

(4) The Commissioner shall include in a notice of disapproval a statement of the reasons for the disapproval.

(5) UNLESS DISAPPROVED BY THE COMMISSIONER, AN AMENDMENT IS DEEMED APPROVED 60 DAYS AFTER IT IS FILED WITH THE COMMISSIONER.

(d) (1) Within 90 days after approval by the Commissioner, each amendment or a synopsis of it shall be mailed by the society to each member of the society or published in full in the official publication of the society.

(2) The affidavit of an individual authorized by the society to mail an amendment or synopsis, stating that the amendment or synopsis was addressed properly and mailed, is prima facie evidence that the amendment or synopsis was provided to the addressee.

(e) A printed copy of the [constitution or] laws as amended, certified by the secretary or equivalent officer of the society, is prima facie evidence of the amendment.  
8-420.

(a) (1) The officers, trustees, directors, or other individuals who have general control of the management of the affairs and funds of the society shall be elected by the supreme legislative or governing body of the society.

(2) The election shall be held within 1 year after a permanent certificate of authority is issued under § 8-417 of this subtitle.

(b) The officers of a grand, supreme, or subordinate lodge or branch of a society are not personally liable for payment of a benefit provided by the society.

(C) (1) AN INDIVIDUAL MAY BE INDEMNIFIED AND REIMBURSED BY A SOCIETY FOR EXPENSES REASONABLY INCURRED BY, AND LIABILITIES IMPOSED ON, THE INDIVIDUAL IN CONNECTION WITH OR ARISING OUT OF ANY THREATENED, PENDING, OR COMPLETED ACTION, SUIT, OR PROCEEDING, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE, OR INVESTIGATIVE, IN WHICH THE INDIVIDUAL MAY BE INVOLVED BECAUSE THE INDIVIDUAL IS OR WAS A DIRECTOR, OFFICER, EMPLOYEE, OR AGENT OF THE SOCIETY OR OF ANY FIRM, CORPORATION, OR ORGANIZATION IN WHICH THE INDIVIDUAL SERVED IN ANY CAPACITY AT THE REQUEST OF THE SOCIETY.

(2) AN INDIVIDUAL MAY NOT BE INDEMNIFIED OR REIMBURSED:

(I) IN RELATION TO ANY MATTER IN AN ACTION, SUIT, OR PROCEEDING AS TO WHICH THE INDIVIDUAL IS FINALLY ADJUDGED TO BE OR HAVE BEEN GUILTY OF BREACH OF A DUTY AS A DIRECTOR, OFFICER, EMPLOYEE, OR AGENT OF THE SOCIETY; OR

(II) IN RELATION TO ANY MATTER IN A THREATENED OR PENDING ACTION, SUIT, OR PROCEEDING THAT HAS BEEN MADE THE SUBJECT OF A COMPROMISE SETTLEMENT, UNLESS THE INDIVIDUAL: