

BY - LAWS
OF THE
LUXEMBOURG BROTHERHOOD OF AMERICA, INC.

ARTICLE I
NAME

This Corporation shall be known as the "Luxembourg Brotherhood of America" (hereinafter referred to as "Brotherhood").

ARTICLE II
OBJECT OF THE BROTHERHOOD

The Luxembourg Brotherhood of America funds cultural and educational exchanges, promotes ethnic relationships, family connections and visitation among Luxembourg, member families and government officials. The organization offers its benefits to anyone who applies for membership regardless of ethnicity or gender.

ARTICLE III
ORGANIZATION

Section 1. Classes of Members

The Brotherhood shall be organized into classes of members called Sections.

Section 2. Management of the Brotherhood

A. The affairs of the Brotherhood shall be managed by and under the direction of a Board of Directors which shall be known as the Grand Lodge. The Grand Lodge shall consist of the elected Grand Officers and one Grand Representative elected by each Section. Each Grand Officer must be a member in good standing of one of the Brotherhood's sections. The number of Grand Representatives to be elected by each Section may be enlarged by amending this Section but may never be reduced to less than one.

B. At the Convention, the Grand Lodge may appoint an Executive Committee to manage the affairs of the Brotherhood between Grand Lodge Meetings. The Executive Committee shall consist of three of the following to be appointed by the Grand President: the Grand President, Grand Vice-President, Grand Secretary, Grand Treasurer and Grand Trustees.

C. The Fiscal Year of the LBA shall be January 1st through December 31st unless a different Fiscal Year is chosen by the Grand Lodge.

ARTICLE IV
Section 1. The Supreme Assembly

A. An annual meeting of all of the members of all of the Sections shall be held at a place designated by the Grand Lodge on the third Thursday in May at the hour of 6:00 PM or at such other time as the Grand Lodge may appoint in writing and the meeting shall be known as the Supreme Assembly. Only those members who are in good standing in their Sections may attend and vote on matters before the Supreme Assembly.

B. The Grand Secretary shall issue to each Section President the official call of the meeting so that each Section is notified at least forty-five days in advance of the date set for the meeting. It shall be the duty of each Section to inform its members of the time and place of the Annual meeting. Failure of the Section Presidents to give notice of the Annual meeting to their Section members shall not impair the validity of the Annual meeting.

C. Those Members attending the annual meeting shall constitute a quorum. If a quorum is present the affirmative vote of a majority of the votes represented at the meeting shall be the act of the members, unless otherwise required by these By-Laws or the Not for Profit Corporation Act. Withdrawal of any members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

D. Each member in attendance, regardless of section, shall be entitled to one vote on each matter to come before the Supreme Assembly. Neither proxy voting nor cumulative voting shall be permitted. Voting on all matters, except election of the Grand Officers as hereinafter provided, shall be by voice vote, unless otherwise decided by the Supreme Assembly.

E. For purposes of conducting the business of the Supreme Assembly, each Section may designate a Chairman of those attending from each Section.

F. The Grand Officers and Special Committees shall submit a report relative to their duties entrusted to them or any special work performed by them during their term of office.

G. The Supreme Assembly shall not have the power to reimburse the members for expenses incurred by those attending the meeting of the Supreme Assembly.

H. The Supreme Assembly has the power to amend these By-Laws if two-thirds of those voting on the matter vote for such change; the Assembly also reserves for itself the right to approve or reject resolutions for the general welfare of the Brotherhood and appropriate money for any such purpose deemed necessary.

I. The Supreme Assembly will elect any standing or special Committees which may be deemed necessary in the interest and the welfare of the Brotherhood and as the order of business demands. The members of such committees must be taken from the ranks of those

attending. All Committees thus elected must report to the Supreme Assembly or Grand Lodge.

J. The Grand President shall appoint, at each meeting of the Supreme Assembly, such committees as the Grand President shall deem necessary to carry on the business of the Supreme Assembly.

