



INSURING LIVES • SUPPORTING WOMEN • SERVING COMMUNITIES™

Qualifications for Directors

Approved February 4, 2009 and Revised August 17, 2010

Article III, Section 3 of the Society's Bylaws provides the following specific qualifications for Directors of the Society: (1) Directors must be beneficial members of the Society; (2) they shall have a demonstrated devotion to the purposes of the Society; (3) all outside Directors shall be women; (4) they shall not be or have been an employee, field representative, sales agent, or a broker of the Society, or the spouse (including a partner to a legally recognized civil union) or former spouse (including a partner to a legally recognized civil union) of any such person; (5) they must not be a current corporate officer, employee, field manager, sales agent, broker, or director of any other fraternal benefit society or organization issuing any line of insurance products offered by the Society; and (6) they must not be an immediate family member (parent, spouse (including a partner to a legally recognized civil union), natural or adopted child, sibling) of any person in any of the prohibited categories.

In addition, Section 3 provides for the Board of Directors to establish additional qualifications for Directors that reflect the complexity and magnitude of the business and affairs of the Society. At the February 2006 Board meeting, the Board of Directors established the following additional qualifications for Directors:

Board Membership Qualifications and Evaluation Principles - The Directors of the Society should reflect a mix of skill sets including expertise in corporate governance, financial accounting, insurance, investments, financial services, policy-making, operations, human resources, marketing and sales, technology, law, economics, high level general management, volunteer organization management, membership development, and public relations. At least one of the Directors should have expertise in a not-for-profit organization environment. It is not expected that any individual Director will have experience in all of these areas; rather the goal is to have a balanced representation of relevant skill sets and experience among the Board as a whole. An additional important objective is to have the Board membership represent a broad spectrum of thoughtful members with a wide range of experience and diverse problem-solving talents. Finally, candidates for Director positions need to be evaluated in view of expected vacancies in the Board committees and the committee chairperson positions with the objective of identifying candidates who have the necessary qualifications to fill the expected vacancies. For example, pursuant to their committee charters, (a) the Audit Committee Chair is required to have accounting or auditing expertise preferably including a CPA, (b) at least one Compensation Committee member is required to have specific and relevant human resources experience, and (c) the Investment Committee Chair and at least one other member of that committee are required to have relevant financial backgrounds.

In evaluating candidates for Director positions, the following factors shall be considered:

1. High level general management experience in a corporate setting, preferably in the insurance, investment, financial service, or not-for-profit industries.
2. Current or prior service in a senior-level position.
3. Profit and loss accountability.
4. Operations management experience.
5. Previous or current corporate or not-for-profit board experience.
6. Demonstrated success in a relevant field (i.e., a field that can bring added value to the Society).
7. Technological literacy and proficiency in electronic communication.
8. Demonstrated record of community support and involvement.
9. Appropriate professional designation in her field.
10. A minimum of a bachelor's degree from an accredited institution of higher learning.

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