members through the national publication, the Society's website, or other channels.

Sec. 6. If the reserves as to all or any class of certificates become impaired, the Board may require that there shall be paid by the owner to the Society the amount of the owner's equitable proportion of such deficiency as ascertained by the Board. If such payment is not made, either (i) it shall stand as indebtedness against the certificate and draw interest not to exceed the rate specified for certificate loans; or (ii) in lieu of or in combination with the preceding clause, the amount may be imposed as a proportionate reduction in benefits under the certificate.

Sec. 7. The Board and any committee or sub-committee of the Board, or any other meeting of the Society at which written minutes are kept, except any meeting of the National Arbor Council, may meet by telephone conference or other means of communication that allows all participants to simultaneously communicate with each other. All participants in the meeting shall be advised of the communication equipment being used and the names of all persons participating in the meeting. Participation in a meeting pursuant to this procedure shall constitute presence in person at the meeting.

Sec. 8. Except as otherwise provided in this Constitution and By-Laws, by applicable law, or board policies, 70% of the current Board shall constitute a quorum for the transaction of business, and the affirmative vote of the majority of the Board shall be necessary to authorize any action of the Board.

Sec. 9. Any action required or permitted to be taken by the Board or any committee or subcommittee of the Board may be taken without a meeting by written or electronic consent of its members then in service, assuming quorum and voting majority or other required percentage is achieved. A consent under this provision shall have the same force and effect as a vote taken at a meeting.

Sec. 10. The Board shall hire an independent firm with human resources expertise to carry out the nomination process, as established by the Board, for filling open positions on the Board. Such procedures shall include reviewing each prospective candidate's application; completing individual and collective rating forms assessing each candidate's experience, expertise, and the attributes that would benefit the Society; and issuing a report to the Board setting forth the evaluation of which of the persons seeking nomination to the Board meet the *Director Qualification Guidelines* established by the Board. Attention will be paid to how each candidate's qualifications, expertise and experience meet and promote the needs of the Society in those business areas required by regulatory authorities and applicable law. Desired skills and expertise will include 10-plus years of senior or executive level experience in business management or organizational leadership, corporate and/or not-for-profit board experience, a commitment to increasing knowledge and understanding of the work of the Board and issues affecting the Society, and a demonstrated

commitment and leadership in fraternalism or volunteerism. The report of the independent firm shall be received and reviewed by the Board, and the Board shall place the name of each candidate who meets the *Director Qualification Guidelines* on the ballot for election. The Board may accept more nominations of qualified Benefit Members for the Board than there are open positions on the Board.

Sec 11. Beginning in 2025, and continuing each year ending in an odd number, the Secretary shall deliver to each Benefit Member a ballot setting forth the names of each qualified nominee seeking election to the Board. Each Benefit Member may vote for as many qualified nominees as there are Board positions available. Such ballots shall be delivered to each Benefit Member no later than June 1 and each Benefit Member shall have until 11:59 PM EST on June 30 to return their completed ballot. Ballots not electronically received or postmarked by such date shall not be counted.

Sec. 12. The Board shall hire an independent firm with expertise in corporate governance and bylaws to review the Society's governing documents every two years and make recommendations for changes. Changes will be implemented in accordance with the provisions for amendments in this Constitution and By-laws.

Sec. 13. The Board may appoint such other individuals or firms with expertise and create standing or ad hoc committees, as it shall deem necessary or desirable.

ARTICLE 5

Officers of the Gleaner Life Insurance Society –Their Duties and Powers

Sec. 1. The officers of the Society shall be the seven members of the Board and a President, a Secretary, and a Treasurer.

Sec. 2. The President shall: (i) serve as the chief executive officer of the Society, overseeing the implementation of the Board's decisions and policies; (ii) act as the official spokesperson for the Society, representing its interests to the public and other organizations; (iii) execute contracts and other legal documents on behalf of the Society as authorized by the Board; (iv) provide leadership and guidance to the Board and other officers in fulfilling the Society's mission; (v) ensure compliance with this Constitution and By-Laws, the Articles of Incorporation, and applicable law; and (vi) perform such other duties as assigned by the Board from time to time. The President may be referred to as the Chief Executive Officer of the Society.

Sec. 3. The President may recommend, with approval of the Board, appoint or engage such person or persons to attend meetings of the Board to give advice or counsel to the Board in the course of its deliberations as may be determined to be appropriate. Such person must agree to keep all deliberations of the Board strictly confidential. Such person may be compensated as determined by the President, with approval of the Board.

