

# FORUM

## MAGAZINE

**SPECIAL  
EDITION**



*Proposed*  
**Constitutional  
changes** p. 1

**Gleaner**  
Life Insurance Society

## Thoughts from your Interim President and CEO



### Dear Gleaner members:

We are reaching out to you as required under our Society's Constitution to advise of proposed material amendments to that guiding document that we believe will improve our Board governance going forward and address many of the operational issues of the past two years that ultimately led to our rating agency downgrades.

Your new highly qualified Board of Directors and experienced Senior Management Team have been working diligently on these proposals for the past several months with outside counsel.

These changes are critically important for the future of the Society and represent the first and most important step in the Society having an opportunity to regain our "A-" rating sometime in the future.

As your President and CEO from 2012-2022, and now as your Interim President & CEO during part of this year, I offer my unequivocal endorsement of the need for these changes for the good of our beloved Society and its future success.

The dedicated employees, independent agents, and yourselves as valued members of the Society deserve the most capable and transparent leadership from both your Board of Directors and the Senior Management Team.

I believe the proposed Constitutional changes outlined in this special edition of *Forum Magazine* represent absolutely the best path forward, and we hope and pray that you will encourage the delegates representing your arbor as well as everyone else you come into contact with to support these changes for the long-term benefit of our Society and its membership.

Fraternally,

A handwritten signature in black ink that reads "Kevin".

Kevin A. Marti  
Interim President & CEO

#### Senior Officers

**Kevin A. Marti, FSA, CLU, ChFC**  
*Interim President and CEO*

**D. Arell Chapman, CRISC, FLMI**  
*Chief Operations and Compliance Officer*

**Deborah K. Elliott, SHRM-SCP, SPHR**  
*Chief Human Resources Officer and Secretary*

**Todd M. Warner**  
*Chief Financial and Investment Officer - Treasurer*

#### Officers

**Amy Hawken, FLMI, ACS**  
*Assistant Vice President, Member Services*

**Judy Lawrence, FLMI, ACS**  
*Assistant Vice President, IT Development  
and Processing*

**Dawn Osborn, AALU, ALMI, ACS**  
*Assistant Vice President, Underwriting  
and New Business*

**Michelle Zimmanck,**  
FLMI, AAPA, ACS, BPMs, OCSA, OCWA  
*Assistant Vice President, IT Operations*

#### Board of Directors

**Margaret M.S. Noe, Chair**

**Stephanie R. Andresen, Vice Chair**

**Donna K. Baker | Bethany Figg |**

**William M. Tuttamore |**

**Allen D. Underwood | Jennifer D. Valdez**

#### Supreme Arbor Officers

**Norma Garner, Supreme Chief Gleaner**  
**Linda Ruehrmund, Supreme Vice Chief Gleaner**  
**Fernando Rivera, Supreme Chaplain**  
**Cheryl Jones, Supreme Conductor**  
**Glen David Trabenkraut, Supreme Guard**

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## A MESSAGE TO OUR VALUED MEMBERS *of Gleaner Life Insurance Society*

As stewards of the Gleaner Life Insurance Society, we, the Board of Directors, are reaching out to you regarding significant proposed amendments to our Constitution & By-Laws. These changes are intended to reflect our ongoing commitment to Gleaner's future, ensuring that we remain a strong, vibrant, and inclusive organization for generations to come.

In keeping with our motto, "Prudens Futuri" (Thoughtful for the Future), we believe these updates are essential for modernizing our Society while preserving the core values and fraternal spirit that have guided us for over a century. On the following pages, we outline the key changes that will be voted on by our current delegates in the upcoming special election. Your understanding and support of these changes are vital as we continue to build on our legacy.

## Key Changes Being Proposed:

### 1. The Convention Will Continue:

The Biennial Convention will remain an essential event where representatives, selected by their Arbors, gather to celebrate fraternalism, honor the dedication of members, and uphold the traditions of Gleaner. While the Arbor representatives at the Convention would no longer be directly involved in governance (see #3 below), they would continue to play a significant role in fostering community and shared purpose among members.

