



CHARTER AND BY-LAWS OF THE UKRAINIAN NATIONAL ASSOCIATION, INC. (UNA)

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(with amendments approved at 40th UNA Convention, May 14, 2022)

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CHARTER (Articles of Incorporation) of the Ukrainian National Association, Inc.

I. Name

A. The name of the corporation is "UKRAINIAN NATIONAL ASSOCIATION, INC.," also known as "UNA, INC." and "UNA."

II. Purposes

A. The purposes for which this corporation was formed in 1894 are: to promote unity and social relations; to propound principles of benevolence and charity among Ukrainians and their descendants residing in the United States, Canada and elsewhere; to promote principles of a democratic society, U.S. and Canadian institutions and laws; to arrange and provide for their entertainment and amusement; to publish and circulate among them literary and educational publications and newspapers in the Ukrainian, English and other languages; to provide and maintain housing for its Members under such conditions and in such manner as may be provided by the By-Laws and rules of the Association and allowed by law; and to provide recreational, sports and cultural activities for its Members and their families.

B. The UNA (hereinafter the Association) is a fraternal service organization supported by sales of life insurance products to its Members. In addition, the Association is a financial services corporation selling life insurance-based annuities and other products to its Associate Members.

C. As an established fraternal benefit society and association of Americans and Canadians of Ukrainian descent, the Association shall serve not only as an accomplished insurance company, but also as the most inclusive possible community leadership and service organization. Wherever possible, the Association shall serve as a major proponent of Ukraine's culture, history and language, and in every regard shall support the aspirations of the Ukrainian people.

D. It shall also be the purpose of this corporation to provide various forms of insurance benefits as are legal for a fraternal benefit society to issue pursuant to the laws of the State of New Jersey and of any other state, province or country in which it is licensed to do business, for such sum and under such conditions and in such manner as the By-Laws and rules regulating the payment of death benefits may provide. The rules and By-Laws regulating the payment of death benefits herein provided, as well as all other matters, may from time to time be amended, modified, enlarged and otherwise changed in the manner provided in the By-Laws and allowed by law.

III. Organization

A. This Association shall consist of a General Assembly and such Branches and District Committees as may hereafter be established in accordance with the By-Laws and rules of the Association.

B. The General Assembly, Branches and District Committees may be composed of Members of this Association, resident in the State of New Jersey or in any other state, territory or possession of the United States, or province of Canada. This corporation, through its Corporate Board of Directors as defined in the By-Laws, shall have power to organize, establish and maintain in other states and territories in the United States and in its possessions and in the provinces of Canada, Branches and District Committees composed of Members of this Association, which may have their own officers, subject however, to the supervision and direction of the Corporate Board of Directors.

IV. Location

A. The location of the corporation's principal office shall be in the State of New Jersey. The agent therein, and in charge thereof, upon whom process against this corporation may be served is its Chief Operating Officer/National Secretary.

V. Leadership

A. The Corporate Board of Directors (CBD) shall be composed of the following:

1. Six (6) Directors
2. President/Chief Executive Officer (CEO)
3. Chief Operating Officer (COO)/National Secretary
4. Chief Financial Officer (CFO)/Treasurer
5. Immediate Past President

B. The Executive Officers shall be the President/CEO, COO/National Secretary and CFO/Treasurer.

C. The CBD shall appoint from among the Directors three (3) Trustees of the Association, who shall discharge their duties as circumstances warrant in matters concerning the Association's insolvency and/or devolution of its assets, in accordance with applicable laws and regulations pertaining to the Association. The Trustees shall serve a term concurrent with that of the CBD.

VI. General Assembly (GA)

A. The General Assembly shall consist of the Corporate Board of Directors, the Audit Committee, the Fraternal Advisory Board and Honorary Members.

B. All General Assembly Members, with the exception of the COO/National Secretary and the CFO/Treasurer, shall be elected by Members of the Association through their representatives, the Delegates at a Convention duly constituted in accordance with the By-Laws, which Convention may be held in the State of New Jersey, or in any other state of the United States, or in any province of Canada, or in any other place selected by the Corporate Board of Directors, or by mail or electronic means.

BY-LAWS of the Ukrainian National Association, Inc.

ARTICLE I. NAME, SEAL, ETC.

A. Name

The name of the corporation is “Ukrainian National Association, Inc.,” also known as “UNA, Inc.,” abbreviated “UNA” and herein referred to also as the “Association.” In Ukrainian, the corporation is known as “Український Народний Союз, Інк.” and “УНСоюз.”

B. Seal

The seal of the Association shall bear the inscription in both the Ukrainian and English languages and the year of its founding: “Ukrainian National Association, Inc. 1894.

Український Народний Союз, Інк.”

C. Logo

The official logo of the Association may be changed from time to time as adopted by the Corporate Board of Directors.

D. Purposes

The purposes of the Association are set forth in the appended (amended) Charter (Articles of Incorporation) of the Ukrainian National Association, Inc., which is made a part hereof.

E. Rules of Order

All meetings of the Association shall be conducted pursuant to the current edition of Robert’s Rules of Order.

F. Official Publications

The Official Publications of this Association are Svoboda and The Ukrainian Weekly.

ARTICLE II. DEFINITIONS

A. The Convention is the highest governing authority of the Association.

B. The General Assembly (GA) of the Association shall consist of the Corporate Board of Directors (CBD), the Audit Committee (AC), the Fraternal Advisory Board (FAB) and Honorary Members.

1. The CBD shall be composed of six (6) Directors, the three (3) Executive Officers – the President/CEO, the COO/National Secretary and the CFO/Treasurer – and the Immediate Past President (IPP). Between Conventions, the CBD is the highest governing body of the Association.

a) The Executive Officers are full-time employees of the Association, each being a professional in his respective field, and serve as the executive management of the Association. They are voting Directors on the CBD.

b) The Immediate Past President serves on the CBD in an advisory capacity (i.e., as a non-voting Director). The IPP shall be ineligible to serve on the CBD if his current engagement may cause a conflict of interest.

2. The AC shall be composed of three (3) Auditors.

3. The FAB shall be composed of six (6) Advisors, plus one (1) Director .

4. Honorary Members are those who held an office on the General Assembly for an aggregate of 20 (twenty) years or more and were honored with that designation upon a vote by the Convention.
5. These By-Laws shall serve as the governing document of the Association.
6. The Corporate Manual shall serve as the operations document of the Association.