Sec. 4. The President, and such other officers as the Board may designate, shall have the power to sign documents and affix the seal of the Society on behalf of the Society.

Sec. 5. The Secretary shall: (i) maintain accurate minutes of all meetings of the Board and any committees thereof; (ii) maintain the Society's official records, including the Articles of Incorporation, By-Laws, membership roster, and approved policy specimens; (iii) prepare and distribute notices of all meetings in accordance with this Constitution and By-Laws and applicable law; (iv) maintain a record of notices sent and responses received; (v) manage official correspondence on behalf of the Board and the Society, and maintain a record thereof; and (iv) perform such other duties as assigned by the Board from time to time.

Sec. 6. The Treasurer shall: (i) maintain accurate financial records of the Society, including but not limited to income, expenses, assets, and liabilities; (ii) deposit all funds of the Society in a bank or financial institution designated by the Board; (iii) disburse funds of the Society as authorized by the Board, ensuring

compliance with this Constitution and By-Laws and applicable law; (iv) prepare and present regular financial reports to the Board, including a statement of financial position, a statement of activities, and a cash flow statement; (v) prepare the Society's annual budget for Board approval and monitor budget adherence; (vi) file all necessary tax returns and other financial reports required by government authorities; (vii) maintain appropriate insurance coverage for the Society's assets and activities; and (viii) perform such other duties as assigned by the Board from time to time.

ARTICLE 6

Meetings of the Society -- Representation of Arbors

Sec. 1. The regular meeting of the Society shall be held every two years (the "Biennial Convention") on such days as designated by the Board. Special meetings may be called at the direction of the Board by giving ten days' notice to the Benefit Members of the time, place, and purpose of such meeting.

Sec. 2. Each Arbor that was formed prior to December 31st of the year prior to a Biennial Convention shall be entitled to select three of its members who were members as of December 31st of the prior year to represent such Arbor at the Biennial Convention. An Arbor formed after December 31st of the year prior to the Biennial Convention and approved by the Board shall be entitled to send one representative. The purpose of the Biennial Convention shall be to celebrate fraternalism and for the President to deliver a report on the state of the Society.

Sec. 3. The National Arbor Council shall consist of a Chief Gleaner, a Vice Chief Gleaner, a Chaplain, a Conductor, a Guard, and may also include one or more Sergeants at Arms. The National Arbor Council shall serve under the direction of the Board, according to the *Rules of Order for Arbors*.

ARTICLE 7

Plans of Insurance, Etc.

Sec. 1. Plans of life insurance and annuities to be offered by the Society are subject to the approval of the Board and are to be developed in accordance with the laws of the states in which it is proposed to offer them for sale.

Sec. 2. The Society will issue to each owner of a benefit contract a certificate specifying the amount of benefits provided. The certificate, together with any attached riders or endorsements, the Society's Articles of Incorporation, Constitution and By-Laws and the application shall constitute the benefit contract between the Society and the owner when the certificate is issued. Changes, additions or amendments to the Society's Articles of Incorporation, Constitution and By-Laws duly made or enacted subsequent to the issuance of the certificate shall bind the owner and the beneficiaries and shall govern and control the benefit contract in all respects the same as though the changes, additions or amendments had been made prior to and were in force at the time of the application for insurance, except that no change, addition or amendment shall destroy or diminish benefits that the Society contracted to give the owner as of the date of issuance of the certificate. In the event of unforeseen circumstances that could threaten the Society's financial stability or result in an inequitable treatment for certain members, the Board may adopt policies and procedures that are reasonably needed to protect the overall interests of the Society's members, including but not limited to, limiting the amount or frequency of renewal premium deposits that may be made to previously issued contracts, and such policies and procedures shall become part of the benefit contract.

ARTICLE 8

Death Benefits-Proofs Required

Sec. 1. 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 laws.

Sec. 2. In the event of the death of a person whose death causes certificate proceeds to become payable under an annuity certificate or a life insurance certificate (such person is referred to in this Article 8 as the “Deceased”), the certificate proceeds shall be paid to the designated beneficiary(ies) under the certificate with respect to such event. If there is no surviving designated beneficiary with respect to such event, the beneficiary of the certificate shall be determined under this Section 2. If the Deceased is the annuitant, but not the owner, of an annuity certificate and there is no surviving designated beneficiary with respect to the annuitant’s death, the certificate proceeds shall be paid to the owner. If the Deceased is the owner, in the case of an annuity certificate, or the insured, in the case of a life insurance certificate, and there is no surviving designated beneficiary with respect to the death of the owner/insured, the certificate proceeds shall be paid to the surviving spouse, and if there is no surviving spouse, then the certificate proceeds shall be paid to the estate of the owner/insured.