### 2. Terminology Changes:

We propose modernizing and standardizing the language in the Constitution & By-Laws. This includes replacing outdated terms like “corporation” with “corporate entity” and “fraternal brotherhood” with “fraternal organization.” These changes reflect contemporary practices and emphasize inclusivity while maintaining the integrity of our mission.

### 3. Voting Rights and Representation:

To enhance member engagement, we are proposing direct voting rights for all Benefit Members on crucial matters, including Board elections and amendments. This change would ensure that each eligible member has a voice in the future direction of our Society, fostering a more inclusive and democratic process. **Note:** The proposal would define “Benefit Members” are those who hold an annuity or in-force life insurance certificate issued by the Society. “Associate Members,” who may hold policies like “Just for Kids®,” would not have voting rights unless they are elected Arbor officers, in which case they gain full voting rights and privileges.

### 4. Board of Directors — Composition, Terms, Election Process, and Age Restrictions:

We aim to improve the governance structure by maintaining a seven-member Board while introducing comprehensive nomination and election procedures. We also desire to remove age restrictions to encourage broader participation and establishing term limits (three consecutive four-year terms) to ensure fresh perspectives. An independent organization would administer the application and nomination process, thereby removing potential conflicts of interest and ensuring transparency.

### 5. Role and Function of Arbors:

Arbors would continue to play a crucial role in the fraternal activities of our Society. The National Arbor Council would replace the Supreme Arbor, and the Biennial Convention would shift focus to celebrating fraternalism and honoring members’ dedication. Each Arbor would be permitted to send the same number of representatives to the Biennial Convention as the Arbor had elected delegates to the Supreme Arbor. The role of Arbors in community service, supported by Gleaner, would remain a cornerstone of our fraternal mission.

### 6. Officers’ Roles and Responsibilities:

We propose explicitly defining the roles and responsibilities of our officers. The President would serve as the Chief Executive Officer, the Secretary would manage official records and communications, and the Treasurer would oversee financial operations. These clearer definitions would ensure effective governance and accountability.

### 7. Miscellaneous Provisions — Communication and Publications:

We propose updating our communication strategy by continuing to use “*Forum Magazine*” as the official publication while adding provisions for direct member communication via mail or electronic means. This is intended to ensure that all members are well-informed and can stay connected with important updates.

### 8. Death Benefits and Beneficiary Designation:

The proposed amendments simplify the beneficiary designation process, prioritizing the spouse and then the insured’s estate. This change is intended to reduce confusion, streamline the process, and ensure that death benefits are distributed in a clear and legally sound manner.

### 9. Amendments Process:

We propose a defined process to allow both the Board and Arbors to initiate amendments to the Constitution to make the amendment process more democratic and inclusive.

## Your Opportunity to Engage

While not all members are eligible to vote directly on these changes, your voice still matters. We strongly encourage you to engage with your local Arbors, share your thoughts, and express your support for these amendments. This is also a great time to consider joining or creating a new Arbor, which provides an excellent opportunity for deeper involvement in your communities and the meaningful work that we do together.

To guarantee the fullest participation of every delegate in the voting process, we are utilizing a mail-in ballot system. To streamline this procedure, we have partnered with Election Source, a reputable third-party vendor responsible for managing the mailing and counting of the ballots. Ballots will be mailed to voting delegates in mid-September, and they will be provided 30 days to return their ballots. The results will be shared in October on Gleaner's website and published in the next edition of *Forum Magazine*. It is critical that every delegate cast their vote in this extremely important election.

The Board of Directors firmly believes that these proposed amendments are in the best interest of our Society. They reflect our commitment to "Prudens Futuri" – being thoughtful for the future – by ensuring that Gleaner continues to thrive as a modern, responsive, and inclusive organization.

Thank you for your continued dedication to Gleaner Life Insurance Society.

We look forward to your support as we take these important steps toward securing our future!

