



NAHU Board of Trustees Meeting

Monday, April 17, 2017

Meeting called to order at 4:03 P.M. EDT by Jim Stenger

NAHU'S VISION STATEMENT

NAHU advocates for our members, provides professional development and delivers resources to promote excellence.

Reading of Antitrust Statement (Jim Stenger)

Roll Call (Dane Rianhard)

Attendees: President Jim Stenger, President Elect Mike Embry, Vice President Rusty Rice, Treasurer Pat Griffey, Secretary Dane Rianhard, Immediate Past President Don Goldman, NAHU Executive VP & CEO Janet Trautwein, Region II Vice President Erica Hain, Region III Vice President Denise VanPutten, Region IV Vice President Alycia Riedl, Region VI Vice President Kelly Fristoe, Region VII Vice President Roseanne Wolfe, Region VIII Vice President Linda Rose Koehler, Legislative Council Chair Dave Mordo, Membership Council Chair Paige Phillips

Absent: Region I Vice President Paul Smith, Region V Vice President Julian Lago

Staff: Jennifer Murphy, Brooke Willson, Marcy Buckner, Chris Hartman, Illana Maze, Megan Caputo, Kelly Loussedes, Farren Baer, Bob Tretter

Guests: Legislative Council Vice-Chair Annette Bechtold, Membership Council Vice-Chair Deb Crouch, David Smith, Professional Development Chair, Secretary Candidate, Eugene Starks, Region 7 VP Candidate, Ray Magnuson

Adoption of Agenda

MOTION: Rusty Rice made the motion to adopt the posted agenda.
Motion passed unanimously

Consent items (Jim Stenger);

- BoT Meeting Minutes – April 17, 2017
- Committee Reports
 - Legislative Council
 - Membership Council
 - Awards Committee
 - Chapter and Leadership Development Committee
 - Finance Committee
 - Governance Committee



- 2017-2018 Vice Chair Appointment Report
 - LPRT
 - Professional Development Committee
 - Vanguard Council
- Amended Bylaws
 - Desert Cities AHU
- Resolution of Resignation
 - Central Utah AHU

MOTION: Mike Embry moved to approve the Consent Agenda

DISCUSSION: Paige Phillips requested the Legislative Council Report be removed from Consent Agenda. Linda Rose requested the Membership Council Report be removed from Consent Agenda.

MOTION: Mike Embry amended his motion to approve consent agenda without Legislative & Membership Reports.

Motion passed unanimously

Legislative Council Report

- Paige expressed concerns that there is not enough recognition of Medicare working group. Medicare did not get a break out session at Capitol Conference and will also not get one at Convention. The Legislative Council is aware of the situation. Capitol Conference was not an appropriate venue for the proposed programming and the Professional Development Committee is not aware of having received a session proposal from the working group. There was discussion of having more out reach to committees and working group when preparing programming for national meetings.

Membership Council Report

- Linda Rose questioned the application process for committees versus the RVP appointment process, especially now that the Membership Council has started the application process. She is concerned with the regional representation component. Deb Crouch, incoming Membership Council Chair, spoke to the reason the why the council moved to an application process. The council is looking to fill the “empty chairs” with passionate members who are engaged. Discussed options for the regional represented components.
- Jim asked the issue be taken off line and discussed with the RVPs for options.

Financial Reports – (Pat Griffey)

- Monthly report was not posted in time for discussion and vote. Approval of the report will be moved to the May board agenda



RVP Report: (Rusty Rice)

RVPs requested to discontinue working with a BoT liaison. Since the RVPs are voting members of the board and are not a committee it is not appropriate for them to have a liaison. They can speak for themselves.

Bylaws Adjustment to add PD to NAHU voting board member

MOTION: Mike Embry moved to approve the BoT's recommendation that the proposed bylaws amendment to add the Professional Development chair to the Board of Trustees be brought to the House of Delegates at the 2017 Annual Convention in Orlando.

Discussion: BoT members were asked to speak with one voice if motion carried. Dissenters were asked to voice their concerns before voting.

Motion passed unanimously

Strategic Discussion

Janet continued the Vision 2020 Prezi and other focus group results

Motion for Adjournment

MOTION: Roseanne moved to adjourn the meeting at 5:33 P.M. EDT.

Motion passed unanimously

***NAHU's Anti-trust Statement:** Associations are subject to strict scrutiny under antitrust laws because an association is, by its nature, a group of competitors joined together for a common business purpose. The antitrust laws require companies to make certain decisions by themselves, not in conjunction with competitors. Therefore, associations and their members must proceed with extreme caution in certain areas of activity to insure against violation of the antitrust laws. Discussions of current or future prices or commissions and refusing to deal with or boycotting any insurance carrier are among a number of areas specifically prohibited by the anti-trust laws and will not be permitted in today's meeting.

