



RESTATED BYLAWS

of

The Travelers Protective Association of America

Last revised and amended at the

One Hundred and Thirty Second Annual Meeting

Grand Rapids, Michigan

June 20-22, 2022

Effective June 22, 2022

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Restated Bylaws

of

The Travelers Protective Association of America

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121 **Travelers Protective Association**

122 **Restated Bylaws**

123

124 **ARTICLE I: Name**

125 The name of this association shall be THE TRAVELERS PROTECTIVE ASSOCIATION OF
126 AMERICA.

127

128 **ARTICLE II: Object**

129 The object shall be to operate as a fraternal benefit society.

130

131 **ARTICLE III: Members**

132 **Section 1. Classification.**

133 The Travelers Protective Association (TPA) shall have the following membership
134 classifications:

135 A. Fraternal member.

136 B. Benefit member.

137 **Section 2. Initiation rites.**

138 Members shall be initiated and admitted to a post as prescribed in the ritual of the
139 association.

140 **Section 3. Dues, premiums, or assessments.**

141 A. Annual dues: Annual dues shall be established by the board of directors. Dues shall not
142 be increased by more than ten percent (10%) in any one year.

143 **Section 4: Membership Certificate:**

144 A. The certificate of membership together with the bylaws, *Plan of Benefits*, and the
145 application for membership signed by the member and all amendments to these or any of these
146 shall constitute the contract between TPA and said member and shall govern the payment of
147 benefits.

148 B. Any changes, additions or amendments to the *Plan of Benefits*, articles of incorporation,
149 bylaws duly made shall bind said member and their beneficiary or beneficiaries, and shall govern
150 and control the contract in all respects the same as though the changes, additions, or amendments
151 had been made prior to, and were in force at the time said member's application for membership.

152 **ARTICLE IV: Divisions and Posts**

153 **Section 1. Divisions.**

154 A. Composition, governance and compliance of division shall be regulated by the board of
155 directors and contained in the standing rules of this association.

156 B. Division purpose: Divisions shall promote the mission, purpose and programs of the
157 TPA.

158

159



160 **Section 2. Posts.**

161 A. Application: Composition, governance and compliance of post shall be regulated by the
162 board of directors and contained in the standing rules of this association.

163 B. Post purpose: The purpose of a post is to bring into close association the TPA members in
164 a city or community for the purposes of promoting the mission, purpose, and programs of the
165 TPA.

166

167 **ARTICLE V: Officers**

168 **Section 1. Officers.**

169 The officers of TPA shall be a president, a vice president, a chief administrative officer, and
170 eight directors.

171 **Section 2. Qualifications.**

172 A. President and Vice president: In order to be eligible to serve as president or vice
173 president, one shall be a member of the TPA and shall have served at least one term as a director
174 on the TPA board of directors.

175 B. Directors: In order to be eligible to serve in the office of director, one shall be a TPA
176 member, and shall have been such for three preceding years, their membership classification
177 shall be "Benefit Member" at the time of election, and shall have previously attended at least one
178 national TPA convention and possess a broad business background with knowledge and
179 experience in management, finance, leadership, and communications.

180 C. Consent to serve: No person shall accept any nomination, nor assume elective office in
181 TPA unless and until they have consented in writing to give the time and effort required to serve
182 in that office.

183 D. Communications: For members to be eligible to run for National President, National
184 Vice President, or National Board Member, he/she must have access to a computer and shall
185 communicate through email and other forms of electronic communication. All organization
186 issued electronic devices are required to be brought to all national board meetings.

187 **Section 3. Term of office.**

188 A. President and Vice President: The president and vice president shall assume office at the
189 end of the annual convention at which elected and shall serve for one year or until their
190 successors assume office. No person shall be eligible to be elected by the membership to the
191 office of president more than twice.

192 B. Chief Administrative Officer: The chief administrative officer shall serve at the discretion
193 of the National Board of Directors.

194 C. Directors: The directors shall assume office at the end of the annual convention at which
195 they are elected and shall serve until the close of the convention two years there from or until
196 their successors assume office. No person shall be eligible to be elected by the membership to
197 the office of director more than twice unless he or she vacates the office for at least two years
198 after serving their second term. No person shall be eligible to be elected by the membership to
199 the office of director more than four terms.

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202



203 **Section 4. Vacancy in office.**

204 A. President: In the event of the death or resignation of the president, the vice president shall
205 automatically become president. However, this service shall not count as a term for the purposes
206 of determining eligibility for future service in the office of president.

