ARTICLE 1

NAME

The name of this association is the United Transportation Union Insurance Association (“UTUIA”). It is incorporated under the laws of the State of Ohio as a fraternal benefit society operating on the lodge system under Chapter 3921 of the Ohio Revised Code (“ORC”) and is tax exempt under Section 501(c)(8) of the Internal Revenue Code of 1986, as amended (the “Code”). Its home office shall be located in North Olmsted, Cuyahoga County, Ohio or such other location as approved by the affirmative vote of a majority of the Board of Directors.

ARTICLE 2

OBJECTS

The objects of the UTUIA shall be to unite present and future members of the society in furthering their general welfare, advancing their social, moral, charitable, benevolent, fraternal, patriotic, economic and intellectual interests, to protect the members and their families by the exercise of benevolence and to provide the members, their families, and descendants of members, with insurance benefits and financial products (as permitted to be sold by an Ohio fraternal benefit society under Ohio law) based upon adequate rates and prices. Members of the UTUIA share common objectives and shall work together to achieve shared fraternal ideals through family, civic, charitable and patriotic activities, and the UTUIA shall engage in and support those activities. Nothing herein shall be interpreted or construed to be inconsistent with the ORC or the Code.

ARTICLE 3

MEMBERSHIP

Membership in the UTUIA shall be limited to persons of good moral character who are directly or indirectly engaged in the transportation industry or in one or more crafts or hazardous occupations in the same or similar line of business, as determined by the Board of Directors (the “Membership Qualifications”). Without limiting the foregoing, any former or retired officer, director, employee or member of the United Transportation Union (“UTU”) or of any former division, subordinate unit or affiliate thereof, or any current or former employee, member, officer or director of UTU’s successor (the Sheet Metal, Air, Rail and Transportation Workers Union (the “Union”)) or of any division, subordinate unit or affiliate thereof shall be an individual deemed to be eligible for membership in the UTUIA.

The Board of Directors may also admit “social members” as permitted under Ohio Revised Code Section 3921.06(B) or any amendment thereto, with such rights and privileges as may be afforded them by law and the Board of Directors.
To gain admission or readmission, an applicant must execute and file with the Director of Insurance an official application for membership or apply and be issued an insurance or a financial product offered by the UTUIA and understand and support the fraternal bonds, union objectives and mission of the UTUIA.

In the event that, under the laws, statutes, rules or regulations of any state of the United States of America, an applicant or a member of the UTUIA is deemed not to satisfy the Membership Qualifications, then in such state (i) such applicant shall not be admitted as member of the UTUIA or (ii) if admitted, such member shall lose all of his or her rights as a member of the UTUIA, but shall be permitted to retain any insurance by continuing the payment of premium for such insurance, if permitted by applicable insurance laws.

Once an applicant has become a member, such member is eligible for all of the insurance benefits and financial products provided by the UTUIA, subject to compliance with policy requirements and applicable insurance laws.

ARTICLE 4

SUPREME GOVERNING BODY, GRAND CONVENTION, MEETINGS

The Supreme Governing Body of the UTUIA shall be the duly elected members of the Board of Directors and delegates elected as hereinafter provided.

The Supreme Governing Body shall convene in regular session at the Grand Convention, quadrennially, in July, August or September of the applicable year, beginning in 1971, at a time and place selected by the Board of Directors.

A majority of the directors and delegates present at the Grand Convention shall constitute a quorum and, subject to the voting requirements set forth in Article 26 with respect to proposed amendments to this Constitution, the affirmative vote of a majority of the directors and delegates present shall be necessary to take any action at the Grand Convention.

The aggregate voting power of directors attending the Grand Convention shall not exceed one-half of the number of votes cast by delegates.

Directors and delegates to the Grand Convention shall not vote by proxy.

