
**Amended and Restated
Articles of Incorporation and By-Laws
of Catholic Family Life Insurance**

Following are the **Amended And Restated Articles Of Incorporation and Bylaws of Catholic Family Life Insurance as approved at the 66th General Convention, held November 4-6, 2005 in Milwaukee, Wis.**

Amended and Restated Articles of Incorporation of Catholic Family Life Insurance

These Amended and Restated Articles of Incorporation supersede and take the place of the existing Articles of Incorporation of Catholic Family Life Insurance and all Amendments thereto.

Article I - NAME

The name of this fraternal benefit society shall be Catholic Family Life Insurance.

Article II - LOCATION

The principal office of this fraternal benefit society shall be at Shorewood, Milwaukee County, Wisconsin.

Article III - PURPOSE

The purpose of Catholic Family Life Insurance shall be to foster friendship and true charity among its members through help and relief to them and their families and enable them through membership in this fraternal benefit society to assist themselves and others with programs of:

1. Religious, fraternal and benevolent activities in local chapters; and
2. To assist the Catholic Church in extending the Catholic faith, especially in support of the parochial schools and Catholic education in general; and
3. Insurance benefits, business reasonably incidental to its insurance programs, and any other lawful activity within the purposes for which a fraternal may be organized under the laws of Wisconsin; and
4. Any lawful social, intellectual, educational, charitable, benevolent, moral, fraternal, patriotic, or religious activity for the benefit of its members or the public as the Supreme Governing Body through the Board of Directors may determine.

Article IV - MEMBERSHIP

Classes of Members - This fraternal benefit society shall have the following classes of members:

1. Benefit Member - an individual eighteen (18) years of age or older to whom a policy of insurance has been issued, or who receives a settlement agreement benefit by virtue of such insurance and who meets one of the following requirements:
 - a. a Catholic, in accordance with the eligibility rules as determined by the Board of Directors;
 - b. a spouse, child or grandchild of such a Catholic;
 - c. an employee of this fraternal benefit society or its subsidiaries or affiliates; or
 - d. any individual who otherwise qualifies for

membership, as determined by the Board of Directors.

For purposes of clause b., the terms "child" and "grandchild" include those who become so by blood or by a legal adoption while under age eighteen or by a step relationship that begins under age eighteen (18).

Benefit members are entitled to:

1. participate in the activities and hold office in their local chapter; and
2. vote for and be elected delegates to the General Convention or to an intermediate convention and thereby vote in the corporate and insurance affairs of this fraternal benefit society according to the Articles and By-Laws.

2. Associate Member - a person eighteen (18) years of age or older who has been accepted for membership in accordance with eligibility rules as determined by resolution of the Board of Directors.

Associate members are entitled to participate in the activities and hold office in their local chapter in accordance with the Articles and By-Laws of this fraternal benefit society.

Associate members are ineligible to vote for or be elected delegates to the General Convention or an intermediate convention.

3. Children - This fraternal benefit society may issue insurance upon the application of an adult on the life of a child younger than the minimum age for benefit membership. The adult neither by reason of such insurance, nor by any benefit providing waiver of premiums, shall become a benefit member. Upon attainment of age eighteen (18) the insured child shall become a benefit member in accordance with the Articles and By-Laws of this fraternal benefit society.

Article V - REPRESENTATIVE FORM OF GOVERNMENT

The Supreme Governing Body of this fraternal benefit society shall be known as the General Convention. It shall be composed of the following delegates:

1. Persons elected by local chapters, or through an intermediate delegate convention system, and
2. The directors and officers of this fraternal benefit society.

The elected delegates must be elected on a plan that ensures equal weight to each benefit member's vote. Unless otherwise provided herein, each delegate shall be entitled to one (1) vote on each matter submitted to a vote of delegates. No vote may be cast by proxy. Except for the election of directors, the affirmative vote of two-thirds (2/3) of the votes cast by the delegates at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the delegates, unless a greater proportion is required by the Articles of Incorporation, the By-Laws, or the laws of the State of Wisconsin. Directors shall be elected by a plurality of the votes cast by the delegates. "Plurality" means the individuals with the largest number of votes are elected as directors up to the maximum number of directors to be chosen at the election.

The elected delegates shall constitute a majority in number and shall not have less than two-thirds (2/3) of the votes nor less than the number of votes necessary to amend the Articles or By-Laws that can be amended without consent of the members. Thirty-five (35) elected delegates shall constitute a quorum.