ARTICLE III. CONVENTIONS

A. Legislative Powers

1. The authority and jurisdiction of the Convention shall be to:

a) Enact legislation necessary for the governance of the Association, including the enactment, revision, repeal and amendment of the By-Laws of the Association.

b) Execute all other acts necessary to accomplish the objectives of the Association as permitted by the laws of the states and provinces where the Association is licensed to do business, all in compliance with regulatory requirements.

c) Act on the reports of General Assembly (GA) Members.

d) Elect the GA, as prescribed by the By-Laws, as follows:

(i) Seven (7) members of the Corporate Board of Directors (CBD): President/CEO and six (6) Directors. (The remaining CBD Members, the Chief Operating Officer (COO)/National Secretary and the Chief Financial Officer (CFO)/Treasurer, shall be

appointed by the CBD);

(ii) Three (3) Members of the Audit Committee (AC); and

(iii) Six (6) Members of the Fraternal Advisory Board (FAB).

e) Act upon such resolutions and recommendations as may be introduced for the well-being of the Association.

f) Reaffirm, revise, supplement or modify the determinations of the lower tribunals on appeals, in accordance with these By-Laws.

B. Time and Place of Holding, Quorum

1. Subject to applicable statutory requirements, Regular Conventions shall be held once in every four calendar years in the month of May at a time and a place designated by the CBD, due notice of which shall be given to the Branches at least 120 (one hundred twenty) days before the date fixed. The Convention announcement shall be published concurrently in the Official Publications of the Association.

2. A majority of the duly elected and qualified Delegates attending the Convention shall constitute a quorum for the transaction of most business, but a lesser number may convene from session to session.

3. Special Conventions may be called as hereinafter prescribed upon 60 (sixty) days' notice to the Branches, or such notice as is required by law.

4. The CBD shall issue a call for a Special Convention, stating therein the time, place and purpose of holding the same, upon petition of two-thirds of all Branches; or upon a supermajority vote – nine (9) votes out of 12 (twelve) of the CBD and the AC if, in their opinion, the financial well-being or stability of the Association is threatened; or upon a supermajority vote – seven (7) votes out of nine (9) – of the Directors of the CBD.

5. At least 60 (sixty) days shall elapse between the mailing and/or electronic notification of the call and the date of the Special Convention. The Special Convention shall consist of Members of the GA and the Delegates to the preceding Convention.

6. To the extent permitted by law, questions and resolutions requiring approval by a Convention may be considered and voted upon between Regular Conventions by mail, or by electronic means, with such decision having the same force and effect as if a Special Convention had been convened. The Members of the GA and Delegates to the preceding Convention shall have the right to vote on such questions and resolutions, and their votes shall be counted by an independent teller, who shall report to the AC.

C. Delegates

1. Number of Delegates and Voting Powers

a) Every duly established Branch in good standing in the Association shall be entitled to send a Delegate(s) to the Convention, as provided for in the Corporate Manual.

2. Proxies

a) There shall be no proxy voting by any Delegate at the Convention. Votes by Delegates shall be cast in person only by the Delegates.

3. Qualifications

a) A Member shall be eligible for election to a seat as a Delegate to a Convention if he: is of Ukrainian or other Slavic heritage, or any person related through marriage to such a person of Ukrainian or other Slavic heritage; is an American or Canadian

citizen, or a permanent resident of the U.S. or Canada; is proficient in the English language; has been a Member in good standing Association and of the Branch which he is to represent for a period of not less than one (1) year and has paid dues to the Fraternal Fund for a period of not less than six (6) months preceding the first day of the Convention to which he is elected; is over 18 (eighteen) years of age; possesses all the qualifications for becoming an officer of the Branch; shall have manifested active participation in organizational and promotional work for the Association; and shall not have a felony conviction of record.

b) Any Member who, at the time of the election or at the time of his seating as such Delegate, is an officer of any other fraternal benefit life insurance organization or association, or any branch thereof; or who solicits or sells life insurance for any other fraternal insurance company; or who at any time, unjustifiably or maliciously, has instituted or caused to be instituted any suit, action or proceeding against the Association and/or its subsidiaries, either on his own behalf or on behalf of any other Member, shall be ineligible to serve as a Delegate, or to serve in any other official capacity with the Association.

c) No Director of the CBD, Auditor of the AC or Advisor of the FAB shall be eligible to serve as a Delegate of any Branch, however, these persons shall have the right to debate and vote on all matters at the Convention.

4. Election and Reports

a) When the CBD issues a call for a Regular Convention, within 60 (sixty) days from the date of call, at a regular meeting, each Branch shall elect the number of Delegates and Alternate Delegates to which said Branch may be entitled as herein provided.

b) Nominations for election of Convention Delegates shall be received from the floor or by electronic means as prescribed in the Association's Corporate Manual, and all candidates shall be presented to the membership for a vote. The candidate(s) receiving the highest number of votes shall be elected as Delegate(s). Alternate Delegates shall be elected by separate vote in the same manner. All tie votes involving Delegates or

Alternate Delegates shall be immediately resolved by another ballot for the candidates involved. Every Member shall be entitled to one vote for each Delegate and Alternate Delegate authorized to the Branch. No vote by proxy shall be allowed.

c) Within 10 (ten) days from the time of the elections, and not later than 60 (sixty) days prior to the Convention, the Branch shall submit to the COO for approval by the CBD the Credentials Form, listing the names of such elected Delegates and Alternate Delegates. Any Branch failing to comply herewith shall be deemed as having forfeited its right to representation and voting at the Convention, except for good cause, such as may be determined by the CBD. Good cause shall be defined as the inability of Branch officers to comply in a timely fashion for demonstrable reasons beyond their control.

d) If a Delegate is unable to attend a Convention, an Alternate Delegate shall be seated in his place, and shall remain so seated for the balance of the Convention. If a Branch has more than one Delegate, the seats of the absent Delegates shall be occupied by Alternate Delegates in the order of the number of votes each person had received, respectively, in the election.