The Supreme Governing Body shall have and exercise the right and power to make a constitution, laws, rules and regulations for the government of itself and of the members of the UTUIA; to amend, repeal, modify, or change the same from time to time as hereinafter provided and to do all other legitimate acts proper and necessary to promote the welfare of the UTUIA.
ARTICLE 5

SPECIAL MEETINGS

At any time deemed necessary, a special meeting of the Supreme Governing Body may be called (i) by the Board of Directors or (ii) by a petition submitted to the President, signed by 25% of the number of benefit members (as that term is defined in Ohio Revised Code Section 3921.01(B) or any amendment thereto) of the UTUIA (“Benefit Members”) as of the preceding December 31st, representing not less than a majority of the Districts; provided thirty days notice prior to such special meeting be given to all Districts either by mail or by publication in the official publication, or on the website (if permitted by law), of the UTUIA. No business shall be transacted at special meetings, except that specified in the written notice of such special meeting.

Delegates attending the last Grand Convention shall constitute and be the delegates attending such special meeting. In the event of the inability of any delegate to attend the meeting, the District to which such delegate belongs or belonged shall elect a substitute delegate; provided, that if the District fails to elect a substitute delegate, the Board of Directors shall appoint one or more Benefit Members residing within the District to represent the District at the special meeting.

ARTICLE 6

SUPREME GOVERNING BODY COMMITTEES

The Chairperson of the Board of Directors, by and with the approval of the Board of Directors, may appoint such committees of the Supreme Governing Body as deemed advisable for the proper conduct of the Grand Convention, including but not limited to a ritual and a resolution committee.

ARTICLE 7

OFFICIAL SEAL, RITUALS AND OFFICIAL PUBLICATION

The UTUIA may have an official seal and shall have rituals which shall be adopted by the Board of Directors. The Secretary and Treasurer shall furnish each District with a copy of the rituals so adopted.

The Board of Directors shall establish, and be responsible for, the official publication of the UTUIA, which publication, as provided by Ohio Revised Code Section 3921.07(C) or any amendment thereto, may provide any notice, report or statement required by law to be given to the UTUIA members. Not later than the first day of June of each year, the UTUIA shall either mail to each member or publish in the official publication of, or on the website (if permitted by law), of the UTUIA, a synopsis of the annual statement of the UTUIA.
ARTICLE 8

BOARD OF DIRECTORS AND OFFICERS

Board of Directors

The Board of Directors shall consist of eight (8) Benefit Members who shall be elected as directors at the Grand Convention. Each director’s term shall commence immediately upon his or her election at the Grand Convention and each director shall serve as such until the next Grand Convention and until his or her successor is elected, or until the director’s earlier resignation, removal or death.

To ensure that each member of the Board of Directors (other than an independent director as defined below) is an individual with the experience and understanding of the history, common values and fraternal ideals of the UTUIA, each such member (other than an independent director as defined below) must be an individual (i) who has been a UTUIA member, and held or owned a UTUIA insurance or financial product offered by the UTUIA, for a period of at least three (3) years prior to the date such individual commences his or her term as a director and (ii) who has been an active dues-paying member of the Transportation Division of the Union and who has held a nationally elected office in SMART-TD for at least a four years immediately prior to the election. These requirements shall not apply to any member who has been appointed to the Board of Directors to fill a vacancy (each such member being eligible to serve as a director for additional terms without regard to these requirements).

At least four members of the Board of Directors shall be independent directors. For purposes of this Article 8, a director is an independent director if he or she is not an officer or employee of the UTUIA or an officer, director or employee of the Union or any division or subordinate unit of the Union (provided that the Union or UTUIA honorary directors, ex officio directors and such similar persons shall not be excluded); provided, however, an individual may be a member or a retired member of the Union (a “Union Member”) and be an independent director of the UTUIA, so long as he or she is not a current officer or employee of the UTUIA or a current officer, director or employee of the Union or any division or subordinate unit of the Union (provided that the Union or UTUIA honorary directors, ex officio directors and such similar persons shall not be excluded). Unless waived by the Board of Directors, it shall be a condition for eligibility to be elected as an independent director of the UTUIA that such candidate be a Union Member or otherwise support the Union’s objectives.