Sec. 3. No beneficiary change under a certificate shall take effect unless received and approved by the Society at its principal office. When it is received, any change shall take effect as of the date the request for beneficiary change was signed, as long as the request for change was mailed or actually delivered to the Society while the Deceased was alive. Such beneficiary change shall be null and void where the Society has made a good faith payment of the proceeds or has taken other contrary action before receiving the change.

Sec. 4. The person or persons legally entitled to death benefits under any certificate must apply for the benefits on forms prescribed by the Society and provide acceptable proof of death within six years following the death of the Deceased. Should any such person fail to timely apply for the benefits and provide proper proof of death, the benefits shall become the property of the Society for the benefit of its members. This Section 4 is subject to any applicable state escheat laws.

Sec. 5. No action shall be brought or maintained on any claim arising out of any certificate issued by the Society before the expiration of ninety (90) days after receipt by the Society of all required proof, nor unless brought within six years from the date of death or from the date any special benefit, including but not limited to Total Disability Waiver, Special Accident, and Double Indemnity, shall have terminated on account of attained age, as provided in the applicable certificate.

ARTICLE 9

Miscellaneous Provisions - Notices, Reports - Official Publications

Sec. 1. The Society’s national publication, *Forum Magazine*, shall be the official publication of the Society and may contain official announcements and notices, together with other matters of interest to the members.

Sec. 2. Should important announcements and notices arise between national publication dates, members shall be contacted directly via mail or electronic means.

ARTICLE 10

Indemnification of Officers, Directors, Others

Sec. 1. Each director, officer or employee who is made a party to or threatened with any civil, criminal or administrative action, suit or proceeding by reason of the fact that such person is or was a director, officer or employee of the Society, or is serving or has served in any capacity in a subsidiary of the Society or in any other business or professional organization at the request of or in furtherance of the interests of and with the consent of the Society, shall be indemnified against all expenses, including attorneys' fees, amounts paid on account of judgments, settlements, compromises, fines or penalties resulting from such civil, criminal or administrative suit or proceedings.

The right of indemnification shall be abrogated if such director, officer, or employee is found to be guilty of gross negligence or, in case of criminal proceedings, such person is found to have had reasonable cause to believe that his conduct was unlawful. Such right of indemnification shall not be deemed exclusive of any other right to which directors, officers, or employees may be entitled.

ARTICLE 11

Amendments - How Secured - When to be Published

Sec. 1. The Board shall, upon approval of at least five of its members, have the power to submit proposed changes to the Constitution and By-Laws to the Benefit Members. Affirmative votes from a majority of the Benefit Members, who are voting, shall be needed for approval of the matter.

Sec. 2. Arbors may propose changes to this Constitution and By-Laws, except Article 1, Sections 1 and 2. Such proposal(s) must be approved by a majority of the Benefit Members voting in each of at least fifty percent (50%) of the Arbors. Votes taken pursuant to this section shall be at Arbor meetings, in which a quorum is present, called specifically for the purpose of considering such action, and such action must be certified by the secretary of each such Arbor. Arbor certifications must: (i) be filed with the Secretary of the Society, (ii) be in form and substance satisfactory to the Secretary, (iii) set forth the proposed changes, and (iv) be delivered to the Secretary no later than January 1 of a year in which the Benefit Members will vote for members of the Board. If the proposal receives the required votes and meets these criteria, the proposed changes shall be placed on the ballot to be presented to the Benefit Members, and, if approved by the affirmative vote of a majority of the Benefit Members voting, the proposal shall be incorporated herein and become a part hereof, so long as such amendment is legally sufficient under the laws of the State of Michigan.

Sec. 3. The Board may propose changes through the process outlined in Article 2, Section 5.

Sec. 4. Any adopted amendment shall repeal any parts of this Constitution and By-Laws which may be in conflict therewith. The Board shall have the power to correct errors in such amendments, but not to change the sense thereof. Such amendments shall take effect immediately upon adoption, unless stated to the contrary.