5. Credentials of Delegates

a) Although duly qualified and elected by the Branch, no person shall be seated as a Delegate or Alternate Delegate until his credentials have been approved by the CBD.

b) At least 30 (thirty) days prior to the opening of the Convention, the CBD shall ascertain the qualification of each such elected Delegate and Alternate Delegate and shall have the names of all approved Delegates and Alternate Delegates published in the Official Publications of the Association. In the event of the rejection of a Delegate, the Alternate Delegate, if qualified, shall serve for his Branch as Delegate.

c) If both the Delegate and the Alternate Delegate are not approved, then the Branch shall be notified forthwith; whereupon, within 10 (ten) days from such notification, the Branch shall hold a Special Meeting to elect some other Members as Delegate and Alternate Delegate to take the place of the persons who were not approved. Also, a

new Credentials Form, reflecting such Special Election results, shall be submitted to the COO. The Delegate and Alternate Delegate newly elected at the Special Meeting, likewise, shall be subject to approval by the CBD, which shall retain such authority until, and throughout, the Convention.

d) Duly elected and approved Delegates and Alternate Delegates shall serve not only at the next Regular but also at any subsequent Special Convention following the Regular Convention, and until such time as their successor Delegates and Alternate Delegates to the next Regular Convention have been elected and approved.

6. Expenses of Delegates

a) The travel expenses to and from the Convention of Delegates and Alternate Delegates, and Members and Honorary Members of the GA shall be paid by the Association, in addition to a per diem.

7. Programs and Committees at the Convention

a) At least 30 (thirty) days prior to the Convention, the CBD shall prepare a program for the Convention, have it published in the Official Publications of the Association, and appoint the Convention Committees, as provided for in the Corporate Manual.

b) Every Convention Committee shall have its specified duties, as provided for in the Corporate Manual.

ARTICLE IV. QUALIFICATIONS, ELECTION AND TERMS OF OFFICERS

A. General Qualifications for General Assembly (GA)

1. Any Member in good standing of the Association (as provided for in the Corporate Manual) who is over the age of 21 (twenty-one) at the time of the Convention or election; resides in a state or province where the Association is licensed to do business; and is a U.S. or Canadian citizen shall be eligible to run for election to any office of the GA of the Association unless proscribed otherwise by these By-Laws.
2. Employees of the Association may run for election for positions on the CBD or the AC. However, upon election, such persons may not remain in their employee positions. Employees of the Association may run for election to the FAB but, upon election, shall not be required to leave their employee positions.
3. No close relatives, such as spouse, child, grandchild, grandparent, sibling, whether natural, adopted or otherwise, may serve at the same time on the CBD and/or AC.
4. No Member of the GA shall have a felony conviction of record.

B. Qualifications for Corporate Board of Directors (CBD)

1. The CBD shall:

- a) Establish recommended minimum suitability criteria for prospective Directors, such as educational background, and job and relevant industry experience.
- b) These criteria shall be based on, and relevant to, the complexity and magnitude of the respective offices, and the business and affairs of the Association.

c) These suitability criteria shall be included in the Association's Corporate Manual and may be changed according to the future needs of the Association.

C. Qualifications for Executive Officers (President/CEO, COO/National Secretary, CFO/Treasurer)

1. The Executive Officers shall have corporate management experience relevant to the position and industry. At least one of the Executive Officers of UNA shall have prior or current professional experience working in the life and/or health insurance industry, specifically in underwriting, claims management, financial reporting, or regulatory compliance.

2. The CBD shall establish such appropriate suitability criteria for Executive Officers, and they shall be included in the Association's Corporate Manual.

D. Qualifications for Audit Committee (AC)

1. Auditors shall have sufficient expertise and professional knowledge to review and comprehend the financial aspects of the Association.

2. At least one member of the Audit Committee must be a financial expert having accounting or related financial management experience.

3. All Auditors shall be sufficiently financially literate.

4. The CBD shall establish such appropriate suitability criteria for Auditors, and they shall be included in the Association's Corporate Manual.

E. Qualifications for Fraternal Advisory Board (FAB)

1. To become a Member (Advisor) of the FAB, a Member of the Association, at a minimum, must have demonstrated prior active participation in the activities of the Association.
2. The CBD shall establish appropriate suitability criteria for Advisors, and they shall be included in the Association's Corporate Manual.

F. Term of Office for Elected GA Members

1. The term of office for all elected GA Members is four (4) years, commencing on July 1 (first day of July) following the Convention at which they were elected.

G. Bonds and Indemnifications

1. The Association shall carry bonds and insurance indemnifying all CBD Members and whatever other positions require such indemnification, as determined by the CBD, and consistent with the requirements of law. The premium for these bonds shall be paid by the Association.
2. The Association shall indemnify to the extent permitted by the laws of the State of New Jersey any person who is, or was, a Director, Trustee, Officer, Auditor, Advisor or employee against liability for acts or omissions in the performance of their duties.
3. The Association shall also indemnify any person who is, or was, serving at the request of the Association as a director, officer, trustee, auditor, advisor of another corporation, partnership, joint venture of any other enterprise or any other Director, Officer, Auditor, Advisor or employee of the Association who was, or is, serving in a

fiduciary capacity against liability for acts or omissions in the performance of his duties on behalf of the Association.

ARTICLE V. POLICIES FOR PROTECTION OF THE ASSOCIATION

1. To protect the interests of the Association and its Members, the CBD shall create various corporate policies and ensure their strict implementation at all times.
2. Such policies may include a Code of Ethics and Conduct, Conflict of Interest Policy, Confidentiality Policy, Good Governance and Best Practices Policy, and others, as may be needed.
3. Such policies shall be reviewed periodically by the CBD and included in the Corporate Manual.

ARTICLE VI. POWERS OF GENERAL ASSEMBLY BODIES

A. Corporate Board of Directors (CBD)

1. The CBD shall develop and monitor implementation of all corporate policies in a professional manner consistent with the mission of the Association, as defined by its Charter, By-Laws and Corporate Manual.
2. All executive powers, except as otherwise specifically provided in these By-Laws, shall be vested in the CBD, which shall have the power to implement the objectives of the Association by a majority vote. All Directors, with the exception of the IPP, have voting power.

3. The CBD is the sole entity authorized to create and monitor the policies of the Association and is subject to review by a Convention.

4. The work of the CBD shall be done mainly by its Committees, both Standing and Ad Hoc, to which it shall appoint members. The CBD may appoint various Standing and Ad Hoc Committees as it deems necessary.