Margaret Noe, *Chairperson*

Stephanie Andresen, *Vice Chairperson*

Donna Baker, *Director*

Bethany Figg, *Director*

Bill Tuttamore, *Director*

Allen Underwood, *Director*

Jennifer Valdez, *Director*

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

Draft Revised August 28, 2024

## 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 12 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. Effective with the Board terms that begin in 2025, a Director may only serve three consecutive terms – a Director completing a partial term greater than two years shall be considered to have served the full four-year term and shall only be eligible for the following two consecutive terms; whereas a Director serving a partial term less than two years shall be eligible for the following three consecutive terms. A Director who has completed three consecutive terms on the Board shall not be eligible for another term until the Director has been off the Board for at least one full Board term of four 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. Minutes shall be kept for any meeting of the Board, committee, or subcommittee of the Board, or any combination of the preceding. The Board, and any committee or subcommittee of the Board, 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. During any Executive Session of the Board, there shall be no minutes recorded nor any votes taken; any action for which a vote of the Board is required shall be taken during a properly assembled meeting of the Board and documented in the minutes of the Society. For the purposes of this Section, the term Executive Session shall mean a meeting the Board and any other persons invited to such meetings, at which the material to be discussed is of a sensitive nature to the Society or the functioning of the Board. All Directors shall be invited to any duly called Executive Session, however, a Director may be excused from all or a portion of an Executive Session for which the purpose of the meeting is the discussion of the Director's conduct or dealings with the Society. Only the Board Chair shall have the authority to call and preside over an Executive Session, unless the purpose of the Executive Session is to discuss the Board Chair's conduct or dealings with the Society, in which case, the Vice Chair shall have the authority to call and preside over an Executive Session.

Sec. 9. 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. 10. 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. 11. 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 12. 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 EDT on June 30 to return their completed ballot. Ballots not electronically received or postmarked by such date shall not be counted.

Sec. 13. 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. 14. 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 *(vi)* 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 31 of the year prior to a Biennial Convention shall be entitled to select three of its members who were members as of December 31 of the prior year to represent such Arbor at the Biennial Convention. An Arbor formed after December 31 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.

WATCH FOR OUR

# Fall Edition of *Forum Magazine*

ARRIVING SOON!

Since 1894, the Gleaner Society's printed publication has shared members' activities, official updates, feature stories, and more. As you're reading this special edition of *Forum Magazine* about proposed Constitution & Bylaw changes, we'll be waiting for results from our special election. Our regular fall edition of *Forum* will hit the printing presses soon after. We can't wait to share it with you! A few of the features you can look forward to receiving:



## Gratitude for a Full Life

Thanksgiving is more than just a holiday or a feeling. It is an action, and studies show gratitude leads to a happier, better-adjusted, fuller life that overflows to bless those around us.

Find out how a Gleaner family used a Give and Grow grant to show their appreciation.

## Meet our scholarship recipients

In 2024, the Gleaner Life Insurance Society Scholarship Foundation awarded 100 scholarships to benefit members.

## Family Days' summer memories

Gleaner members shared good times at four summer Family Days activities plus a Getaway trip in Ohio. Their photos show how the summer of 2024 was one to remember.

## Arbors in Action

Gleaner arbors' love for others was as warm as the weather, expressed in ways such as serving barbecue to single mothers and children at a shelter, connecting people with disabilities to training and employment opportunities, showing appreciation for teachers and law enforcement, providing free document shredding, hosting a local wildlife sanctuary presentation, funding tree planting, a pollinator garden, and more.

## Regular features

Watch for our list of 50- and 75-year member awards, Benny's page for our youngest members, and Gleaner recipe ideas that help bring friends and families together.



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*Here's to the next 130 years!*

Reflecting on Gleaner Life's birthday on Oct. 12, the first 130 years were not a piece of cake! It's easy to focus on successes and overlook earlier members' challenges. Gleaner Life prospered by living up to its motto, "Prudens Futuri" ("Thoughtful for the future"). Some changes were difficult — like establishing reserve funds for a rainy day when other groups did not. Yes, we're celebrating 130 years filled with ideas and causes that were ahead of their time, because Gleaner members think about the future!