The Board will elect a Chairperson from among its non-independent Directors.

Any director may be removed from office for cause (as hereinafter defined), at any time, by the affirmative vote of at least seventy-five percent of the Supreme Governing Body or by the affirmative vote of at least seventy-five percent of the directors (not including the subject director) then in office, at a meeting duly called and noticed for the purpose of removing a director. A new director shall be appointed or elected by the vote of the majority of the directors then in office to
serve the unexpired term of the removed director. Failure to appoint or elect a new director to fill
the unexpired term of any removed director shall be deemed to create a vacancy.

To the extent practicable, the Board of Directors shall meet quarterly on a date fixed by the
Chairperson of the Board of Directors. A special meeting of the Board of Directors may be called
by (i) the Chairperson of the Board of Directors, (ii) the Chairperson of the Independent
Governance and Audit Committee of the Board of Directors (the “IGAC”) or (iii) any three
directors. No business shall be transacted at a special meeting, except that specified in the written
notice of such special meeting. Notice of the place, if any, and time of any meeting shall be given
to each director at least five (5) days before the meeting either by (i) personal delivery or by mail,
overnight delivery service, electronic transmission, facsimile or by means of other
communications equipment authorized by a majority of the directors or (ii) orally, either in person
or by telephone. The method of giving notice to all directors need not be uniform. Notice of
the place, if any, and time of any meeting may be waived in writing, either before or after the holding
of such meeting, by any director, which writing shall be filed with and entered upon the records of
the meeting. The attendance of any director at any meeting without protesting, prior to or at the
commencement of such meeting, the lack of proper notice shall be deemed to be a waiver by the
director of such notice.

Committees of Board of Directors

The Board of Directors shall appoint members to the IGAC. This committee shall be comprised
of at least a majority of independent directors and have the primary responsibility of providing the
oversight of the UTUIA’s accounting and financial processes, including, without limitation,
having the authority to (i) review and recommend the approval or disapproval of any contract,
action or material transaction between or affecting the UTUIA and any officer, director or delegate
of the UTUIA or any entity in which any officer, director or delegate of the UTUIA has a financial
or a personal interest, (ii) provide advice and counsel on corporate governance issues, (iii) appoint
(including fixing the terms of the engagement) the independent auditors of the UTUIA and provide
advice and counsel on audit matters and (iv) provide such other functions as are assigned to it by
the Board of Directors, including, but not limited to, investment policies, procedures and strategies
of the UTUIA.

In addition to the IGAC, the Board of Directors may create any other committee of directors,
including, without limitation, an Executive Committee, to consist of one or more of the directors,
and may delegate to any such committee any of the authority of the directors, however conferred,
other than the authority to fill vacancies among the directors or in any committee of the directors.
Any act or authorization of any act by any such committee within the authority delegated to it shall
be as effective for all purposes as the act or authorization of the directors.

Except as permitted herein and under applicable law, any such committee shall serve at the
pleasure of the directors, shall appoint a chairperson of such committee, shall act only in the
intervals between meetings of the Board of Directors and shall be subject to the control and
direction of the Board of Directors.
No notice of a meeting of any committee of directors shall be required. A meeting of any committee may be called only by the Chairperson of the Board of Directors or the chairperson of such committee. A majority of the members of the committee shall constitute a quorum, and the affirmative vote of a majority of the members present at a meeting at which a quorum is present shall be necessary to take any action. Meetings of the Board of Directors or any committee of directors may be held through any communications equipment, if all persons participating can hear each other, and participation in such a meeting shall constitute presence thereat.