The General Convention shall meet at least once every four (4) years. The number of directors shall be fixed in the manner provided in the By-Laws but shall not be less than nine (9), nor more than fifteen (15) directors to be elected by the General Convention. The Board of Directors shall conduct the business of this fraternal benefit society between meetings of the General Convention.

Article VI - CHAPTERS

Local chapters shall be formed by the Board of Directors in a manner prescribed in the By-Laws and shall have such powers as provided by the Board of Directors. Whenever

"chapter(s) or local chapter(s)" are referred to herein, it shall mean all local units chartered by the Board of Directors, whether called branches, councils, lodges, or by some other name.

Article VII - REFERENDUM

Action may be taken by the Supreme Governing Body between meetings of the General Convention by mail Referendum in the following manner: The Board of Directors shall first approve the matter to be submitted to the Supreme Governing Body, and upon such approval such matter shall be submitted forthwith by the President, in the form of a Referendum mail ballot, to all duly accredited delegates to the last preceding General Convention. Delegates shall indicate acceptance or rejection of such matter by marking and signing the official Referendum ballot and returning it to the President within sixty (60) days from the date that the ballot shall have been mailed. At the end of the sixty (60) days, the President shall tabulate the votes received and shall certify the results to the Board of Directors. The vote required for approval of the matter shall be that otherwise required under these Articles of Incorporation or the By-Laws, unless a higher vote is required by the laws of the State of Wisconsin.

Article VIII - AMENDMENTS

Except for amendment by Referendum under Article VII, no amendment of these Articles shall take effect, unless the same shall have been submitted to the Home Office at least one hundred and twenty (120) days prior to a General Convention or to a Special Convention called for that purpose and referred to the Constitution Committee. Any amendment, whether by Referendum or under this Article, shall require the vote of two-thirds (2/3) of the delegates.

Amended and Restated By-Laws of Catholic Family Life Insurance

Section I - PREAMBLE

The purpose of Catholic Family Life Insurance, a fraternal benefit society (the "Society"), as set forth in the Amended and Restated Articles of Incorporation, can best be attained by providing the membership with a clear understanding of their rights and responsibilities and it is toward that end that these By-Laws are established.

Section II - ADMISSION TO MEMBERSHIP

1. Admission as a benefit member shall be obtained by application and approval by such officers and upon such conditions as the Board of Directors may determine.
2. Admission as an associate member shall be by application upon a form provided by the Society.

Section III- BENEFIT CONTRACT

The application, contract of membership and insurance, including any riders or endorsements attached thereto; the

declaration of insurability, if any, signed by the applicant; and the Amended and Restated Articles of Incorporation and By-Laws, shall collectively constitute the agreement or contract between benefit members and the Society. All members shall be held to consent to and shall be bound by any subsequent changes in said Articles of Incorporation and By-Laws.

Section IV- LOCAL CHAPTERS

1. Catholic Family Life Insurance shall carry out its mission as a fraternal benefit society through benefit members and associate members organized in local chapters. A chapter shall meet a minimum of four (4) times a year. Chapters shall be chartered by the Board of Directors upon petition of ten (10) benefit members living in the same general area. The petition shall indicate acceptance of the Amended and Restated Articles of Incorporation and By-Laws, of the Society as well as acceptance of the Constitution for local chapters. The Board of Directors shall determine by

resolution the form of the petition, charter and Constitution to be used to grant authority for the creation and operation of a local chapter. Any charter so granted may be withdrawn by the Board of Directors for cause after a hearing wherein it is determined to be in the best interest of Catholic Family Life Insurance.

2. Local chapters are organized to unite Catholics in a group to foster friendship and true charity among its members by providing spiritual enrichment through religious activities, varied programs and mutual assistance to each other through insurance.

A. Chapters are to encourage and aid the members to become involved in any lawful social, intellectual, educational, charitable, benevolent, moral, fraternal, patriotic, civic or other activity for the benefit of the public or its members.

B. Chapters will offer the opportunity for benefit members to exercise their right to vote for delegates to the General Convention or to an intermediate convention thereby enabling them to directly participate in the corporate and insurance affairs of this fraternal benefit society.

3. Whenever "chapters" or local chapter(s)" are referred to herein, it shall mean all local units chartered by the Board of Directors, whether called branches, councils, lodges, or by some other name.

Section V - CONVENTIONS

1. The Supreme Governing Body of Catholic Family Life Insurance shall be the General Convention composed of delegates elected by the local chapters and of the Board of Directors and Officers as provided for under the Amended and Restated Articles of Incorporation.]