5. The CBD shall retain such outside expert consultants as may be necessary to fulfill certain necessary duties and responsibilities.

6. The CBD shall appoint the COO and the CFO at its first meeting following its election at the Convention, and no later than July 1 (first day of July) of the same year. In the event that either the COO or the CFO cannot be appointed by July 1, the CBD may appoint an interim Officer for a period of no more than 180 (one hundred eighty) days following the Convention. The IPP, who otherwise serves as a Director in a non-voting advisory capacity, in the sole instance when a vote needs to be cast to resolve a tie concerning appointment of the COO and/or the CFO, shall be the Director authorized to cast such a vote.

7. The CBD shall establish reasonable executive compensation, including benefits and pensions, for Executive Officers and for Directors, as required. A Director whose compensation is being considered shall recuse himself from voting on the matter.

8. The CBD shall constitute the tribunal for resolution of all disputes pertaining to the Association, including those referred to it by Branches, District Committees or individual Members.

9. The CBD shall manage all the affairs of the Association.

10. In the event of a vacancy in the office of the CEO, and/or the COO, and/or the CFO:

a) A Leadership Succession Plan shall be implemented whereby:

(i) Within two (2) business days of such vacancy occurring, another Executive Officer shall immediately be appointed by the CBD to fill such vacancy on an interim basis for a period of no more than six (6) months.

(ii) At the same time, the CBD shall charge the Nominations Committee to commence a search, and to recommend a suitable candidate(s) for the open position(s).

(iii) The CBD shall then elect the most qualified candidate(s) to serve for each vacancy until the next Convention.

(iv) In the event of other vacancies on the General Assembly, whether on the CBD, the AC or the FAB, the CBD shall appoint within two (2) business days a qualified Member of the Association to fill such vacancy on an interim basis. At the same time, the CBD shall charge the Nominations Committee to commence a search and, within 60 (sixty) days, to recommend a suitable candidate(s) for the open position(s). The CBD shall then elect the most qualified candidate(s) to serve until the next Convention.

11. At its first Organizational Meeting following the Convention, the newly elected CBD shall appoint a Chairperson of the Board (COB) for a one-year term.

a. The term of office of the COB may be extended for up to three (3) additional one-year terms.

b. The COB shall be appointed from among any of the voting Directors of the CBD.

B. Standing Committees of the CBD

1. The Corporate Board of Directors shall appoint the following Standing Committees, and determine their respective duties:

- a) Finance Committee,
- b) Governance and Compliance Committee,
- c) Nominations Committee,
- d) By-Laws Committee,
- e) Canada Committee, and
- f) Publications Committee.

C. Audit Committee (AC)

1. The AC shall be responsible for internal review of the Association's finances, management and operations.

2. The AC shall appoint and retain the independent auditor for the Association. Should the AC fail to do so by September 30th of the year for which an audit is to be conducted, then the President/CEO or CFO/Treasurer shall be authorized to appoint and retain the independent auditor, followed by which the COB shall be notified accordingly.

3. The AC at all times shall remain independent of the CBD and shall not be involved either in policymaking or any management activities of the Association.

4. The Auditors shall elect a chairperson of the AC from among themselves.

5. The chairperson of the AC, or a member of this Committee so designated by the chairperson for such purpose may, at the invitation of the CEO or the Chairperson of the Board, or by request, take part in meetings of the CBD, but only as an observer, in accord with prevailing corporate good governance and best practices.

D. Fraternal Advisory Board (FAB)

1. The FAB shall serve as a key advisory body to the CBD. Advisors shall make recommendations for nationwide fraternal outreach activities. They shall assist the Association's outreach presence by promoting social, cultural, educational, charitable and other fraternal activities.

2. A Director of the CBD shall be also a member of the FAB.

3. The FAB shall elect a chairperson from among its members.

E. Frequency of Meetings

1. The CBD shall meet at least six (6) times per year and shall be convened by the Chairperson of the Board.

a) Special Meetings may be called upon written request of no fewer than four (4) Directors of the CBD.

b) The COO shall provide each Director with five (5) days' notice of each meeting.

2. The AC shall meet at least quarterly.

3. The FAB shall convene at least semiannually.

4. The GA shall meet at least annually.

F. Compensation

1. Members of the GA attending meetings of the GA, or when engaged in service authorized by the CBD, shall be paid a per diem and/or stipend and have their travel expenses reimbursed in a manner authorized annually by the CBD.

ARTICLE VII. DUTIES OF GENERAL ASSEMBLY MEMBERS

A. Corporate Board of Directors (CBD)

1. Directors of the CBD shall take part in all Conventions, meetings of the GA, and all regular and special sessions of the Corporate Board and must attend at least 75 (seventy-five) percent of all meetings.
2. Directors of the CBD shall submit timely written reports of their activities at CBD meetings, meetings of the GA and at the Convention.
3. The CBD shall prepare an annual report covering financial and overall corporate performance, including reports of the Executive Officers, and shall make the annual report available to Members of the Association.
4. The CBD shall appoint the COO and the CFO by majority vote at the first Organizational Meeting of the newly elected CBD, which shall be held, whenever possible, immediately after the close of the election session at the Convention, but no later than July 1 following the Convention.

5. The CBD shall conduct an annual self-assessment based on its quarterly and annual performance benchmarks and goals.

6. The CBD, all its Committees, the AC and the FAB shall designate a recording secretary for every meeting, and Minutes, to be written in English, of every such meeting shall be submitted no later than five (5) business days afterwards to the CEO for his review, and then submitted to the CBD.

7. Every Standing Committee shall have a charter to describe its powers and responsibilities, as provided for in the Corporate Manual, and it shall conduct its activities in accordance with procedures detailed in the Corporate Manual.

B. President/CEO

1. The President shall serve as the Chief Executive Officer (CEO) and official representative of the Association.
2. The CEO shall enforce the Law of the Association and perform such executive duties as the By-Laws and rules of the Association may require.
3. The CEO shall have general supervision and direction of the day-to-day business affairs of the Association and shall perform all duties incident to the position.
4. In addition, the CEO shall fulfill all duties as outlined in the Corporate Manual, as determined by the CBD.