Officers

The officers of the UTUIA shall be a President; a Secretary; and a Treasurer; all of whom shall be appointed by the Chairperson of the Board, subject to the approval by a majority vote of the Board of Directors then in office. Any individual may hold two offices, except that no one person may hold both the President’s position and the Treasurer’s position. The Board of Directors may elect or appoint such other officers as may be deemed necessary by the Board of Directors.

Each officer’s term shall commence immediately upon his or her appointment and each officer shall serve as such until his or her successor is appointed, or until the officer’s earlier resignation, removal or death. Each officer may be removed for cause, at any time, by the affirmative vote of at least seventy-five percent of the directors then in office, without prejudice to the contract rights, if any, of the officer so removed. Any vacancy shall be filled by the Chairperson of the Board subject to the approval by a majority vote of the Directors.

Cause

For purposes of this Article 8, “cause” includes, but is not limited to, (i) conduct amounting to fraud or dishonesty against the UTUIA or the Union, (ii) a breach of the individual’s duties of due care or loyalty to the UTUIA or the Union or the failure of the individual to maintain the confidentiality of UTUIA’s or the Union’s confidential information, (iii) conduct amounting to intentional, willful or reckless misconduct that has caused damage to the UTUIA or the Union, (iv) the failure or inability of the individual to carry out his or her duties as a UTUIA director or officer, including without limitation, because of a disability, (v) the misappropriation of the UTUIA or the Union property or a UTUIA or a Union business opportunity, (vi) being convicted of, or entering a guilty or no contest plea with respect to, a felony, the equivalent thereof, or any other crime in which imprisonment is a possible punishment, (vii) being adjudicated insolvent or bankrupt while serving as a director or officer of the UTUIA, or (viii) the individual no longer serving as an officer or director of the Union, if the individual was such an officer or director at the time the individual was elected or appointed as a UTUIA director or officer.

Directors Vacancies and Insurance or Financial Product Ownership

Between sessions of the Grand Convention, any vacancies with respect to directors duly elected at the previous Grand Convention shall be filled by the consent of a majority of the directors then in office. When filling a director vacancy, the Board of Directors may appoint any Benefit Member; the requirements applicable to a prospective director (other than an independent director) shall not apply to such individual.
Each individual elected or appointed as a director, who at the time of such election or appointment does not hold or own an insurance or financial product offered by the UTUIA, must acquire an insurance or financial product offered by the UTUIA as soon as practicable after such election or appointment.

ARTICLE 9

DIRECTOR OF INSURANCE

The Chairperson of the Board of Directors shall select and appoint a Director of Insurance, subject to the approval of the IGAC, which approval shall not be unreasonably withheld or delayed. The Director of Insurance shall have the necessary professional, educational and insurance business experience as is necessary to fulfill the duties of the Director of Insurance.

The Director of Insurance shall be authorized to handle administrative and interim matters dealing with insurance and financial products offered by the UTUIA (including, but not limited to, the sales and marketing of such products), the issuance of new policies (including, but not limited to, the regulatory and actuarial matters related thereto), policy claims administration matters, and from time to time, may issue rules and regulations regarding such products and premium rates. The Director of Insurance shall report to and work under the supervision of the Chairperson of the Board of Directors. The Director of Insurance may be removed by the Chairperson of the Board of Directors or by the affirmative vote of seventy-five percent of the directors then in office. The Director of Insurance is eligible to serve as an officer of the UTUIA.

Actions or decisions of the Chairperson of the Board of Directors and/or the Director of Insurance on insurance matters other than those covered elsewhere in the Constitution may be appealed to the Board of Directors, provided such appeal is filed with the Secretary within ninety days from the date of such action or decision. Decisions by the Board of Directors on such appeals shall be final and binding.

