

PROPOSED AMENDMENTS
to the
Constitution and Bylaws of
The Order of United Commercial Travelers of America

February 2019, Columbus, Ohio

To the officers and members of the international council and the regional and local councils of The Order of United Commercial Travelers of America:

Greetings,

As required by Article IX, Section 1, of the UCT constitution and bylaw 20 of the bylaws, I present the proposed amendments to the constitution and bylaws of the Order, which were received prior to Dec. 28, 2018, the last day prior to which amendments could be submitted under the provisions of the constitution, and presented by members in good standing in the Order.

The new material in the proposed amendments appears in **BOLD**. The proposed amendments will be submitted to the international council, which convenes in New Orleans, Louisiana, on Sunday, June 30, 2019.

Some of the proposed amendments this year are a result of a continued effort to “clean up” the constitution in regards to titles and terminology. The other amendments address regional council representation to the UCT convention and the UCT Insurance Oversight Board.

As always, these amendments are being sent to you in accordance with the UCT constitution so that they may be discussed among your council members in advance of the 2019 UCT convention in New Orleans, Louisiana. A copy of the most recent UCT constitution can be found on the UCT website at www.uct.org under About Us.

Fraternally,
Stephen R. Desselles
UCT Secretary-Treasurer

2019 PROPOSED AMENDMENTS TO THE UCT CONSTITUTION

Proposed Amendment No. 1

Submitted by the UCT Board of Governors, Chris Phelan, UCT president

Explanation: Due to a decrease in membership and to ensure representation from each regional council at the UCT convention each year, each regional council should be entitled to one representative for every 500 instead of 750 members or a fractional part of. We believe this may stimulate participation from the regional councils.

Current

Article III, Section 21, Page 22, Lines 21-25:

Each regional council shall be entitled to one representative in the International Council for every 750 members or a fractional part thereof, in good standing at the close of the year of the local councils under the regional council's jurisdiction.

Proposed

Amend Article III, Section 21, Page 22, Lines 21-25, to read:

Each regional council shall be entitled to one representative in the International Council for every **500** members or a fractional part thereof, in good standing at the close of the year of the local councils under the regional council's jurisdiction.

Proposed Amendment No. 2

Submitted by the UCT Board of Governors, Chris Phelan, UCT president

Explanation: The proposed constitutional changes are a result of a continuing effort to "clean up" the UCT constitution by changing old titles to the new titles that the home office has been using for several years now. These titles need the word "local" in front of them for consistency and clarification.

Current

Article II, Section 2, Page 5, Lines 21-30:

The officers of each local council shall be:

1. President
2. Vice President
3. Immediate Past President
4. 1st Director (optional)
5. Secretary-Treasurer
6. 2nd Director (optional)
7. 3rd Director (optional)
8. Chaplain (optional)
9. Up to Four Elected Members of Executive Committee

Proposed

Amend Article II, Section 2, Page 5, Lines 21-30, to read:

The officers of each local council shall be:

1. **Local** President
2. **Local** Vice President
3. **Local** Past President
4. **Local** Secretary-Treasurer
5. 1st **Local** Director (optional)
6. 2nd **Local** Director (optional)
7. 3rd **Local** Director (optional)
8. **Local** Chaplain (optional)
9. Up to Four Elected Members of **Local** Executive Committee

Proposed Amendment No. 3

Submitted by the UCT Board of Governors, Chris Phelan, UCT president.

Explanation: The proposed constitutional changes are a result of a continuing effort to “clean up” the UCT constitution by changing old titles to the new titles that the home office has been using for several years now. These are “stray” titles not addressed in last year’s “clean up” amendments and apply to wherever they might be used in the constitution.

Proposed: Amend all references to outdated local, regional, and international council titles that are currently in the constitution to conform with the following:

Current

Local council titles:

- Senior counselor
- Junior counselor
- Past senior counselor
- Immediate past president
- Past president
- Conductor
- Page
- Sentinel

Proposed

Amend all local council titles to read:

- Local president
- Local vice president
- Local past president
- Local past president
- Past local president
- 1st local director
- 2nd local director
- 3rd local director

Current

Regional council titles:

- Regional counselor
- Regional past counselor
- Grand past counselor/
immediate regional past president
- Regional past grand counselor
- Regional junior counselor
- Regional conductor
- Regional page
- Regional sentinel
- Manual of Operations for a Regional Council*

Proposed

Amend all regional council titles to read:

- Regional president
- Regional past president
- Regional past president
- Past regional president
- Regional vice president
- 1st regional director
- 2nd regional director
- 3rd regional director
- Regional Council Guidelines*

Current

International council titles:

- International Board of Governors
- International counselor

Proposed

Amend all international council titles to read:

- UCT Board of Governors
- UCT president

International past counselor	UCT Chairman of the Board
International secretary-treasurer/ international secretary	UCT secretary-treasurer
International junior counselor	UCT vice president
International conductor	1 st UCT director
International page	2 nd UCT director
International sentinel	3 rd UCT director
International chaplain	UCT chaplain
International office	UCT headquarters
International officer	UCT officer

Proposed Amendment No. 4

Submitted by the UCT Board of Governors, Chris Phelan, UCT president.