C. COO/National Secretary

1. The National Secretary shall serve as Chief Operating Officer (COO) of the Association.
2. The COO shall manage the insurance operations of the Association.
3. The COO shall oversee and develop fraternal and membership benefits.
4. The COO shall direct all sales and marketing initiatives, and agent-Branch Secretary relations.
5. The COO shall serve as the custodian of the official documents of the Association, including, but not limited to, the official seal, records of policies issued, the Charter, By-Laws and Corporate Manual as amended, Minutes of all Conventions, and all GA, CBD, AC, FAB and Committee meetings.
6. The COO shall serve as the Freedom of Information Act (FOIA) officer of the Association.
7. In addition, the COO shall fulfill all duties as outlined in the Corporate Manual, as determined by the CBD.

D. CFO/Treasurer

1. The Treasurer shall serve as the Chief Financial Officer (CFO) of the Association.
2. The CFO shall be responsible for the financial affairs of the Association, including financial planning, management of financial risks, budget management, financial analyses and forecasting, financial record-keeping, investments and overall portfolio management.
3. The CFO shall work collaboratively with the CEO and the COO in managing the day-to-day operations of the Association.
4. As authorized by the CBD, the CFO may sell any securities or property.
5. In addition, the CFO shall fulfill all duties as outlined in the Corporate Manual, as determined by the CBD.

E. Directors

1. Each Director shall serve on at least two Standing Committees of the CBD.
2. Directors shall assume specific duties and responsibilities as determined by the CBD.

F. Immediate Past President (IPP)

1. The Immediate Past President (IPP) shall:

- a) Serve as a Director of CBD in a non-voting advisory capacity, and
- b) Participate in CBD deliberations to help guide the CBD with the benefit of his unique institutional wisdom and expertise as a Past President of the Association.

G. Chairperson of the Board (COB)

1. The COB shall be responsible for:

- a) Establishing an efficient and effective schedule of meetings and activities of the CBD, its Committees and the FAB,
- b) Monitoring and coordinating the activities of the CBD, as necessary, and
- c) Coordinating corporate communications.

H. Standing Committees of the Corporate Board of Directors (CBD)

1. The duties of the Standing Committees of the CBD are as follows:

(a) The Finance Committee shall:

- (i) Review and conduct ongoing oversight of the Association's financial and capital conditions.
- (ii) Develop and monitor all fiscal aspects of the corporate operations of the Association with the goal of helping the Association achieve its maximum financial potential as an effective community-based fraternal benefit society.
- (iii) Consist of five (5) members, including at least one (1) Director, one (1) of whom shall be the CFO, and include Members of the Association.
- (iv) Have among its Members at least two (2) persons who have demonstrated advanced fiscal literacy and financial industry experience.
- (v) Elect a chairperson from among its members.

(b) The Governance and Compliance Committee shall:

- (i) Assist the CBD in all aspects of creating and maintaining the Association's Good Governance and Best Practices protocols so as to safeguard the sustainability of the

Association as a successful and flourishing fraternal benefit society, and also to ensure that all corporate operations are in full compliance with the law, and industry requirements and standards.

(ii) Consist of five (5) members, at least one (1) of whom shall be a Director, and include Members of the Association.

(iii) Elect a chairperson from among its members.

(c) The Nominations Committee shall:

(i) Search for qualified and suitable candidates to stand for election (or appointment) to any office in the Association.

(ii) Receive the applications, together with the attached resumes and other supporting documentation (“Completed Application”), from all interested candidates for offices in the Association.

(iii) The chairperson of the Committee shall receive all Completed Applications from candidates seeking any office in the Association.

(iv) Only Completed Applications, containing all essential data and supporting documentation, as required by the CBD, may be accepted and considered by the Committee.

(v) Accept the submitted Completed Application from all candidates no later than 90 (ninety) days before the opening session of the Convention.

(vi) Evaluate and vet each candidate based on the person’s verified suitability, in accord with regulatory guidelines, as provided for in the By-Laws and the Corporate Manual of the Association.

(vii) Select suitable nominees for all offices in the Association, including members of the CBD, the AC and the FAB.

(viii) Present its recommendation of such nominees to the CBD for review 60 (sixty) days before the Convention.

(ix) In the event of disqualification or disability, death or resignation of any elected or appointed Executive Officer (CEO, COO or CFO), Director, Auditor or Advisor, within two (2) business days following the occurrence of such vacancy, the Nominations Committee shall:

/aa/ Commence the search for a suitable candidate(s) to fill said vacancy/ies;

and,

/bb/ Recommend the candidate(s) for the open position(s) to the CBD;
whereupon,

/cc/ The CBD then shall fill the said vacancy by appointment until the next Convention.

(x) The Nominations Committee shall consist of five (5) members, at least one (1) of whom shall be a Director, and include Members of the Association.

(xi) The Nominations Committee shall elect a chairperson from among its members.

(d) The By-Laws Committee shall:

(i) Assist the CBD in maximizing the effectiveness of the Association through its ongoing analysis of the Association's Charter, By-Laws and Corporate Manual, and the drafting of proposed amendments to these documents, all in compliance with the law.

(ii) Advise the CBD and Association Members through their Delegates at Conventions about the necessity, from time to time, of amending the By-Laws of the Association as needed.

(iii) Meet no later than 180 (one hundred eighty) days before the Convention to review the By-Laws to properly assess whether any revisions to be proposed to the Convention may be warranted; whereupon, the By-Laws Committee may offer any such revisions of its own accord, or those as may be duly submitted in a timely manner by other Members of the Association.

(iv) Consist of five (5) members, at least one (1) of whom shall be a Director, and include Members of the Association.


(v) Elect a chairperson from among its members.

(e) The Canada Committee shall:

- (i) Assist the CBD in addressing Canadian policyholders' concerns.
- (ii) Assist the CBD in developing fraternal programs for Members of the Association in Canada.
- (iii) Convene meetings as often as deemed necessary, but at least semiannually.
- (iv) Consist of five members, at least one (1) of whom shall be a Director, and include Members of the Association, at least one (1) of whom shall be from Canada.
- (v) Elect a chairperson from among its members.

(f) The Publications Committee shall:

- (i) Assist and advise the CBD on the direction and development of communications via the Association's Official Publications with the Association's members and the Ukrainian community at large.
- (ii) Advise the CBD on financial and operational conditions that require executive action(s).
- (iii) Work with the editorial and administrative staffs of the Official Publications to support the function and mission of the publications in sustaining community awareness and promoting the Association's fraternal activity.