ARTICLE 10

SALARIES AND EXPENSES

The Board of Directors shall determine reasonable compensation (and expenses) for the officers and directors of the UTUIA. The Chairperson of the IGAC may receive additional compensation as determined by the Board of Directors, in recognition of fulfilling the duties and responsibilities of the Chairperson of the IGAC. The compensation (and expenses) of the officers and directors shall reflect the amount of time required of each such officer or director to fulfill his or her duties. A distinction may be made between compensation for independent and non-independent directors. The Board of Directors shall review and adjust officer and director compensation no less often than every two years.
ARTICLE 11

DUTIES OF THE CHAIRPERSON OF THE BOARD OF DIRECTORS

The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors. He or she shall preside at all sessions of the Grand Convention. He or she shall interpret all laws of the UTUIA, decide all questions arising therefrom, and decide all other controversies not provided for under the existing laws of the UTUIA, subject to appeal to the Board of Directors.

ARTICLE 12

DUTIES OF THE PRESIDENT

The President shall be the chief executive of the UTUIA and exercise general supervision over its affairs and interests, including all subordinate bodies. He or she shall employ and have the authority to terminate the employment of the UTUIA employees, and sign all checks, drafts and such other papers requiring his or her signature as may be necessary in the transaction of the business of his or her office.

ARTICLE 13

DUTIES OF THE TREASURER

The Treasurer shall be the chief financial officer of the UTUIA. He or she may employ professionals (including, without limitation, a controller and an executive director of finance) who have the professional, educational, accounting, auditing and insurance experience necessary to assist him or her in the fulfillment of his or her duties. He or she may delegate any of his or her duties to such employee. The duties of the Treasurer also include, without limitation, receiving and collecting all monies due the UTUIA, paying all expenses and claims of the UTUIA, and signing all checks (including employing facsimile signature and other disbursement methods deemed appropriate), drafts and such other papers as may be necessary in the transaction of the business in his or her office. With the approval of the President, he or she shall employ or cause to be employed sufficient personnel necessary to properly conduct the business and affairs of the UTUIA. At each Grand Convention, he or she shall produce and make available to the directors and delegates (i) the annual statement of the UTUIA, as filed with governmental insurance regulators, for each of the four years preceding the Grand Convention and (ii) the audited financial statements of the UTUIA for each of the four years preceding the Grand Convention.

ARTICLE 14
DUTIES OF THE SECRETARY

The Secretary shall keep the minutes of meetings of the Board of Directors, and shall be the custodian of all books, records, papers and property of the UTUIA. He or she shall jointly, with the President, make all arrangements for the Grand Conventions.

ARTICLE 15

DUTIES OF ALL OFFICERS OF THE UTUIA

All officers of the UTUIA shall assist the President and the Chairperson of the Board of Directors in the performance of their duties and perform such other duties as may be assigned by the Board of Directors, the President and/or the Chairperson of the Board of Directors, and as may be required by the Constitution.

ARTICLE 16

DUTIES OF THE BOARD OF DIRECTORS

The management and affairs of the UTUIA between sessions of the Grand Convention shall be vested in the Board of Directors and its committees. The Board of Directors shall approve all material contracts to be entered into by or on behalf of the UTUIA.

The Board of Directors shall submit a report to the Grand Convention of its activities during the period between Grand Conventions together with recommendations to promote the welfare of the UTUIA; receive the bonds of all officers, if required; have the right to declare dividends; and perform such other duties as required by the Constitution.

If the UTUIA’s reserves as to any certificates assumed by the UTUIA or hereafter issued become impaired, the Board of Directors may require that there shall be paid by the owner of the certificate issued by the UTUIA the amount of such owner’s equitable proportion of such deficiency as ascertained by the Board of Directors, and that if such ascertained deficiency is not paid, it shall stand as an indebtedness against the certificate and shall draw interest not to exceed the rate specified for certificate loans under the certificates.

The Board of Directors shall have authority, when in session, to deal with appeals properly submitted as provided in Article 18. The decision of the Board of Directors on such appeals shall be final and binding.