Explanation: The proposed constitutional deletions are a result of a continuing effort to “clean up” the UCT constitution. This amendment would remove language that is no longer relevant once local, regional and international council titles are standardized.

Proposed: To delete the following unnecessary language from the constitution:

Article II, Section 3, Page 7, lines 16-17

Delete “The senior counselor may be known as the president of a local council.”

Article II, Section 4, Page 7, lines 34-35

Delete “The junior counselor may be known as the vice president of a local council.”

Article II, Section 5, Page 8, lines 9-10

Delete “The past senior counselor may be known as the immediate past president of a local council.”

Article II, Section 7, Page 8, lines 23-24

Delete “The Conductor may be known as a Director of a local Council.”

Article II, Section 8, Page 8, lines 33-34

Delete “The Page may be known as a Director of a local council.”

Article II, Section 9, Page 9, lines 1-2

Delete “The Sentinel may be known as a Director of a local council.”

Article III, Section 5, Page 17, lines 1-3

Delete: “The regional counselor may be known as the president of a regional council.”

Article III, Section 6, Page 17, lines 32-34

Delete “The regional junior counselor may be known as the vice president of a regional council.”

Article III, Section 7, Page 18, lines 3-5

Delete “The regional past counselor may be known as the immediate past president of a regional council.”

Article III, Section 10, Page 20, lines 1-2

Delete “The regional conductor may be known as a Director of a regional council.”

Article III, Section 11, Page 20, lines 7-8

Delete “The regional page may be known as a Director of a regional council.”

Article III, Section 12, Page 20, lines 16-17

Delete “The regional sentinel may be known as a Director of a regional council.”

Article IV, Section 8, Page 26, lines 20-21

Delete “The international counselor may be known as the president of the Order.”

Article IV, Section 9, Page 27, lines 15-17

Delete “The international junior counselor may be known as the vice president of the Order.”

Article IV, Section 10, Page 27, lines 25-27

Delete “The international past counselor may be known as the immediate past president of the Order.”

Article IV, Section 12, Page 27, lines 38-39

Delete “The international conductor may be known as a Director of the Order.”

Article IV, Section 13, Page 28, lines 1-2

Delete “The international page may be known as a Director of the Order.”

Article IV, Section 14, Page 28, lines 7-8

Delete “The international sentinel may be known as a Director of the Order.”

Proposed Amendment No. 5

Submitted by: Richard A. Barnhart, a member in good standing of M.J. Terapak Council 144, Columbus, Ohio.

Explanation: UCT voted at its July 2018 UCT convention to create the UCT Insurance Oversight Board LLC (“IOB LLC”). The purpose of the IOB LLC, is to create a board of managers possessing insurance industry knowledge and financial or business acumen to oversee UCT’s insurance business. The below proposed Constitutional amendment will allow UCT’s Board of Governors to focus on growing UCT’s fraternal side while allowing the members of IOB LLC to: (i) focus on overseeing UCT’s insurance business, and (ii) ensure compliance with the Ohio Revised Code’s corporate governance annual disclosure requirement (ORC Sections 3901.072 – 3901.78).

Proposed Language and Article

Article XIII, Section 1. UCT Insurance Oversight Board LLC, (“IOB LLC”) was created by the Board of Governors to: (i) oversee the Order’s insurance business and (ii) ensure compliance with the Ohio Revised Code’s corporate governance annual disclosure requirement (ORC 3901.072, as amended). IOB LOC shall be managed by at least three (3) managers possessing insurance industry knowledge and financial or business acumen (“IOB”). The relationship between the Order and IOB LLC shall be governed by a management services agreement, or similar governing document, as amended.

Article XIII, Section 2. IOB LLC shall generally operate independent of the Board of Governors’ oversight, subject to the limited oversight listed below:

- (a) If the Board of Governors believes the IOB is ineffectively managing the Order’s insurance business, the Board of Governors may appoint an independent committee comprised of one (1) or more independent persons possessing insurance industry knowledge and financial or business acumen (“Committee”) to evaluate the effectiveness of the IOB.

- (b) After review, the Committee shall make a recommendation to the Board of Governors setting forth the Committee’s finding on the effectiveness of the IOB and or modifications to the management services agreement, or similar governing document, as amended (“Recommendation”).
- (c) The Board of Governors may adopt the Committee’s Recommendation by a majority vote of the Board of Governors.
- (d) Any Recommendation implemented by the Board of Governors shall be final.

Article XIII, Section 3. The International Council, upon an affirmative vote of at least two-thirds (2/3) of the members of the International Council present to vote at the session where such Recommendation is presented for a vote, may vote to dissolve the IOB LLC, alter the IOB structure or terminate or modify the management services agreement, or similar governing document, as amended.

2019 PROPOSED AMENDMENT TO THE UCT BYLAWS

Explanation: In order to remain consistent with changes in local, regional, and international officer titles and related terminology that were made in the constitution, the bylaws must also be revised to update these same titles and terminology.

Proposed: To make the following changes throughout the bylaws in order to conform with current titles and related terminology in the constitution:

Current

Supreme Council
 Traditional Local Council
 Grand
 Supreme Secretary
 Grand Secretary

Proposed

International Council
 Local Council
 Regional
 UCT Secretary-Treasurer
 Regional Secretary