(iii) Work with the Fraternal Advisory Board to develop and implement a strategic approach for membership outreach and for increasing membership in the Association.

(iv) Convene meetings as often as deemed necessary, but at least quarterly.

(v) Consist of five (5) members, including at least one (1) Director, the editor-in-chief of the Official Publications and Members of the Association.

(vi) Elect a chairperson from among its members.

(g) The Audit Committee (AC) shall:

(i) Meet as often as it shall deem necessary, but at least quarterly to review:

/aa/ financial reports, filings and processes;

/bb/ the enterprise risk management program; and

/cc/ the independent audit processes.

(ii) Accept complaints from Members, as filed against Officers or other Members of the Association; whereupon, the AC shall review such complaints and shall submit its findings to the COB for further action, in accordance with the Dispute Resolution Process established by the Association and outlined in the Corporate Manual.

(iii) Ascertain whether mandates of the past Convention and/or CBD meetings have been implemented.

(iv) Submit a full report of its investigation and findings to the CBD, and then submit a summary report of such full report to the annual session of the GA.

(v) Submit a full written report to the next Regular Convention of all its investigations and findings having been made during the time between Conventions.

(vi) Retain the independent auditor for the Association, and then present his findings to the CBD. Should the AC fail to retain the independent auditor by September 30th of the year for which an audit is to be conducted, then the President/CEO or CFO/Treasurer shall be authorized to retain the independent auditor, followed by which the COB shall be notified accordingly. The CFO/Treasurer shall thereafter be responsible for presenting the independent auditor's findings to the CBD, on a timely basis.

(vii) Have each AC Member fulfill all his duties as outlined in the job description for the position, per requirements established by the CBD and on file in the Home Office.

(viii) Elect a chairperson from among its members.

(h) The Fraternal Advisory Board (FAB) shall:

(i) Serve the essential needs of the Association to provide as broad a spectrum as possible of various fraternal association outreach services and benefits for Members.

(ii) Serve as a key resource for the CBD, and for the Association as a whole, concerning input and advice about the fraternal benefit needs of the Members of the Association.

(iii) Participate in all Conventions and in all sessions of the GA.

(iv) Submit individual written reports by FAB Members to the annual GA meeting and to the Convention.

(v) Meet at least semiannually.

(vi) Elect a chairperson from among its members.

(i) Honorary Members of the General Assembly shall:

(i) Have all the rights of Convention Delegates, however, without the right to be elected as Delegates to the Convention.

(ii) Not have the right to be elected to office in the Association; an Honorary Member is precluded from running for office, even in the event of resignation from Honorary Membership.

- (ii) Have the right to participate in GA meetings, but only in an advisory capacity.

ARTICLE VIII. TRANSFER OF PROPERTY

1. All General Assembly officers shall, at the end of the term for which they are elected or appointed, or upon an earlier termination thereof, deliver to their successors or a committee appointed for that purpose all moneys, books, papers, securities and other property of the Association that may have come into their possession, except such as may have been legally disposed of.

ARTICLE IX. DISPUTE RESOLUTION PROCESS OF THE ASSOCIATION, REMOVAL AND SUSPENSION OF OFFICERS AND MEMBERS

1. In the event of a dispute, the Association shall conduct a Dispute Resolution Proceeding, as provided for in the Corporate Manual.

2. Any Officer of the General Assembly may be suspended or removed from office for cause. A supermajority vote by the CBD shall be required.

3. Grounds for such removal or suspension shall be any act of malfeasance, misfeasance or nonfeasance in office, as well as any other act, word or deed unbecoming the dignity of an Officer and/or detrimental to the best interests of the Association.

4. The procedures for removal or suspension for cause of an Officer or Member of the Association are provided for in the Corporate Manual.

ARTICLE X. CORPORATE BOARD OF DIRECTORS (CBD)

A. Composition, Meetings

1. At all meetings:

a) A quorum of the CBD consisting of nine (9) Directors present shall require five (5) Directors to carry a motion by a simple majority of the votes.

b) If a supermajority vote is required on a particular motion, then with nine (9) Directors present, seven (7) Directors present shall constitute such a supermajority.

c) A CBD meeting consisting of fewer than nine (9) Directors present shall require one vote more than 50 (fifty) percent of Directors present for a simple majority.

d) A CBD meeting consisting of fewer than nine (9) Directors shall require one vote fewer than the number of Directors present to carry a motion requiring a supermajority vote.

e) As a non-voting Director of the CBD, the IPP shall not be counted toward any required quorum.

f) CBD meetings may be held by videoconference or by any other appropriate alternate electronic means, as permitted by law, and as approved in advance by a majority vote of the CBD.

2. Powers and Duties

a) The Directors of the CBD shall:

(i) Have all the rights and powers conferred by the statutes of the State of New Jersey upon the directors of a corporation, particularly those powers vested in directors and/or trustees by an Act titled "To Incorporate Associations not for Pecuniary Profits" of the State of New Jersey under which this Association is organized, and under Title 17:44B-1, *et seq.*, to which this Association is subject and the supplements thereto and the amendments thereof; and also

(ii) Have such other powers as are conferred upon them by law, and by the Charter, By-Laws and Corporate Manual of the Association.

b) The CBD shall enjoy all the rights and powers as may be conferred by any of the other states and territories of the United States and provinces of Canada where the Association may conduct business, provided that no such rights and powers shall be inconsistent in substantive measure with the laws and regulations of New Jersey, which is the legal domiciliary state of jurisdiction of the Association.

c) All Directors, whether elected or appointed, shall be accountable to the CBD.

d) The issue of determining the appropriateness of a legal venue for cause, other than New Jersey, with respect to a specific right or power of the CBD, shall be determined by the CBD based on a written legal opinion of the general counsel of record of the Association.

e) The CBD shall have charge of, and shall manage, the affairs and the property of the Association, and direct the policy of the Association; and, to the extent permitted by the laws of the State of New Jersey, may exercise any and all of the Association's corporate powers, with two exceptions.

f) Such exceptions are that the CBD shall not have the power to:

(i) Repeal or amend any enactments of the Convention, other than to correct errors or omissions of a necessary technical nature; nor

(ii) Exercise any power specifically to be exercised by any other persons or entities.

g) In all its actions, the CBD shall comply with the laws, regulatory rulings and industry requirements having the effect of law in any state, province or country where the Association is licensed to conduct business, and the governing documents and protocols of the Association.

h) The CBD shall:

(i) Establish policies and issue directives for Branches, District Committees and all other units of the Association in order to ensure regulatory compliance.