2. The regular meeting of the General Convention shall be held every fourth (4th) year in the fourth (4th) calendar quarter, at such time and place as the Board of Directors shall by resolution determine.

A. The Secretary shall give written notice to each local chapter not less than one hundred fifty (150) days in advance of a regular meeting of the General Convention. Delegates to the General Convention shall be elected by the benefit members from their number in a meeting of the local chapter held between April 15 and July 31 of the year of the regular meeting of the General Convention.

B. The names of the delegates thus elected shall immediately be sent by the secretary of the local chapter to the Home Office for certification so that thirty (30) days in advance of the General Convention the members appointed to the various committees can be apprised of all matters to be considered by the respective committees. Names of delegates not forwarded to the

Home Office by:

(1) August 1 of the convention year are ineligible for membership on any committee, or

(2) Thirty (30) days prior to the opening of the General Convention are ineligible to participate except by unanimous consent of the General Convention.

C. The agenda of matters to be considered by the General Convention shall be forwarded to the delegates at least two (2) weeks prior to the convention date. In order for a business matter to be considered by the General Convention, it shall

(1) have been approved and submitted by the Board of Directors, or

(2) if submitted by a benefit member, have been submitted to the Secretary of this Society at least sixty (60) days in advance of the Convention.

This procedure will enable all such matters to be included in the agenda to be forwarded to the delegates prior to the Convention.

D. Any resolution (relating to fraternal or religious matters) for presentation to the General Convention may be submitted by any benefit member to the local chapter, and if favorably acted thereon, the chapter secretary shall forward the resolution to the Secretary of the Society not less than one hundred twenty (120) days prior to the General Convention. The Secretary of the Society shall then have said resolution published in the issue of The Family Friend, next preceding the General Convention and thereat to be acted upon. Any other such resolution may be presented to the Resolutions Committee for consideration for submission to the General Convention. Any such resolution must be adopted by two-thirds (2/3) of the votes cast at such General Convention.

3. A Special Convention consists of the delegates from existing chapters entitled to seats in the last General Convention, delegates elected by chapters formed since the last General Convention, and the Board of Directors and Officers of the Society.

A. A Special Convention may be called with a statement of the reason for and the business to be transacted thereat approved by:

(1) A three-fourths (3/4) vote of the Board of Directors, or

(2) The signed written petition of not less than thirty-five percent (35%) of the elected delegates entitled to participate in the last General Convention filed with the Secretary of the Society, unless the Board of Directors shall find that the reason for and the business to be transacted at such Special Convention, as stated in the petition, is not necessary and in the best interest of the Society,

provided that such finding may be made only by the unanimous vote of the entire Board of Directors.

B. The Secretary shall give notice, in writing, to the delegates of not less than thirty (30) days for a Special Convention.

C. A Special Convention shall be held at such place as the Directors may choose, and notice given for this purpose must state the reason for and the business to be transacted at such meeting.

4. The Board of Directors shall provide for the time and manner of electing and forwarding to the Home Office, names of delegates to such General or Special Conventions from new chapters or to fill vacancies in delegates from existing chapters.

5. The Board of Directors of the Society may to the extent not prohibited by law adopt by resolution such rules and regulations for the conduct of a meeting of the General Convention or a Special Convention as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board of Directors, the Chair of any such meeting shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such Chair, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the Chair of the meeting, may to the extent not prohibited by law include, without limitation, the following:

A. The establishment of an agenda or order of business for the meeting.

B. Rules and procedures for maintaining order at the meeting and the safety of those present.

C. Limitations on the time allotted to questions or comments by delegates.

Unless, and to the extent, determined by the Board of Directors or the Chair of the meeting, meetings of the General Convention or a Special Convention shall not be required to be held in accordance with the rules of parliamentary procedure. In general, the Chair shall conduct all Convention meetings subject to accepted or common practice and in a manner so that all delegates are treated with fairness and in good faith.

Section VI - DELEGATES TO THE GENERAL CONVENTION

1. Each chapter shall be entitled to elect one delegate and an alternate to the General Convention and another delegate and alternate for each three hundred (300) benefit members. This shall be based upon benefit members in good standing in such chapter on March 31 preceding the date of the regular meeting of the General Convention.

2. Elected delegates and alternates must be benefit members

in good standing on March 31, preceding the date of the regular meeting of the General Convention and remain in good standing through the General Convention.

Section VII - BOARD OF DIRECTORS

1. The Board of Directors shall manage the affairs of the Society between General Conventions and shall elect the officers from among the benefit members.