K. By-Law Revision: No later than March 1st of each year, the Grand President shall appoint a committee on revision to the by-laws. The committee shall receive, from each Section, suggestions for by-law revisions. Suggested revisions to the by-laws must be submitted to the Committee on Revision of the By-Laws no later than April 1st. The Committee shall then inform the Grand Lodge of its recommendations no later than April 15th of each year. The Chairman of the Committee shall then present the recommendations of the Committee to the Supreme Assembly for approval or rejection.

Section 2. The Order of Business of the Supreme Assembly

The business of the Supreme Assembly shall be conducted according to Robert's Rules of Order in the following order:

1. Call to order of the Assembly.
2. Roll call of Officers.
3. Reading of the minutes of the last Supreme Assembly;
4. Report of the Grand Officers.
5. Report of the By-Laws Committee.
6. Report of Special Committee.
7. Old Business.
8. New Business.
9. Election of the Grand Officers.
10. Installation of Grand Officers.
11. Adjournment.

Section 3. Special Meetings of the Supreme Assembly

The Grand President shall call a special meeting of the Supreme Assembly if either a majority of the Sections or a majority of the Grand Lodge make such a request. The call for such a meeting shall state the reason for the meeting and no other business shall be transacted at such meetings except what is included on the call. Notice of the meeting, place and time must be given by the Grand Secretary at least fifteen (15) days prior to the date set for the meeting.

ARTICLE V OFFICERS AND DIRECTORS OF THE BROTHERHOOD

Section 1. Grand Officers

A. The Grand Officers shall consist of the following who shall be elected by the Supreme Assembly for a period of four years: Grand President, Grand Vice-President, Grand Secretary, Grand Treasurer and Grand Trustee. No member who is elected to a Grand Office may serve more than three (3) consecutive terms in the same office. No Section may be represented by more than three (3) Grand Officers at any one time. One Trustee shall stand for election at each Supreme Assembly. These elective Officers plus the Grand Representative(s) elected from each Section shall constitute the Board of Directors of the Brotherhood which shall be known as the Grand Lodge. Election as an Officer shall not create any contract right to the office or any of its perquisites

B. Unless excused by a vote of the Supreme Assembly, the election of *Grand* Officers shall be by secret ballot and each candidate must receive a majority of the votes cast in order to be elected. If none of the candidates receive a majority of the votes cast, a ballot will be taken between the two (2) who received the highest number of votes.

C. Any member of any Section, who is in good standing, is eligible for election to the Grand Lodge. No member who is not in attendance at the Supreme Assembly may be nominated or elected to the Grand Lodge. Upon election to the Grand Lodge, each Officer shall be entitled to one vote. Officers of a section *may* hold offices in the Grand Lodge.

D. Upon the death, disability, resignation, or expulsion of the Grand President, the Grand Vice-President shall automatically succeed to the office of Grand President. If there is a vacancy in any office other than the Grand Presidency, caused by death, disability, resignation or expulsion, except the Grand Representative(s) of the Section, the Grand President shall call a special meeting of the Grand Lodge to elect a new Officer to fill the vacancy.

E. Grand Officers who relinquish or otherwise lose their membership in their Sections shall be ineligible to continue serving in office as a member of the Grand Lodge.

F. Upon leaving office, any Grand Officer shall deliver to his *or her* successor in

office, all property papers and documents in his *or her* possession which belong to the Brotherhood.

G. Grand Officers being members of a section lawfully suspended or dissolved will lose their office, unless within (2) months thereafter, they shall become a member of another Section.

H. At the Supreme Assembly, the Grand Lodge will receive, from each of the Sections, a \$4.00 per member head tax from a count of the paid members from each of the Sections. Fifty year members shall not be included in the count.

Section 2. Bonds and Installation of the Grand Officers

A. In the event that the total liquid assets of the Brotherhood exceed \$25,000.00, then and only then shall the Grand President, Grand Treasurer and Trustees furnish such surety bonds as the Supreme Assembly deems appropriate. The bonds must be furnished by a surety Company licensed to do business in the State of Illinois and shall be paid for by the Brotherhood. Failure of any Officer to qualify for any bond required under these By-Laws shall require said Officer to resign his *or her* office which shall be filled as hereinafter provided.