Respectfully submitted,
Dane Rianhard
NAHU Secretary



NAHU Board of Trustees Meeting Agenda

Monday, April 17 2017

Conference Call

4:00-5:30 p.m. EDT

NAHU'S MISSION STATEMENT

NAHU advocates for our members, provides professional development and delivers resources to promote excellence.

Call to Order & Reading of Antitrust Statement* (*Jim Stenger*)

Roll Call of Attendees (*Dane Rianhard*)

Approve Agenda (*Jim Stenger*)

Consent Items (*Jim Stenger*)

- BoT Meeting Minutes – March 20, 2017
- Committee Reports
 - Legislative Council
 - Membership Council
 - Awards Committee
 - Chapter and Leadership Development Committee
 - Finance Committee
 - Governance Committee
 - LPRT Committee
 - Media Committee
 - Professional Development Committee
- Amended Bylaws
 - Desert Cities AHU
- Resolution of Resignation
 - Central Utah AHU

Financial Reports (*Pat Griffey*)

- NAHU January Financials

RVP Report (*Rusty Rice*)

Strategic Discussion

- **2020 Vision** (*Janet Trautwein*)

Executive Session

Motion for Adjournment

***NAHU's Anti-trust Statement:** Associations are subject to strict scrutiny under antitrust laws because an association is, by its nature, a group of competitors joined together for a common business purpose. The antitrust laws require companies to make certain decisions by themselves, not in conjunction with competitors. Therefore, associations and their members must proceed with extreme caution in certain areas of activity to insure against violation of the antitrust laws. Discussions of current or future prices or commissions and refusing to deal with or boycotting any insurance carrier are among a number of areas specifically prohibited by the anti-trust laws and will not be permitted in today's meeting.



NAHU Board of Trustees Meeting Agenda

Monday, March 20, 2017

Conference Call

4:00-5:30 p.m. EDT

NAHU'S MISSION STATEMENT

NAHU advocates for our members, provides professional development and delivers resources to promote excellence.

Call to Order & Reading of Antitrust Statement* (*Jim Stenger*)

Roll Call of Attendees (*Dane Rianhard*)

Approve Agenda (*Jim Stenger*)

Consent Items (*Jim Stenger*)

- BoT Meeting Minutes – February 27, 2017
- Committee Reports
 - Legislative Council
 - Membership Council
 - GAIN Cup Restructure
 - Awards Committee
 - Chapter and Leadership Development Committee
 - Finance Committee
 - Governance Committee
 - LPRT Committee
 - Media Committee
 - Professional Development Committee
- Amended Bylaws
 - Michigan AHU
 - Western North Carolina AHU

Financial Reports (*Pat Griffey*)

- NAHU December Financials

RVP Report (*Rusty Rice*)

Policies & Procedures

- Vice Chair P&P with changes

Strategic Discussion

- **2020 Vision** (*Janet Trautwein*)

Executive Session

Motion for Adjournment

***NAHU's Anti-trust Statement:** Associations are subject to strict scrutiny under antitrust laws because an association is, by its nature, a group of competitors joined together for a common business purpose. The antitrust laws require companies to make certain decisions by themselves, not in conjunction with competitors. Therefore, associations and their members must proceed with extreme caution in certain areas of activity to insure against violation of the antitrust laws. Discussions of current or future prices or commissions and refusing to deal with or boycotting any insurance carrier are among a number of areas specifically prohibited by the anti-trust laws and will not be permitted in today's meeting.



LEGISLATIVE

Chair: David Mordo

Board Liaison: David Mordo

Month: April 2017

The Legislative Council met via teleconference on Tuesday, April 4th, 2017. We had excellent attendance with 3 excused absences.

We started with working group reports from the chairs. Because of the uncertainty of healthcare reform these days, the Employer Based Working Group is trying to address which concerns are of a top priority. The LTC working group is a bit dismayed having not been able to do a breakout session at Capitol Conference and apparently not able to do one at Annual Convention either. They feel that LTC works hand in hand with Medicare and some of our working group members are feeling demoralized.

The Individual Working Group is still trying to deal with compensation issues without making it look self-serving. Market stabilization final regulations are due out very, very shortly which we hope will add some relief.

John, Marcy and Chris gave a Washington Update. Rumors flying around about re-igniting the debate on a reform package. Nothing concrete has been offered and there are no signs of any immediate meetings planned between the various factions.