A. The annual meeting of the Board of Directors shall be held in January of each year. Regular meetings of said Board shall be held at the Home Office or at such places and at such times as determined by said Board.

B. Special meetings may be called by the President or upon written request to the Secretary by at least five (5) members of the Board of Directors. The President or Secretary shall give notice to the members of said Board in writing of the purpose, time and place of special meetings at least seven (7) calendar days prior to the date of such meetings.

C. Except in the case of removal of a director from office for cause, members of the Board of Directors may waive their right to receive notice individually and said Board by unanimous vote thereof, may suspend the requirement to give such notice.

2. The Board of Directors may elect a Chair of said Board from its membership for a term of up to one (1) year. The Chair shall preside at all meetings of said Board and perform such other duties as said Board may determine. In the absence of an elected Chair the President shall preside at meetings of said Board.

3. A majority of the members of said Board shall constitute a quorum for the transaction of all business unless otherwise required in the Articles of Incorporation or By-Laws. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater proportion is required by the Articles of Incorporation, the By-Laws, or by the laws of the State of Wisconsin.

4. Directors shall be elected at the General Convention from among the benefit membership for a term of four (4) years commencing on January 1 following the General Convention. The number of directors of the Society which shall constitute the entire Board of Directors shall be such as from time to time shall be determined by two-thirds (2/3) vote of the then authorized number of directors, but in no case shall the authorized number of directors be less than nine (9) or more than fifteen (15).

A. No director shall continue in office after the end of the calendar year in which he or she attains seventy (70) years of age.

B. Any salaried employee or sales representative of Catholic Family Life Insurance, except the President,

shall be ineligible for election as a Director while so employed, or within two (2) years of termination of employment.

C. Only persons whose names have been submitted to the Nominating Committee at least sixty (60) days in advance of a General Convention or Special Convention at which a director or directors will be elected shall be eligible for election as directors at such a General or Special Convention.

D. No Board member may serve more than three (3) consecutive four-year (4) terms or twelve (12) consecutive years, provided this limitation shall not apply to the President, and any service as a Director prior to the date of adoption of this limitation shall not be counted. If elected to a partial term, a director's service shall not count as part of the twelve (12) consecutive years sequence. Also, after a one year hiatus, a previous director may serve again.

5. Whenever a vacancy occurs in the Board of Directors, the remaining Directors shall elect from among the benefit members of the Society, as herein above provided, a Director to fill such vacancy until the next General Convention or Special Convention, if any, of the Society.

6. The Board of Directors, by a two-thirds (2/3) vote of the entire Board, may remove for cause a Director at a special meeting of said Board called for that purpose after a full hearing, to wit: incompetence, neglect of duty, conflict of interest, failure to attend three (3) consecutive regular meetings of said Board without a valid reason, or any other conduct detrimental to the welfare of the Society.

7. The Board of Directors by resolution adopted by a majority vote of said full Board, may elect:

A. An Executive Committee of at least four (4) Directors, and

B. One (1) or more additional committees each consisting of at least three (3) Directors.

(1) Each committee shall have such authority as delegated to it by said Board.

(2) A majority of the members of each committee shall constitute a quorum for the transaction of all business.

(3) Each committee will serve until the next annual meeting of the Board of Directors.

C. Said Board may designate one or more directors as alternate members of any committee.

8. The Board of Directors shall set reasonable compensation for directors, principal officers and such other officers and employees as they may choose to consider.

Section VIII - OFFICERS

1. The principal officers of the Society shall be: the

President, one or more Vice-Presidents, Secretary and Treasurer. The Board of Directors may elect other officers and assistant officers as may be deemed necessary. All officers so elected shall hold office until the next annual meeting of said Board. The office of Secretary and Treasurer may be held by one person, but the principal offices shall be held by at least three (3) separate natural persons.

2. The President shall be the Chief Executive Officer of the Society. All other officers and employees shall be under the supervision and direction of the President, who shall be responsible only to the Board of Directors.

A. The President shall preside at all General and Special Conventions and cast the deciding vote in case of a tie.

B. The President shall present at each General Convention a report on the official business transacted during the preceding four years.

C. The President shall appoint the following General Convention Committees: Constitution, Resolution, Grievance, Nominating, and such committees as found necessary for the proper conduct of the Society.

D. The President shall perform such other duties as directed by the Board of Directors and, if not an elected Director, shall be an ex-officio member, with voting rights, of said Board.