B. The installation of the Grand Lodge shall take place after the election.

C. The installation shall be performed by any former Grand President or by a committee appointed by the Supreme Assembly.

Section 3. Duties and Powers of the Grand Lodge

A. The affairs of the Brotherhood shall be managed by and under the direction of a Board of Directors which shall be known as the Grand Lodge. No salary or other compensation shall be paid to any Grand Lodge Officer for performance of any duties of his or her office except that the Grand Lodge or any Section may pay an agreed upon stipend to any Officer or member who maintains an internet website for the LBA or any of its Sections. Expenses incurred by any Grand Lodge Officer in the performance of his or her duties shall be reimbursed to the officer upon majority vote of the Grand Lodge. On this matter, all Officers may vote irrespective of personal interest.

B. The Grand Lodge shall consist of those elective Officers specified in Article V, Section 1, Par. A. Former Grand Presidents shall be ex-officio members of the Grand Lodge, shall be permitted to attend all meetings of the Grand Lodge but shall not be permitted to vote on any matters unless they hold some other elective office in the Grand Lodge or are elected Grand Representatives.

C. The Grand Lodge shall meet every three (3) months to attend to the affairs of the

Brotherhood. The presence of five (5) members shall constitute a quorum. The Grand Secretary shall send a notice of place and time of the quarterly meeting at least twenty-one (21) days in advance of the meeting. The act of a majority of the members attending a meeting at which a quorum is present shall be the act of the Grand Lodge unless a greater number is required by these By-Laws or by the Not For Profit Brotherhood Act. Any Officer who is absent three (3) times in succession may be replaced by the Grand President with the concurrence of Grand Lodge.

D. Grand President - The Grand President shall be the principal executive Officer of the Brotherhood and shall preside over all meetings of the Grand Lodge and the Supreme Assembly. In addition to the foregoing, the Grand President shall: 1) sign all documents which require his or her signature; 2) issue charters to new Sections; 3) with the majority approval of the Grand Lodge order an examination of the books of any Section 4) with the majority approval of the Grand Lodge suspend any Officer or member of a Committee, or an Officer of a Section, and with the majority approval of the Grand Lodge, fill the vacancy; 5) execute any contracts, deeds, mortgages, bonds or other instruments which the Grand Lodge has authorized; 6) appoints members to Committees. It is the duty of the Grand President to install the Officers of the Sections according to the adopted rituals, or if prevented from doing so, shall appoint a Grand Representative to perform this duty.

E. Grand Vice-President - The Grand Vice-President shall assist the *Grand* President and perform all the duties of the Grand President in the absence of the *Grand* President and such other duties as may be assigned to him *or to her* by either the *Grand* President or Grand Lodge. In the event of the death, disability or resignation of the Grand President, the Grand Vice-President shall automatically succeed to the office of the Grand President to serve the balance of his or her predecessor's term and shall thereafter appoint, with the majority approval of the Grand Lodge, a Grand Vice-President to serve the balance of his or her predecessor's term.

F. Grand Secretary - The Grand Secretary shall 1) keep a true record of all the meetings of the Supreme Assembly and Grand Lodge; 2) act as custodian of all books, documents, seal and any other property which may come into his or her possession during the term of his or her office, and delivers same to his or her successor after his or her installation; 3) issue the call for the meetings of the Grand Lodge and Supreme Assembly and inform the Sections of any other official acts of the Grand Lodge; 4) issue the charters and membership certificates, keeps a record of all the members and shall report to the Supreme Assembly about the initiation of new members, rejected candidates, suspended or expelled members; 5) keep a correct list of all charters issued to the Sections, the telephone numbers and addresses of all Section members and of the Officers of the Sections; 6) Report to the Supreme Assembly about the conduct of his or her office during the preceding year; 7) keep a record of the individual bonds of the Officers and maintain said bonds in his or her custody; 8) perform any other duties which may be entrusted to him or her by the Grand Lodge or the Supreme Assembly in accordance with these By-Laws.