ARTICLE 17
CUSTODIANSHIP AND INVESTMENT OF ASSETS

The President and the Treasurer shall arrange for the custody of the UTUIA’s invested assets through a federally-insured bank or other appropriate financial institution in the United States. Other UTUIA assets including books, records and electronic media shall be maintained at the UTUIA home office.

All premiums and other receipts or funds shall be collected and deposited to the credit of the UTUIA in a federally-insured bank or other appropriate financial institution in the United States. The President and the Treasurer shall direct that the assets of the UTUIA be invested prudently and in accordance with Ohio Revised Code Section 3921.21 and any amendment thereto and the UTUIA investment policies, as may be amended from time to time, utilizing employees, outside investment managers and consultants, if needed. The Board of Directors shall review and approve the UTUIA investment policies and any amendment thereto.

ARTICLE 18

APPEALS

An owner of a certificate and/or claimant dissatisfied with the decision disapproving a claim for benefits in whole or in part may appeal such decision. Such appeal must first be made to the Director of Insurance (and must be made within sixty (60) days of the date of the disapproval of the claim for benefits) and, if such owner and/or claimant is not satisfied with the determination of the Director of Insurance (which determination must be in writing), to the Board of Directors, provided that appeal is received by the Board of Directors within sixty (60) days of the date of the written decision of the Director of Insurance. The owner of the certificate and/or claimant must exhaust all remedies by appeal, as provided in this Article 18, before resorting to any legal action.

PROCEDURE FOR APPEALS TO BOARD OF DIRECTORS

Appeals must be submitted in writing to the Chairperson of the Board of Directors and set forth the basis of the appeal together with any data, documents, affidavits, or other pertinent material to support the contentions of the appellant.

Appeals received at least thirty (30) days in advance of the regular scheduled meeting of the Board of Directors shall be considered at such meeting and a decision rendered thereon. All interested parties will be promptly furnished a copy of the decision.

Appeals not received at least thirty (30) days in advance of the date the Board of Directors is scheduled to meet will be held over and decided at the next regular session of the Board of Directors. Decisions of the Board of Directors shall be final and binding.
ARTICLE 19

ELIGIBILITY – OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS

Except as otherwise provided herein, any Benefit Member in good standing shall be eligible for election to as a member of the Board of Directors of the UTUIA; however, a member of the Board of Directors shall not be eligible to be elected as a delegate.

ARTICLE 20

DISTRICTS

For the purposes of administration and delegate representation to the Grand Convention, the Board of Directors shall create Districts by the affirmative vote of a majority of directors in office. Such Districts shall be set forth in a resolution and may be subject to further change by the Board of Directors as provided herein.

ARTICLE 21

DISTRICT OFFICERS

The officers of each District shall be a chairperson and a secretary who shall be appointed by the affirmative vote of a majority of the Board of Directors and who shall hold office at the pleasure of the Board of Directors. The District chairperson shall preside at meetings of the District, and perform such other duties as may be prescribed by the Board of Directors. The District secretary shall keep a record of District meetings, and perform such other duties as may be prescribed by the Board of Directors.

ARTICLE 22

LOCAL UNITS

Local Units (which shall have the meaning of the term “Lodge” as defined in Ohio Revised Code Section 3921.01(E) or any amendment thereto) of the UTUIA shall be created, organized, and operated in accordance with procedures established by the Board of Directors. Local Units must hold regular meetings at least once a month in furtherance of the purposes of the UTUIA and keep and retain records and minutes of each such meeting.
ARTICLE 23

DELEGATES TO GRAND CONVENTION

Each delegate or alternate to the Grand Convention must have been a UTUIA Benefit Member in good standing of the UTUIA, and held or owned a UTUIA insurance or financial product offered by the UTUIA, for a period of at least three (3) years prior to the date such person is elected as a delegate.

Each District shall be entitled to one delegate to the Grand Convention for that number of Benefit Members within such District as the Board of Directors shall determine by written resolution. Each District shall be entitled to at least one such delegate. Under no circumstances shall there be a number of delegates less than the number of delegates required by Ohio Revised Code Section 3921.04(A)(1) or any amendment thereto.

All delegates or their alternates shall hold office until a successor is selected and qualified.

ARTICLE 24

ELECTION OF DELEGATES

Prior to the quadrennial Grand Convention of the UTUIA, the Benefit Members, who at such time as determined by the Board of Directors own an insurance or financial product issued or sold by the UTUIA, shall vote for their District delegates and alternates to represent the UTUIA at the Grand Convention in accordance with procedures established by the Board of Directors. In the event that, in a District, the number of nominees to serve as delegates is equal to or less than the number of that District’s delegates to the Grand Convention, (i) those nominees shall be deemed elected by acclamation and (ii) the Board of Directors shall select the individuals necessary to fill the slate of delegates and the alternates for such District, which individuals shall be deemed elected by acclamation.

The Board of Directors shall determine the salary and expenses of delegates attending conventions.

ARTICLE 25

AMENDMENTS

Proposed amendments to this Constitution may be submitted by any District or by the President, at any time prior to 90 days before the Grand Convention begins.
All proposed amendments shall be submitted in writing to the Secretary and referred by him or her to the Board of Directors within ten (10) days of the Secretary’s receipt thereof. Each submission shall contain a clear and concise explanation of the proposed changes.

The Board of Directors shall convene at such location to be determined by the Chairperson of the Board of Directors during the year in which the Grand Convention is to be held for the purpose of considering all proposed amendments. The Board of Directors shall prepare a report which shall include all amendments referred to it for consideration. A copy of its report, including its recommendations of the proposed amendments to be considered at the Grand Convention, shall be submitted to each delegate before or at the Grand Convention.

At the Grand Convention, the directors and delegates shall consider, in their entirety, the proposed amendments recommended by the Board of Directors for consideration at such Grand Convention, and a two-thirds vote of the directors and delegates present shall be necessary to adopt such proposed amendments.

No amendment to this Constitution shall take effect until and unless approved by the Superintendent of the Ohio Department of Insurance, as required by Ohio Revised Code Section 3921.11(B) or any amendment thereto.

All amendments to this Constitution enacted in any manner under this Article 25 shall be codified, printed and sent to each member in a manner that complies with Ohio Revised Code Section 3921.11(C) or any amendment thereto.

AMENDMENT BY MAIL REFERENDUM

When any question of policy shall arise between Grand Conventions or any proposed change, alteration or amendment to the Constitution is suggested which, in the opinion of the Board of Directors, is of such importance and urgency that it should be submitted to the delegates, and when the calling of a special meeting is not deemed advisable, the proposal shall be submitted in writing by the Secretary to the current directors of the UTUIA and those delegates of the UTUIA who were entitled to vote at the last Grand Convention or special meeting of the Supreme Governing Body, within thirty (30) days after the action has been authorized by the Board of Directors and submitted to the Secretary.

When such directors and delegates shall have had an opportunity to consider the proposals they shall cast their votes and return them to the Secretary. If two-thirds of the persons voting are in favor of the proposal and such vote shall have occurred within six months of submission of the proposal to the directors and delegates, it shall have the same force and effect as an action adopted at a Grand Convention or special meeting of the Supreme Governing Body, and such proposal shall take effect on the date that the result is certified by the Secretary unless the proposal provides for a different effective date.
ARTICLE 27

FRATERNAL ACTIVITIES

The Board of Directors may provide for such benevolences and fraternal benefits or programs as it may deem necessary or as may be required under Chapter 3921 of the ORC or the Code. The President may appoint a fraternal coordinator who will work with the UTUIA officers and directors to review existing and proposed fraternal benefits for members of the UTUIA.

ARTICLE 28

FISCAL YEAR

The fiscal year of the UTUIA and all its subordinate bodies shall begin on the first day of January and end on the thirty-first day of December of the same year.