E. All other principal officers of the Society shall perform the duties of the respective office customarily assigned to such office.

Section IX - INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. The Society may, insofar as permitted by law, indemnify and hold harmless each officer or director now or hereafter serving the Society, or any other corporation, partnership, joint venture, trust or other enterprise which said officer or director now or hereafter serves as an officer, director, employee, trustee or agent at the direction of the Society.

2. The Society may maintain insurance on such directors, officers and employees against liability for acts or omissions in the performance of their duties as determined by resolution of the Board of Directors.

3. The Society shall maintain fidelity bonds on the officers and employees as determined by resolution of said Board.

Section X - CONFLICT OF INTEREST

Any benefit member of Catholic Family Life Insurance, who is an officer or director with any other life insurance organization, shall not be eligible to hold office in Catholic Family Life Insurance in any capacity as an officer, director, delegate, alternate delegate or chapter officer. No person may simultaneously be a director, officer, employee or agent for Catholic Family Life Insurance and a director, officer, employee or agent for another insurer if the effect is to lessen competition substantially or if the two (2) insurers

have materially adverse interests.

Section XI - CONTRACTS FOR BENEFITS

1. Contracts for benefits may be entered into, in compliance with the laws of the state where issued, with persons of any age, in the forms, granting benefits in the amounts to beneficiaries natural or artificial under conditions ordered and limited by resolution of the Board of Directors, subject to the provisions of the Amended and Restated Articles of Incorporation and these By-Laws, respectively. Inspection may be substituted for medical examination on applications for benefits in such amounts and under such conditions as the Board of Directors may determine.

2. The funds of the Society shall be available for the payment of benefits, and of expenses in conducting and furthering the work of Catholic Family Life Insurance.

Section XII - INSURANCE FOR CHILDREN

1. Contracts of insurance may be issued upon the lives of children below the age of 18 upon application on a form in use by the Society and shall include evidence of insurability, if required, acceptable to the Society under its rules and regulations. Contracts for children shall be under the control of the applicant for the period provided in the contract.

2. The applicant, if it be in the best interest of the child, may be divested of control of a child's contract, and in such event, or in the event of the death of an applicant, such control shall be vested in the legally appointed guardian of the child, if any, or in some other person who shall appear to be equitably entitled thereto by reason of being responsible for the support and maintenance of such child, or by reason of relationship.

Section XIII - MAINTENANCE OF SOLVENCY

If the Society's reserves should become impaired, the Board of Directors may require that there shall be paid by each benefit member to the Society the amount of the member's equitable proportion of such deficiency as ascertained by said Board, and if the payment be not made it shall stand as an indebtedness against the insurance contract and draw interest not to exceed six percent per annum compounded annually, or in lieu thereof, or in combination therewith the member may consent to an equivalent reduction in benefits.

Section XIV - RIGHT OF ACTION

No action shall be commenced or maintained on any insurance contract in any court on any claim arising from the death or physical disability of any insured, unless commenced within the time provided by the laws of the jurisdiction in which the cause of action occurs, or in the absence of any such laws within three years from the date of death or physical disability of the insured.

Section XV - RECEIPT OF PAYMENT NOT A WAIVER

The receipt and temporary retention of payments and premiums by the Society shall not constitute a waiver of

any defense of the Society. In the event that a contract has lapsed or been forfeited, or where notice of cancellation has been given, the payment of any premium on account of such contract shall not operate as a revival or continuance of said contract whether made on notice of premium or otherwise, and such payment shall be promptly returned to the person making the same.

Section XVI - OFFICIAL PUBLICATION

1. The official publication of Catholic Family Life Insurance shall be called THE FAMILY FRIEND. Any notice, report or statement required by law to be given to the members, including notice of election, shall be published in THE FAMILY FRIEND. If the records of the Society show that two or more benefit members have the same mailing address, an official publication mailed to one benefit member is deemed to be mailed to all benefit members at the same address unless a separate copy is requested.

2. All amendments to the Amended and Restated Articles of Incorporation and By-Laws, respectively, of the Society shall be published in THE FAMILY FRIEND within four months after the filing of said amendment with the Commissioner of Insurance of the State of Wisconsin.

Section XVII - AMENDMENT TO THE BY-LAWS

1. Except for amendment by Referendum under Article VII of the Amended and Restated Articles of Incorporation, no amendment or alteration of these By-Laws shall take effect, unless the same shall have been submitted to the Home Office at least one hundred and twenty (120) days prior to a General Convention or to a Special Convention called for this purpose and referred to the Constitution Committee. Any amendment, whether by Referendum or under this section, shall require the vote of two-thirds (2/3) of the votes cast .