G. Grand Treasurer - The Grand Treasurer shall be the principal accounting and financial Officer of the Brotherhood and shall: 1) receive all money derived from all sources; 2) keep a separate account of all income and expenses; 3) give a report to the Supreme Assembly and shall deliver the books and records in his or her possession to the Grand Trustees for audit and revision.

H. Trustees - The Trustees shall 1) supervise all the assets of the Brotherhood; 2) invest the funds as ordered by the Supreme Assembly or the Grand Lodge; 3) conduct an annual audit of the books of the Grand Secretary and Treasurer, Committees and Officers which may receive or disburse any money of and for the Brotherhood prior to the meeting of the Supreme Assembly; 4) be the custodian of all assets of the Brotherhood.

I. Grand Historian - In order to maintain the historical records and photos of the Brotherhood, there is hereby established the office of the Grand Historian. The Grand President shall appoint the Grand Historian at the Supreme Assembly and the Grand Historian shall be the custodian of all of the records of the Brotherhood which shall not be needed for current operations and shall maintain them so as to be preserved for future reference. The Grand Historian may select, with the consent of the Grand Lodge, a local historical society to be the depository of the historical records of the Brotherhood upon such terms as may be negotiated.

J. Sergeant-at-Arms - The Sergeant-at-Arms shall be appointed by the Grand President prior to the convening of the Supreme Assembly and shall perform all such duties which may be requested by the Grand President.

K. The Grand Representatives - The Grand Representatives shall be elected to the Grand Lodge by their respective Sections at the Section meeting immediately prior to meeting of the Supreme Assembly for a term of one year and shall have one vote on all matters to come before the Grand Lodge. Among their additional duties shall be 1) to establish a harmonious feeling between the Sections and Grand Lodge 2) to report on Section activities to the Supreme Assembly or Grand Lodge. 3) to consider ways and means of increasing the numbers of new members; 4) to advise the Sections on matters for the good and welfare of the Brotherhood. The Grand President may order one or all of the Grand Representatives to visit one or all of the Sections as he may select. A Grand Representative may not hold any other Grand Lodge office while serving as Grand Representative.

L. The authority of the Grand Lodge may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all Grand Officers entitled to vote.

M. A Grand Officer who is present at a meeting of the Grand Lodge at which any action is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting.

Section 4. Committee on Membership

The Grand Lodge shall constitute a committee on membership whose aim it shall be to enlarge the membership of the Luxembourg Brotherhood of America.

Section 5. Treasury of the Brotherhood

The Grand Treasurer shall deposit the funds of the Brotherhood in a bank designated by the Grand Lodge.

ARTICLE VI THE SECTIONS

Section 1. Membership in Sections

A. To be entitled to the benefits of the Brotherhood, one must be a member in good standing of a Section and may hold membership in more than one Section of the Brotherhood. However, a member of two or more Sections may not hold office in more than one Section simultaneously. .

B. All Luxembourgers, male and female, their descendants and associates,, may at the discretion of the Section membership become a member, providing they are not less than sixteen (16) years of age, and there are no objections as to their character. Children under the age of 16 may become auxiliary members of a Section, and there will be no charge for this distinction.

C. Any person who wishes to join a Section may submit an application to the Section on a form approved by the Grand Lodge.

D. Members should be careful not to recommend persons for membership who are not of good character.

E. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

F. Once approved for membership by a Section, the new member shall pay the yearly dues irrespective of the time of year in which he has been admitted. However, no dues *shall* be *required* from any member who has been a member in good standing for at least 50 years.

Section 2. Meeting of the Sections

A. The time of the regular meeting of the Sections shall be stated in the Section by-laws. Special meetings may be set by the vote of the Section or by the order of its President.

B. A general meeting, to which every member can expect an invitation issued by the Financial Secretary, shall be held at least quarterly. Each Officer shall make a report to the meeting, dealing with the specific duties of his or her office or the welfare of the Section.

