



RESTATED BYLAWS

of

The Travelers Protective Association of America

Last revised and amended at the

One Hundred Thirty-Fifth Annual Meeting

Grantville, Pennsylvania

June 16-19, 2025

Effective June 18, 2025



Restated Bylaws

of

The Travelers Protective Association of America

BYLAWS

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Travelers Protective Association

Restated Bylaws

ARTICLE I: Name

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

ARTICLE II: Object

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

ARTICLE III: Members

Section 1. Classification.

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

A. Fraternal member.

B. Benefit member.

Section 2. Initiation rites.

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

Section 3. Dues, premiums, or assessments.

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

Section 4: Membership Certificate:

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

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

ARTICLE IV: Divisions and Posts

Section 1. Divisions.

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

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



Section 2. Posts.

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

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

ARTICLE V: Officers

Section 1. Officers.

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

Section 2. Qualifications.

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

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

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

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

Section 3. Term of office.

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

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

C. Directors: The directors shall assume office at the end of the annual convention at which they are elected and shall serve until the close of the convention two years there from or until their successors assume office. No person shall be eligible to be elected by the membership to the office of director more than four terms.



Section 4. Vacancy in office.

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

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

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

Section 5. Duties of officers.

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

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

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

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

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

ARTICLE VI: Nominations and Elections

Section 1. Nominations.

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



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

Section 2. Publication of announcement of candidacy.

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

Section 3. Elections.

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

Section 4. Limitation on directors.

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

Section 5. Plurality voting.

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

ARTICLE VII: Meetings

Section 1. Regular meetings.

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

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

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

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

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

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



6. In addition, representation from each division elected by their membership as follows:

a. Each division shall be entitled to at least eight elected delegates. However, there may be as many as one such delegate for each 100 division members or fraction thereof.

b. Any member may be elected to serve as such delegate.

c. An alternate may be elected for each such delegate.

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

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

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

Section 2. Voting.

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

ARTICLE VIII: Board of Directors

Section 1. Composition.

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

Section 2. Duties.

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

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

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



9. Evaluate the chief administrative officer annually;

10. Annually order an independent audit of the books of account of the association by a certified public accountant;

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

Section 3. Meetings.

A. Regular Meetings:

1. A meeting of the new board of directors shall be held immediately following adjournment of the convention for the purposes of establishing the dates of the regular meetings and any other business that may be necessary. Thereafter, regular meetings of the board of directors shall be held in July, October, January, April, and June. The president and the board may revise its schedule as it may require.

2. Notice of the regular schedule adopted by the board, or any change in the schedule of the regular meetings shall be transmitted immediately in writing to each officer, director, and division of the association.

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

Section 4. Quorum.

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

Section 5. Vote required.

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

ARTICLE IX: Committees

Section 1. Standing committees.

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

Section 2. Special committees.

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

ARTICLE X: Electronic Meetings and Correspondence

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



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

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

ARTICLE XI: Parliamentary Authority

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

ARTICLE XII: Amendment of Articles of Incorporation and Bylaws

Section 1. Correlation with articles of incorporation.

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

Section 2. Convention Action.

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

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

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

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

Section 3. Revision.

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

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

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



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

Section 4. Board Action.

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

The entire Bylaws as printed herein were duly adopted as and for the Bylaws of The Travelers Protective Association of America by vote of the Annual Meeting of this Association held in Grantville, Pennsylvania, June 16-19, 2025.

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

Robert L. Schapp, Jr.
Chief Administrative Officer

June 23, 2025
Date

State of Missouri
(SS)
County of Saint Charles

On this 23rd day of **June** in the year **2025**, before me, the undersigned notary public, personally appeared **Robert L. Schapp, 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.

Brittany Rebello
Notary Public

Commission Expires: **September 4, 2028**



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