Staff had a good meeting with HHS Secretary Price 2 weeks ago. MLR and other regulatory items were discussed. Our good relationship with him and his staff will help in making our concerns more visible to the department.

We spoke a bit about H.R. 1101, the Association Health Plan bill. Historically NAHU has been opposed to AHPs and we are still opposed. We do not believe the Senate can produce 60 yeas votes to pass the proposed legislation so we have decided to say nothing about the bill.

Respectfully submitted,

David Mordo



MEMBERSHIP

Chair: Paige Phillips
Board Liaison: NONE
Month: April 2017

Membership Numbers

February numbers 16,686 up slightly from January which was 16,629

250 new members. 228 lapsed

Retention for January is 78.38%- January was 78.37%

Membership council will be moving to Application process for next year rather than RVP selection. Applications will be sent to membership in April with the other committee applications

We completed our March Madness recruiting campaign. Should have more detailed report next month report of how many joined and received the \$50 off annual dues

Still have ongoing bank draft retention contest. It ends 5-31-17. Drawings for \$100 gift cards for members who joined or renewed and changed to bank draft

Bob Tretter has put together a monetary "value" flyer on our membership. He is getting this finalized so we can promote it to the chapters

GAIN restructure passed the BOT and we will be working on a promotional flyer to let the members know of the new changes

New Triple Crown pins are done and should be sent to members in April. Awarding for 3,5,10 years with one pin

Working on an actual Membership Manual to be ready at convention. This will contain all the information a new member (or old member) needs to know.



AWARDS

Chair: Alexis Weilmuester

Board Liaison: Dane Rianhard

Month: April

The committee is judging the State and Local Website Award applications. Everyone will be in DC for awards judging weekend, April 21 – 23.



CHAPTER & LEADERSHIP DEVELOPMENT

Chair: Carolyn Beck

Board Liaison: Patricia Griffey

Month: April, 2017

Report:

- **On 3/24/17 we had our first call of the sub-committee task force on the “Leadership mentoring” project. Task force includes; Lou Reginelli, Arty Accardo, Julie Jennings, Jolene Bryant, Cerrina Jensen, Pat Griffey and myself. This project is lead is Arty Accardo. The taskforce is working on creating a manual type offering to provide to new leaders as a resource.**
- **Monthly committee call was held on 3/28/17.**
- **Reports from Regional Chairs went well. Specifically the potential of a new Chapter starting in Chicago area. Suzy Alberts is working with Chad Schneider on that development.**
- **The committee continues to work on obtaining any outstanding leadership rosters. We have been able to obtain the majority of those with help from the Regional Chairs and Lou, Vice Chair.**
- **CLD Tool Time articles for publication in the President Perspective will highlight succession planning.**
- **The CLD video is close to completion with the video premier taking place during the Chapter Management session at Annual convention.**
- **Convention Chapter Management session draft agenda has been established.**
- **Creation of Save the Date flyer created and distributed to Regional Chairs.**
- **The Chapter management session will be interactive and combine representatives from Awards and Membership. The CLD will provide an overview highlighting items such as; leading a chapter and the necessary tools available through NAHU. Items of topic will include... timelines, engagement, conflicts resolutions, running a board meeting, etc. This segment will be managed by Lou Reginelli, incoming CLD Chair**
- **Followed up with David Smith regarding the Leadership Certification course that the PD committee is working to develop. Hoping to have this completed by Annual Convention so the CLD can promote this opportunity to those attending the meeting.**



GOVERNANCE

Chair: Steve Selinsky

Board Liaison: Mike Embry

Month: April

In accordance with NAHU Policies and Procedures 17-01-B Selection and Appointments of Vice Chairs, Rusty Rice, the uncontested NAHU President-elect candidate for the 2017-2018 term, and if elected by the 2017 House of Delegates will become NAHU President for the 2018-2019 term, submitted the following nominees to serve as Vice Chair of the referenced national committees and councils for the upcoming year. Under NAHU Bylaws, the nominees are subject to review and approval by the NAHU Board of Trustees.

All the nominees currently serve on the respective committees to which they would serve as Vice Chair.

Respectfully Submitted,

Steve Selinsky

Chair, Governance Committee (2015 - 2017)

2017 - 2018 Nation Committee & Council Vice Chair Nominees

Submitted by Rusty Rice, NAHU Vice President

March 2017

Awards Committee

Luann Yarberry

Currently does not have an official role on the committee, but is auditing all committee call and will attend the awards judging weekend. She served on the committee from 2008 to 2012.