C. Five (5) members present constitute a quorum when the meeting is called to order by the President or the presiding Officer in the absence of the President.

D. The last meeting in the calendar year shall be held for the purpose of electing Officers for the next year.

E. At the last meeting of the calendar year, the President may appoint a Finance Committee to audit the books of the Financial Secretary and Treasurer and shall report their findings at the first meeting of the year.

F. No later than its April meeting, the President shall poll his or her members and determine which of them plans to attend the Supreme Assembly. All Section Officers should make every reasonable effort to attend the Supreme Assembly.

G. The order of business:

- Call to Order
- Opening ceremonies
- Roll call of Officers / Introduction of Guests
- Reading of the minutes of the previous meeting.
- Unfinished business
- New business
- Announcements
- Programs for the welfare of the Brotherhood
- Action Items
- Adjournment

Section 3. Officers of the Sections

A. The Officers of the Sections are the President, Vice-President, Recording

Secretary, Treasurer, Financial Secretary, Sergeant at Arms, and a Representative to the Grand Lodge who shall be known as the Grand Representative. The position(s) of Trustee(s) shall be optional with each Section and no Section shall have more than three (3) Trustees. Trustees shall be considered Officers of the Section. The Officers shall be elected for a period of one (1) year.

B. The election may be performed by secret ballot. Each candidate must receive a majority of the votes cast.

C. The Officers shall be present at each meeting and perform all such duties that the order of business requires of them.

D. Any Officer who is absent three (3) times in succession, may be replaced by the President, except if he is prevented through sickness from attending to his or her duties.

E. Any Officer neglecting his or her duties, or acting in a way unbecoming an Officer, may be discharged from his or her office.

Section 4. Duties of the Section Officers

A. President - The President presides over the regular and special meetings. If five (5) members make a written request, he or she shall call a special meeting. The President shall 1) be responsible for the orderly conduct of the business; 2) have a vote on all matters; 3) appoints Officers for any office left vacant by resignation or otherwise for the balance of the period of such offices. In case of the death of a member he or she shall make all reasonable efforts to attend to all such customary duties as are required.

B. Vice-President - The Vice-President performs all the duties of the President in the absence of the President. The Vice-President shall automatically succeed to the office of the President upon the death or resignation of the President.

C. Recording Secretary - The Recording Secretary shall 1) record the minutes of each meeting; 2) be the custodian of all of the non-business records of the Section; 3) maintain a roster of the members and their individual records; 4) attend to the business correspondence of the Section; 5) notify the Grand Secretary of new, expelled or deceased members, or transfer of such.

D. Treasurer - The Treasurer shall 1) receive all the money from every source of the Section and shall deposit said funds in the depository chosen by the Section; 2) pay all bills authorized by the President 3) issue written financial reports quarterly to Section members with copies submitted to the Grand Treasurer. At the termination of his or her office he or she shall turn over all the money and books to his or her successor. The duties of this office may be combined with that of the Financial Secretary and one person may hold both offices.

E. Financial Secretary - The Financial Secretary shall be responsible for collection

and recording dues, sending out dues and meeting notices and such other duties as the President may assign. The duties of this office may be combined with that of the Treasurer and one person may hold both offices.

F. Sergeant-at-Arms - The Sergeant-at-arms or assistant are at all times at the disposition of the President. They shall maintain order at the meeting and bar strangers from the door.

G. Trustees - The Trustees shall be the custodians of the property of the Section and shall give account for it to the Officers and members of the Section.

H. No salary or other compensation shall be paid to any Section Officer for performance of any duties of his or her office except that the Section may pay an agreed upon stipend to any Officer or member who maintains an internet website for the Section. Expenses incurred by any Officer in the performance of his or her duties shall be reimbursed to the Officer upon majority vote of the Section. On this matter, all Officers may vote irrespective of personal interest.

Section 5. Section Dues

A. Each Section may set the amount of its annual dues for the succeeding year at the last regularly scheduled meeting of the year.

B. Annual Section dues shall be paid no less than quarterly.

C. If any member shall fail to pay his *or her* dues within one year of the date when due, he or she will stand suspended. and the Grand Secretary shall be notified of his or her suspension.