207 B. Vice President: A vacancy in the office of vice president shall be filled by the board of
208 directors.

209 C. Directors: A vacancy in the office of director shall be filled within thirty days by the
210 division of which the original director was a member at the time of his election. Should that
211 division fail to submit a qualified member for service within thirty days, then the board of
212 directors may fill the vacancy with any available and qualified member without regard to
213 prohibitions on service of more than one director from a division. A director elected or appointed
214 to fill a vacancy shall serve for the remainder of the term of the seat he is elected to fill, and this
215 service shall not count as a term for the purposes of determining eligibility for future service in
216 the office of director.

217 **Section 5. Duties of officers.**

218 A. President: The president shall be a salaried officer of the Association, and shall perform
219 the following duties in addition to the usual duties of president as described in the parliamentary
220 authority, and such other duties as may be prescribed in these bylaws:

- 221 1. Preside at all meetings of this association and of the board of directors;
- 222 2. Appoint all committees ordered by this association;
- 223 3. Report annually to the membership at the annual convention.

224 B. Vice President: The vice president shall perform the duties of the president in the absence
225 of the president, and shall assist the president as requested.

226 C. Chief Administrative Officer: The chief administrative officer is a salaried officer of the
227 TPA who shall be bonded in favor of the association at its expense in a sum determined by the
228 board of directors. It shall be the duty of this officer to keep the minutes and transactions of all
229 business meetings of this association and of the board of directors. This officer shall keep the roll
230 of membership, receive all moneys paid to this association and be the custodian of all its records,
231 papers, and funds. This officer will be actively involved in membership recruitment and
232 retention.

233 D. Directors: The directors perform such duties as the bylaws or any standing rules and
234 policy may require, serving in a position of trust to represent the best interest of all the members
235 of the association. The duty to attend meetings is a solemn duty. The National Board of Directors
236 has the right to recommend to the convention delegates the removal of any national board
237 member that misses two meetings during their term in office.

238

239 **ARTICLE VI: Nominations and Elections**

240 **Section 1. Nominations.**

241 Nominations for any office to be filled at the annual convention shall be by the written
242 petition of any five members of the TPA. Nominees shall be qualified to serve in the office for
243 which they are nominated. Nominations shall be in order until the hour for the election for the
244 office to be filled for group and area chairpersons. For the offices of president, vice president,



245 and directors, nomination forms are required to be filed with the chief administrative officer no
246 later than the close of the second business session of the annual convention.

247 **Section 2. Publication of announcement of candidacy.**

248 Announcement of candidacy of all whose nominating petitions are submitted to the chief
249 administrative officer at least 90 days prior to the annual meeting shall be published with the call
250 of the meeting.

251 **Section 3. Elections.**

252 Elections shall be by ballot. Should there be no more nominees for any office or position than
253 positions to be filled the presiding officer shall declare the nominee(s) elected.

254 **Section 4. Limitation on directors.**

255 No more than one member from a division may hold office as a director. This restriction is
256 intended only for those titled as national director and excludes the chief administrative officer,
257 president and vice president.

258 **Section 5. Plurality voting.**

259 Should there be more nominees for an office than positions to be filled the vote may be by
260 plurality ballot, and the candidates receiving the most votes would be elected. The vote shall be
261 counted and only the elected officers named in alphabetical order shall be announced with no
262 vote count.

263

264 **ARTICLE VII: Meetings**

265 **Section 1. Regular meetings.**

266 Membership meetings shall be held annually in accordance with the requirements of the
267 statute under which TPA is incorporated. The membership meetings shall be the conventions, at
268 which the delegates shall have all the authority of members.

269 A. Venue: Conventions shall be held between June 1 and August 1 of each year, the place,
270 time, and date to be fixed by the board of directors, for the purpose of electing officers, receiving
271 reports, and transacting such other business as may properly come before it.

272 B. Call to convention: The call to convention giving notice of the place, date, and time, shall
273 be published in the TPA Travelers Magazine and in accordance with the requirements of the
274 statute under which TPA is incorporated, notice of the place, date, and time of the convention
275 shall be mailed no fewer than forty-five days before the meeting date.

276 C. Postponement or change of venue: In the event of an emergency, the board of directors
277 may postpone an annual convention. All members shall be notified of the postponement in a
278 manner determined by the board of directors to be fair and reasonable under the circumstances.

279 D. Voting body: The voting body of the convention shall be composed of the following
280 delegates who shall be current members of the TPA:

- 281 1. Members, past and present, of the TPA national board of directors, current
282 national communications, safety and community service chairpersons.
- 283 2. Current division presidents;
- 284 3. Current division secretaries;
- 285 4. Past TPA national presidents;
- 286 5. Past TPA national secretaries/chief administrative officers;



- 287 6. In addition, representation from each division elected by their membership as follows:
288 a. Each division shall be entitled to at least eight elected delegates. However, there may
289 be as many as one such delegate for each 100 division members or fraction thereof.
290 b. Any member may be elected to serve as such delegate.
291 c. An alternate may be elected for each such delegate.