(ii) Have the sole power to:

/aa/ Organize and admit new Branches and District Committees.

/bb/ Suspend or remove from office, with cause, Branch or District Committee Officers.

/cc/ Replace or appoint such Officers of the Association when necessary.

/dd/ Establish reporting requirements for Branches and District Committees.

/ee/ In the event of the dissolution of a Branch or District Committee, approve the disposition of any assets to assure compliance with the law.

/ff/ Given the approval of the Actuary of record of the Association, waive payment of contributions or assessments on any form of certificate issued by the Association, or authorize the payment of dividends to Members.

/gg/ Invest and reinvest the various funds of the Association in such securities or investments as may be authorized by the statutes and laws of the State of New Jersey regulating investments of fraternal benefit societies.

/hh/ Sell or otherwise dispose of any of the said securities, real estate or other property of the Association upon such terms and upon such conditions as the majority of the CBD shall deem the best interests of the Association.

/ii/ Fix rates of interest on mortgages of the Association.

/jj/ Make any other such legal and prudent fiscal decisions benefitting the Association.

i) The CBD may direct the CFO to transfer and deliver securities and other assets of the Association as collateral security for loans negotiated or authorized by the CBD.

j) The safekeeping of all securities shall be the responsibility vested in the CFO and the CEO.

k) The CBD, at any time it may deem expedient, shall have the right to issue such new forms of certificates, and the costs and fees therefor, as in their judgment seem proper, provided that any such new forms of certificates are authorized to be issued under the laws of the states and provinces where the Association transacts business in due course.

l) Whenever required to comply with contract provisions or with the insurance laws or regulations of the states or provinces where the Association transacts business, the CBD shall have the power to:

(i) Amend or endorse the certificates or provisions thereof.

(ii) Effect transfers among the funds of the Association.

(iii) Correct any error or omission in the Laws and By-Laws of the Association pertaining thereto. If any such action shall materially affect the rights or benefits of Members, in such case all affected Members shall be so notified.

3. Depositories

a) The CBD shall select the depositories in which the CFO shall deposit the funds of the Association.

b) Funds shall be deposited only in such banks, credit unions, trust companies or financial institutions that are either members of the Federal Reserve System, or otherwise federally insured, and also meet the statutory minimum capital and surplus requirements.

ARTICLE XI. BRANCHES AND DISTRICT COMMITTEES

1. A Branch is a subordinate body of the Association with limited jurisdiction possessing only those powers, privileges and duties as may be conferred by Title 17:44B-1, *et seq.*, of the New Jersey Statutes Annotated, the Charter of the Association, its By-Laws, the Corporate Manual's Chapter on Branches, by the Convention and the General Assembly.

2. Each Branch shall hold annual meetings, and otherwise shall operate in accord with these By-Laws and the Corporate Manual.

3. The CBD may create regional bodies of Branches, called District Committees, to improve the coordination of fraternal, cultural and organizational activities in each geographical area served by the Association, as provided in the Corporate Manual's Chapter on District Committees and, given input from the FAB, concerning all such fraternal benefit-related decisions of the Association.

ARTICLE XII. GENERAL MEMBERSHIP AND DUTIES

A. Qualifications

1. Any person of Ukrainian or other Slavic heritage, or any person related through marriage to such a person of Ukrainian or other Slavic heritage; in good health; shall be eligible for membership in this Association, as provided for in the Corporate Manual.

B. Classes of Membership

1. There shall be the following classes of membership:

- a) Benefit Member,
- b) Senior Social Member,
- c) Youth Member, and
- d) Associate Member.

C. Member in Good Standing

1. A member in good standing, as provided for in the Corporate Manual, shall be eligible for a range of membership benefits.

D. Application and Admission of Members

1. Application shall be made on a form prescribed by the CBD and accompanied by any such evidence as required by the CBD in compliance with regulatory requirements.

E. Applicant Indebted to the Association

1. An applicant for membership who, at the time of his application shall be indebted to a Branch or to the Association for dues, assessments, advancements or for any other matter, shall not be admitted or re-admitted as a member in good standing of the Association until such indebtedness shall have been liquidated.

F. Duties of Members

1. The paramount duty of a Member is to:

a) Acquaint himself with, and in all respects adhere to, the By-Laws and all requirements of the Association;

b) Be loyal to the Association;

c) Display a spirit of fraternity toward every other Member of his Branch and the Association; and

d) Attend meetings of his Branch and/or District Committee as often as possible.

G. Penalties Against Members

1. If any Member shall be suspended or expelled from the Association for any reason other than nonpayment of the required contributions or within the contestable period for material misrepresentations in the application for membership, the Member shall have the privilege of maintaining his insurance in force by continuing to pay the required contributions and any such other payments or assessments as may be required of other Members holding insurance certificates of the same class.

H. Appeal

1. Any Member feeling aggrieved by any action of the Branch and/or District Committee may appeal for relief to the CBD, whose decision shall be final.

2. The appeal shall be brought in such form and manner as prescribed in the Corporate Manual's Chapter on Branches, but the mere taking of the appeal shall not affect or suspend the decision or matter in question unless so ordered by the CBD.

I. Transfer of Suspended Member to a Merged Branch

1. A Member of either of the merged Branches who is under suspension at the time of merging, may apply to the merged Branch for reinstatement in accordance with the provisions of the Laws of the Association.

ARTICLE XIII. MISCELLANEOUS PROVISIONS

A. Certificate Provisions and Benefits

1. The Association sells a variety of life insurance-based products, as listed in the Corporate Manual.

2. The various certificates issued by the Association for these products shall contain such provisions and benefits, not inconsistent with the By-Laws, as are deemed proper by the CBD, and which comply with the laws of the states where the Association conducts business.

3. The By-Laws and all rules of the Association, including any of the privileges or conditions of membership in the Association that may be attached thereto, or embodied or deemed to be embodied in any certificate, shall comport with the applicable laws and regulations of all jurisdictions where the Association conducts business, notwithstanding any provision within the By-Laws or other rules of the Association.