D. Members who have been members in good standing for a period of 50 years shall be exempt from the payment of dues.

E. Any such member, however, suspended for not paying his or her dues in the time specified, may be reinstated within one year provided he agrees to the following provisions:

1. If the member was previously suspended for more than two times, then the majority of the members of the Section must declare themselves in favor of his or her reinstatement;
2. The reinstated member pays all back current dues.

Section 6. Rights and Duties of Sections and Other Regulations

A. The Sections may make their own By-laws, rules and regulations to conduct the business of the Section but no Section By-Law may conflict with the By-Laws of the Brotherhood. In the event of any conflict between the By-Laws of the Brotherhood and any Section By-Law, the Brotherhood By-Laws shall control. Section By-Laws may be amended at any regular meeting of the Section by a two-thirds vote of those present. Notice of any amendment to the By-Laws must be given in the meeting notice for the meeting at which the vote shall take place.

B. Annual dues shall be paid to the Financial Secretary. In the event of the dissolution of the Section, all Section assets shall be paid to the Grand Trustees and may not be paid to the members of the Section.

C. If any Section cannot comply with its duties, as stated in these By-Laws, it may either 1) request dissolution or 2) it can also be dissolved by the order of the Supreme Assembly but such act requires two-thirds majority of the voting of the members of the Supreme Assembly. Upon dissolution, the Section shall deliver to the Grand President all of its assets and records. Assets delivered to the Grand President shall become assets of the Grand Lodge and may be expended in furtherance of the usual and customary business affairs of the Luxembourg Brotherhood of America. If such a motion is approved it becomes the duty of the Grand President to carry out this order in accord with the By-Laws of this Brotherhood.

D. Any Section has the right to dissolve upon a majority vote to join another Section, provided however, that if a merger is consummated between two or more Sections, all of the property, money, bonds, securities, and all other assets of the dissolving Section shall be turned over to the surviving Section.

E. The Sections as well as the Supreme Assembly are empowered to fine any member, or members of a committee or an Officer for neglect of duty if the interest of the Brotherhood had been endangered by such neglect. Should such a member refuse to pay his or her fine he or she may, by order of a majority of the elected Section Officers or by order of the Supreme Assembly, be expelled.

Section 7. Duties of the Sections to the Brotherhood

A. Each Section shall submit to the Grand Secretary on or before April 15 of each year a statement of income and expense for the previous year as well as a roster of its then current membership.

B. If within thirty days after the Section has been dissolved, ten or more members shall make a request to the Grand President to continue the Section, he may consent to that and turn any balance of money and any other property, left after all obligations of the Section are

paid, over to the duly elected Officers after the reorganization of the revived Section.

C. If the number of such members who intend to re-organize the Section are less than ten, or some like to retain their membership in the Brotherhood, but refuse to be members in the reorganized Section, such members may pay their past dues or such that are forthcoming, directly to the Grand. If such members cannot find any Section which will admit them to membership, they may pay their regular dues to the Grand Secretary. Should such a member die, all the duties performed by the Section Officers in such cases, ought to be attended to by the Grand Officers.

Section 8. Resignation from Section Membership

Any member may resign from his or her Section and may join any other Section.

Section 9. Rules and Fines for Membership

A. If any member uses money or any other property of the Section or Brotherhood for his or her own personal benefit, he or she will be expelled.

B. Any member who obtains benefit by fraud or through any means not approved by these By-Laws shall be expelled.

C. Any member convicted of a criminal offense shall be expelled.

D. Members who commit any act contrary to these By-Laws may, if found guilty, be fined, suspended, or expelled as the case warrants.

Section 10. Establishing New Sections

A. Not less than ten (10) applicants may apply to the Grand Lodge to establish a new Section. Each applicant shall make an individual application for membership, stating name, age, occupation, residence and place of birth. The applications may be sent to either the Grand President or to the Grand Secretary.

B. After receipt of such application the Grand President may delegate to some other Officer the duty of installing the new Section of the Brotherhood and initiate the applicants as members.

C. After the installment of the new Section, the Grand President shall issue a charter duly certified by the Grand Secretary to the Section by which act the same becomes a lawful member of the Brotherhood.

D. If a society of Luxembourgers shall decide to join the Brotherhood in *corpore*, it may be declared and installed as a Section of the Brotherhood, provided that for each member an

application is filed at the time it joined said society similar to the one required by new members, and submitted to the Grand Secretary, who shall file them as any other similar documents.

E. Every Section shall be named the "Luxembourg Brotherhood of America", Section Number _____. The Section numbers are given to conform in regular rotation.

F. Once a new Section is installed, no member of the new Section may stand for election to a Grand Office for a period of eighteen months from date of installation.

ARTICLE VII CONDUCT OF MEETINGS

All meetings of the Grand Lodge and Sections shall be conducted in accord with Robert's Rules of Order except as may be amended by either the Grand Lodge or Sections..

ARTICLE VIII INDEMNIFICATION

Section 1. Indemnification in Actions other than by or in the Right of the Brotherhood.

The Brotherhood may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Brotherhood) by reason of the fact that he or she is or was a director, Officer, employee or agent of the Brotherhood, or is or was serving at the request of the Brotherhood as a director, officer, employee or agent of another Brotherhood, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Brotherhood, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his *or her* conduct was unlawful.

Section 2 - Indemnification in actions by or in the right of the Brotherhood.

The Brotherhood may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Brotherhood to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Brotherhood, or is or was serving at the request of the Brotherhood as a director, officer, employee or agent of another Brotherhood, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he reasonably believed to be in, or not

opposed to, the best interests of the Brotherhood, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to negligence or misconduct in the performance of his *or her* duty to the Brotherhood, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3 - Right to payment of expenses.

To the extent that a director, officer, employee or agent of the Brotherhood has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 1 and 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4 - Determination of conduct.

Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Brotherhood only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 and 2 of this Article. Such determination shall be made (a) by the Grand Lodge by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the members entitled to vote, if any.

Section 5 - Payment of expenses in advance.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Brotherhood in advance of the final disposition of such action, suit or proceeding, as authorized by the Grand Lodge in the specific case, upon receipt of any undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Brotherhood as authorized in this Article.

Section 6 - Indemnification not exclusive.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit

of the heirs, executors and administrators of such a person.

Section 7 - Insurance.

The Brotherhood may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Brotherhood, or who is or was serving at the request of the Brotherhood as a director, officer, employee or agent of another Brotherhood, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his *or her* status as such, whether or not the Brotherhood would have the power to indemnify such person against such liability under the provisions of this Article.

Section 8 - Notice to members.

If the Brotherhood has paid indemnity or has advanced expenses under this Article to a director, officer, employee or agent, the Brotherhood shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

Section 9 - References to Brotherhood.

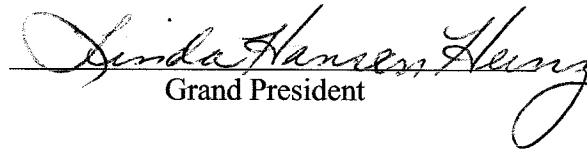
For purposes of this Article, references to "the Brotherhood" shall include, in addition to the surviving Brotherhood, any merging Brotherhood (including any Brotherhood having merged with a merging Brotherhood) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such merging Brotherhood, or was serving at the request of such merging Brotherhood as a director, officer, employee or agent of another Brotherhood, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving Brotherhood as such person would have with respect to such merging Brotherhood if its separate existence had continued.

ARTICLE IX
Ratification

These By-Laws become law upon ratification by the Supreme Assembly.

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These By-Laws were duly adopted by the Supreme Assembly of the Luxembourg Brotherhood of America on May 16, 2013 at Niles, Illinois.


Grand President

ATTESTED:


Grand Secretary

Lenore Pettinger, Grand Secretary
1015 Glenwood Lane
Glenview, IL 60025

Revised: May 16, 2013