292 E. Independence of delegates: All delegates shall have the full, exclusive, continuing, and
293 absolute control over their preference and votes. No state division meeting, caucus, or other
294 gathering of officers or delegates shall invoke any plan whereby a delegate would not be allowed
295 to vote his choice or preference.

296 F. Eligibility to serve as delegate: Delegates shall be required to register their credentials
297 issued by their division secretary/treasurer or the chief administrative officer attesting to their
298 qualification to serve as a convention delegate prior to being admitted as a delegate to the
299 convention.

300 G. Quorum: A majority of the total delegates who have been registered with the credentials
301 committee shall be a quorum for any business meeting at the convention.

302 **Section 2. Voting.**

303 No delegate shall have more than one vote, nor vote in more than one capacity. There shall
304 be no absentee voting or voting by proxy. Delegates who serve by virtue of current or past office
305 may not transfer their vote to an alternate.

306

307 **ARTICLE VIII: Board of Directors**

308 **Section 1. Composition.**

309 The board of directors shall be composed of the president, the vice president, the chief
310 administrative officer, and the directors. The chief administrative officer shall have no vote.

311 **Section 2. Duties.**

312 A. Power and authority: The board of directors shall be authorized and empowered to
313 exercise full management and supervision over the affairs of the TPA except as otherwise
314 provided in these bylaws. It may adopt special rules of order and standing rules to govern its
315 proceedings and the affairs of TPA.

316 B. Duties: The duties of the board of directors shall include but not be limited to the
317 following:

- 318 1. Prescribe the form of application for membership;
319 2. Approve an annual budget;
320 3. Authorize the disbursement of funds consistent with the budget;
321 4. Exercise supervision over the books, accounts, money and property of this
322 association;
323 5. Order all meetings of this association as provided in these bylaws;
324 6. Make an annual report at each convention;
325 7. Approve the minutes of the convention;
326 8. Appoint the chief administrative officer, a legal counsel, and a physician for the
327 association;



- 328 9. Evaluate the chief administrative officer annually;
329 10. Annually order an independent audit of the books of account of the association by a
330 certified public accountant;

331 C. Conflicts of Interest: It shall be the duty of any member of the board of directors to
332 refrain from voting on any matter in which he has a direct personal or pecuniary interest not
333 common to the other members of the board.

334 **Section 3. Meetings.**

335 A. Regular Meetings:

- 336 1. A meeting of the new board of directors shall be held immediately following
337 adjournment of the convention for the purposes of establishing the dates of the
338 regular meetings and any other business that may be necessary. Thereafter, regular
339 meetings of the board of directors shall be held in July, October, January, April, and
340 June. The president and the board may revise its schedule as it may require.
341 2. Notice of the regular schedule adopted by the board, or any change in the schedule of
342 the regular meetings shall be transmitted immediately in writing to each officer,
343 director, and division of the association.

344 B. Special meetings: Special meetings of the board may be called by the president or shall
345 be called on the written request of six board members. Notice of special meetings shall be
346 transmitted in writing at least seventy-two (72) hours prior to the meeting. The purpose(s) for
347 which the meeting is called shall be stated in the notice. Electronic mail (email) voting is
348 acceptable for minor matters, provided the vote is carried by majority.

349 **Section 4. Quorum.**

350 A quorum at any meeting of the board of directors shall be a majority of its members entitled
351 to vote.

352 **Section 5. Vote required.**

353 In accordance with the requirements of the statute under which TPA is incorporated,
354 adoption of a main motion and any election shall require the affirmative vote of a majority of the
355 members of the board of directors present and entitled to vote.

356

357 **ARTICLE IX: Committees**

358 **Section 1. Standing committees.**

359 Standing committees of the TPA shall be those that are authorized in these bylaws or by the
360 board of directors and are at all times subject to the authority of the board of directors. They
361 include: Finance, Membership, Bylaws, Communications, Convention, Community Service, and
362 Safety. These committees are constituted and charged as described in the standing rules.

363 **Section 2. Special committees.**

364 Special committees may be created as necessary by the convention or the TPA board of
365 directors.

366

367

368 **ARTICLE X: Electronic Meetings and Correspondence**

369 **Section 1.** The board of directors, standing committees, and special committees, are



370 authorized to meet by telephone conference, or through other electronic communications media
371 as long as all the members may simultaneously hear each other and participate during the
372 meeting.