2. In the interim between meetings of the General Convention the Board of Directors is hereby empowered, by a two-thirds (2/3) vote. of all its members, to amend these By-Laws in any way necessary to clarify General Convention enactment, removal of contradictions or ambiguities, to change the wording to give effect and validity to the convention enactments or to make such enactments conform to statutes.

Section XVIII - DISPUTE RESOLUTION

1. This section provides the exclusive means to resolve the grievances, complaints and disputes that are within its scope. The procedures set forth in this section are intended to provide prompt, fair and efficient opportunities for dispute resolution that are consistent with the fraternal nature of the Society, without the delay and expense of formal legal proceedings.

2. This section applies to any claim for damages or other redress against the Society or its directors, officers, representatives or employees brought by any past, present, or future member, sales prospect, policy owner, insured,

annuitant, beneficiary, or any person claiming under any insurance contract issued by the Society. In this section, “claim” means any claim, action, dispute or grievance of any kind or nature whatsoever, including claims for breach of contract, fraud, misrepresentation, violation of a statute, discrimination, denial of civil rights, conspiracy, defamation, and infliction of distress. Provided, however, that this section does not apply to any claim:

- A. based entirely on a relationship with the Society other than as a member, sales prospect, policy owner, insured, annuitant, beneficiary, or any person claiming under any insurance contract issued by the Society; or
- B. made after the applicable statute of limitations has expired; or
- C. brought by the Society, including but not limited to an action for a declaratory judgment, to determine the proper payee, recovering amounts due, and contesting insurance coverage or member eligibility.

3. No lawsuit or other proceeding may be brought against the Society or its directors, officers, representatives or employees for any claim covered by this section. For any such claim, the parties shall take the following steps in the order presented:

A. First, the parties shall attempt in good faith to resolve a claim promptly by negotiation between the claimant or the claimant’s representative and a reviewer designated by the Society. Either party may give the other party written notice of any unresolved dispute. Within fifteen (15) days after delivery of the notice, the receiving party shall submit to the other a written response. The notice and response shall include a statement of that party’s position and a summary of arguments supporting that position, and the name and title of the party and any person who will represent that party. Within thirty (30) days after delivery of the initial notice, both parties or their representatives or both shall meet at a mutually acceptable time and place, and thereafter as often as they reasonably deem necessary, to attempt to resolve the dispute. All negotiations pursuant to this clause are confidential and shall be treated as compromise and settlement negotiations for purposes of applicable rules of evidence.

B. If the dispute has not been resolved by negotiation as provided above within forty-five (45) days after delivery of the initial notice of negotiation, or if the parties failed to meet within thirty (30) days after delivery, the parties shall endeavor to settle the dispute by mediation under the CPR Mediation Procedure then currently in effect of the CPR Institute for Dispute Resolution, New York, New York, provided, however, that if one party fails to participate in the negotiation as provided herein, the other party can initiate mediation prior to the expiration of the forty-five (45) days. Unless otherwise agreed, the

parties will select a mediator from the CPR Panels of Distinguished Neutrals.

C. If the dispute has not been resolved by mediation as provided above within forty-five (45) days after initiation of the mediation procedure, the parties shall finally resolve the dispute by arbitration in accordance with the CPR Rules for Non-Administered Arbitration then currently in effect by a sole arbitrator; provided, however, that if one party fails to participate in either the negotiation or mediation as agreed herein, the other party can commence arbitration prior to the expiration of the time periods set forth above. The arbitration shall be governed by the Federal Arbitration Act, 9 U.S.C. §§ 1–16, and judgment upon the award rendered by the arbitrators may be entered by any court having jurisdiction thereof. The arbitrator may not award attorney fees or exemplary, extra-contractual or punitive damages. The place of arbitration shall be Milwaukee, Wisconsin. If applicable law prohibits the parties from agreeing in

advance to submit the claim to binding arbitration, then the arbitrator’s decision shall be non-binding unless the parties agree to binding arbitration after the claim arises.

4. Fees and expenses of the mediation or the arbitration or both shall be paid by the Society; provided, however, that each party shall bear its own fees for attorneys and experts and discovery costs.

5. No claim may be brought against the Society or its directors, officers, representatives or employees in a representative capacity or on behalf of a “class” of persons. Claims of multiple persons may be joined and presented under this section provided that all affected claimants consent in writing or if the Society determines that the joinder is appropriate.