B. Special Assessments

1. Additional tax or special expense

a) In addition to the contributions, dues and assessments herein provided for, each Member of the Association, when residing in any country, state, district, province or municipality in which, by public authority, a tax is levied upon the Association, or any requirement imposed, necessitating a special expense applicable to only the Members therein:

(i) May be required to pay his proportionate amount of such tax or other requirement on or before the first due payment date of any such additional tax or expense; and

(ii) If the said payment is not paid by the Member as herein provided, he shall stand suspended from the Association, and his certificate, thereby, shall become null and void, subject, however, to all rights as set forth in his certificate and these By-Laws.

C. Assignments of Benefit Certificates

1. Where not prohibited by law, a benefit certificate may be assigned away by the Owner-Member, provided that the appropriate form of the Association for facilitating such assignment has been approved for acceptance by the COO/National Secretary.

2. In the event that the assignment is absolute, then the assignee shall become the Owner of the assigned benefit certificate and assume complete control of the certificate.

3. An assignment shall be valid only after it has been first accepted in writing and approved by the COO/National Secretary.

4. Only after such acceptance or endorsement of the transfer of a certificate has been made, shall said assignment become effective as of the date of execution by the Owner, whether or not the Owner is living at the time of acceptance or endorsement, and without prejudice against the Association regarding any payment having been made, or action having been taken prior to acceptance.

5. The Association shall not be responsible for the validity, effect or sufficiency of any assignment.

6. The rights of any assignee shall always be inferior to any indebtedness toward the Association, regardless of whether such indebtedness is secured by the certificate, or was, or may be, created before, or after, such assignment.

7. The interest of any beneficiary under a certificate shall be subordinate to the interest of any assignee on record at the Home Office of the Association, regardless of whether the assignment was made before or after the designation of beneficiary.

8. Any claim made under a collateral assignment shall be subject to sufficient proof of interest and the extent thereof, as shall be determined by the CBD.

9. The rights and privileges of membership in the Association, however, are personal to the insured, and shall not inure to the assignee.

D. Fiscal Year

1. The fiscal year of the Association shall end on December 31 (the last day of December).

F. Actions Against the Association

1. No action in a court of law or any equity tribunal shall be brought or maintained by any Member of the Association to remedy any grievance until the Member shall, first, have exhausted all remedies to resolve any such dispute with the Association through the Association's own internal Dispute Resolution Process, including Hearings and through the Appeal proceeding at a Convention, as provided by the By-Laws of the Association and the Corporate Manual.
2. Any Member violating this provision, and upon commencing any such action that is contrary to the above rule of order, and upon the first step in initiating a court proceeding, shall file a sufficient legal bond with that court or tribunal to indemnify and reimburse the Association in full for any and all possible legal fees, costs and expenses related to any court litigation or alternate dispute resolution venue wherein the Member may have commenced such action prior to the Member having duly brought to completion the entire, final course of the internal Dispute Resolution Process of the Association, including the process of all Hearings and Appeals, including those culminating at the Convention.

G. Gender Clause

1. For purposes of the Charter, the By-Laws of the Association, its Corporate Manual and all other official documents, unless otherwise specified, use of masculine pronouns shall encompass and refer, as applicable, to all persons; and singular pronouns shall encompass and refer to both singular and plural forms of speech.

H. Amendments of By-Laws and Corporate Manual

1. The By-Laws of the Association may be altered or amended at any Regular or a Special Convention called for such purpose, or by vote held by mail or electronic means authorized by the CBD, and pursuant to these By-Laws.

2. Such amendments to the By-Laws shall require no fewer than a two-thirds vote of the registered Delegates, and Members and Honorary Members of the GA, provided that such proposed amendments are:
 - a) Submitted in writing and in sufficient time, as required by the CBD;

 - b) Signed by one or more members of the Standing Committee on By-Laws; and

 - c) Recommended in the report of said Committee for action at the Convention.

3. Amendments to the By-Laws, unless otherwise ordered, shall take effect on July 1 (the first day of July) following the Convention.

4. The Corporate Manual of the Association may be amended by a majority vote of the CBD.

5. Amendments to the Corporate Manual shall be effective upon vote, or as otherwise set forth in the pertinent CBD resolution.

6. If it has been determined that it is in the best interest of the Association, and/or, if it has been determined that certain such changes have become required for the Association to remain in compliance with prevailing laws/regulations, as the ruling governing body between Conventions, the CBD:

a) Shall have the authority to make any such necessary timely amendments to the By-Laws; in which case:

(i) A supermajority vote (seven [7] votes out of nine [9]) shall be required for such action, and

(ii) Notification to the Members of any amendments shall be made, as prescribed by these By-Laws,

(iii) Provided, however, that all such extraordinary actions by the CBD shall comply with all other applicable state and federal laws and regulations, or pursuant to a proper dispositive order of a court.

b) After the CBD amends any such governing documents of the Association pursuant to this section, then, no later than 14 (fourteen) days following such actions,

(i) Notice about all such amendment(s) having been made shall be published in the Official Publications of the Association and, thereupon,

(ii) Such amendment(s) shall be binding on all Members, however:

/aa/ Any such amendment(s) shall remain in force only until the next Convention,
and

/bb/ Then shall only become permanent after the said Convention in due course shall have ratified all such amendment(s).

ARTICLE XIV. OATH PRESCRIBED FOR ALL OFFICERS AND MEMBERS OF THE ASSOCIATION

A. Oath or Affirmation

1. Every newly elected Officer of the Association, or Officer of a Branch or District Committee, or new Member of the Association, shall, before assuming an office or membership status, shall first swear to, or affirm, the following oath or affirmation:

I, [state full legal name], (swear before Almighty God and) OR (affirm) before you, Honorable Members of the Ukrainian National Association, that I will always:

Honestly and faithfully perform and fulfill all my duties and obligations as [state title of specific office, or status of Member of the Association]; and

Observe, comply with, and obey the rules, regulations and resolutions [of this Branch/District Committee and] of the Ukrainian National Association; and

Protect and defend the good name [of the Branch/District Committee and] of the Association; and

Endeavor to promote its welfare, and to the best of my ability, work for the general good [of the (Branch/District and] of the Ukrainian National Association.

(So, help me God. Amen.)