373 **Section 2.** National, Divisions and/or Posts shall be able to communicate with their members
374 through email and other electronic forms of communication.

375

376 **ARTICLE XI: Parliamentary Authority**

377 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall
378 govern the proceedings of TPA in all cases to which they are applicable and in which they are
379 not inconsistent with these bylaws, any special rules of order that TPA may adopt, and any
380 statutes applicable to this organization that do not authorize the provisions of these bylaws to
381 take precedence. The parliamentary authority of TPA shall be adopted by each division and post
382 chartered by the TPA.

383

384 **ARTICLE XII: Amendment of Articles of Incorporation and Bylaws**

385 **Section 1. Correlation with articles of incorporation.**

386 Article I and Article II of these bylaws shall be identical to the corresponding articles of the
387 Articles of Incorporation.

388 **Section 2. Convention Action.**

389 The Articles of Incorporation and bylaws may be amended at any annual convention as
390 follows:

391 A. Amendment with notice before convention: By a two-thirds vote, provided that the
392 amendment:

- 393 1. Has been submitted by the bylaws committee, the TPA board of directors, a standing
394 or special committee, a division or its board of directors, a post, or at least five TPA
395 members;
- 396 2. All proposed amendments shall be submitted on or before January 15 to the bylaws
397 committee; properly indicating the article, section, line and page from the current
398 Bylaws and
- 399 3. Has been mailed to the members no later than 45 days prior to the convention
400 together with identification of proposer(s) and the bylaws committee's
401 recommendations for action and rationale and, in accordance with the requirements of
402 the statute under which TPA is incorporated, a summary or copy of the amendment
403 has been included in the official call of the convention.

404 B. Amendment with notice at the convention: By a nine-tenths vote, provided previous
405 notice has been given at an earlier meeting of the same session of the convention.

406 **Section 3. Revision.**

407 These bylaws may be revised only upon authorization by the convention as follows:

408 A. Preparation of revision: Preparing and presenting an authorized revision shall be the duty
409 of the bylaws committee.

410 B. Notice of proposed revision: The proposed revision shall be mailed to the members no
411 later than 45 days prior to the annual convention.



412 C. No amendment to existing bylaws: If a proposed revision is authorized there shall be no
413 other amendments proposed to the existing bylaws.

414 **Section 4. Board Action.**

415 In accordance with the requirements of the statute under which TPA is incorporated, an
416 amendment to the articles of incorporation or bylaws adopted at a convention under Section 2 of
417 this article or a bylaws revision adopted at a convention under Section 3 of this article must
418 thereafter be approved by the board of directors by an affirmative vote of a majority of those
419 members present in order to take effect, except to the extent that the amendment or revision
420 relates to the number of directors, the composition of the board, the term of office of directors, or
421 the method or way in which directors are elected or selected. Before approving any amendment
422 to the articles of incorporation or bylaws, or any bylaws revision, the board of directors shall
423 determine that it does not violate any applicable provision of the Missouri Nonprofit Corporation
424 Act or its successor statute. Any vote under this section shall be taken by roll call.

425

426 The entire Bylaws as printed herein were duly adopted as and for the Bylaws of The
427 Travelers Protective Association of America by vote of the Annual Meeting of this Association
428 held in Grand Rapids, Michigan, June 20-22, 2022.

429 I hereby certify the above to be a true duplicate original copy of the Bylaws with all
430 amendments to this date as adopted by the Annual Meeting of this Association.

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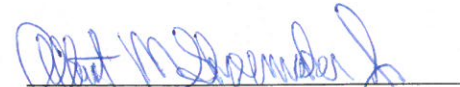
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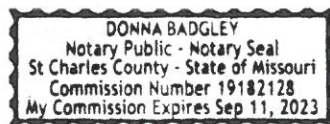
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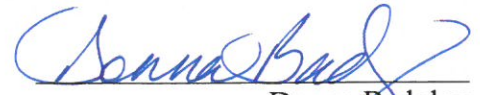

Albert M. Shoemaker, Jr.
Chief Administrative Officer

June 30, 2022
Date

State of Missouri
(SS)
County of Saint Charles

On this 30th day of June in the year 2022, before me, the undersigned notary public, personally
appeared Albert M. Shoemaker, Jr., known to me to be the person whose name is subscribed to
the within instrument and acknowledged that he executed the same for the purposes therein
contained. In witness whereof, I hereunto set my hand and official seal.




Donna Badgley
Notary Public

Commission Expires: September 11, 2023



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