Chapter Leadership & Development Committee

Artie Accardo

Currently serves as the Region 2 Chair on the committee.

Governance Committee

David C. Smith

Currently serves on the committee.

HUPAC Board

Bill Hepsher

Currently serves as the Region 5 Chair on the HUPAC Board.

Legislative Council

Nick Moriello

Currently serves as a member of the council.

LPRT

Mike Gomes

Currently serves as the Region 5 Chair on the committee.

Media Relations Committee

Meg McComb

Currently serves as the Regional 8 Chair on the committee.

Membership Council

Michelle Howard

Currently serves as Membership Manager on the council.

Professional Development Committee

Karen Kilpatrick

Currently serves as a member of the committee.

Vanguard Council

Krista Palmer

Currently serves as a member of the council.



LPRT

Chair: Suzy Johnson

Board Liaison: Mike Embry

Month: April

LPRT has extended the deadline to apply until April 30th. We hope to surpass applications from 2016.

The Soaring Eagle and LPRT events planned for NAHU annual convention are completed.

We will soon be releasing the new membership criteria.



PROFESSIONAL DEVELOPMENT

Chair: David C. Smith
Board Liaison: Rusty Rice
Month: April 2017

PD DAY DURING NATIONAL CONVENTION: Attached is the agenda of topics to be offered during National Convention in Orlando. We are also looking forward to beginning work on the 2018 Professional Day content soon after the 2017 Convention, and anticipate another strong schedule. A point raised during the April Legislative Council call highlighted a disconnect between the market advisory groups and the Professional Development Committee's development of the PD Day agenda. The committee will better communicate and coordinate opportunities in future planning.

2017-18 COMMITTEE. With our incoming chair and vice chair, we will send out applications for current members and all members to identify members for the coming year. I am planning on sending out a survey to current members to also identify areas where the committee could improve their involvement and other areas to build up for next year.

FEE INFORMATION. The committee had a very good conversation about the need for resources, but concerns about maintaining a database of state laws requiring licensure or other requirements when an agent receives a fee along with commission or in lieu of commission. We will continue to discuss this issue, but it is my hope that this database can be maintained in a manner similar to what I do currently for state stop-loss laws.

CERTIFICATIONS:

- Delivering Benefits Technology Certification during BenefitsPRO Expo in Indianapolis, after making some revisions to reflect feedback and suggestions.
- Advanced Self-Funded Certification will be taught in Boston in early June! Lots of interest to follow.



We have developed an instructor agreement that everyone who teaches a certification course, or any other course sponsored by NAHU, will be expected to sign. This agreement is design to protect the confidentiality of our courses as well as maintain a high level of professionalism and integrity in the classrooms. Based on feedback, this change is seen as the next step to enhance the overall value of our programs and maintain the value of these programs to NAHU as assets.

Of course this means that Dave Mordo will never teach (just seeing if he's reading all the way through)...

REBC: Remember that the REBC redesign is **complete** and open. We believe we have our first person to complete the program, and anticipate having a number of individuals to recognize at National Convention in Orlando as our initial class of REBC Designations.



This is such an exciting development and way to bring all our work together in a long-sought designation of our own. This will continue to be a great source of pride for our members, and a reflection of our association's commitment to Professional Development for agents, brokers and consultants. <http://www.nahu.org/education/designations/rebc.cfm>

| | Exceeding Client Expectations | Agency Growth & Transformation | Preparing for Compliance Trouble Ahead | Be a Better YOU | Medicare FOCUS | |
|--------------|---|---|--|---|--|--|
| 8:30 – 9:30 | Compliance Tools to Obtain New Business and Keep What You Have Carolyn McNairy VP of Compliance Services, TASC | Social Media: Moving From Beyond Buzzwords and in to an Effective Way to Grow Your Agency Jeanne Bradone Sales & Training Director eHealthApp | Federal Healthcare Reform 2017 and Beyond David Grunke Speaker & Coach, Grunke Group, Inc. | Presence in Presenting Karen Kirkpatrick President On Your Mark Consulting | Everything Group Brokers Need-to-Know About Medicare Dwane McFerrin & Maggie Stedt – NAHU Medicare Advisory | |
| 9:45 – 10:45 | Understanding the Real Causes of High Healthcare Costs Tim Callender VP, Sales & Marketing at The Phia Group, LLC | Focusing ON Benefit Technology Lisa Collins Director of Business Development-Hcentive | Red Light, Yellow Light, Green Light, GO!! Karen Kirkpatrick President On Your Mark Consulting | Building your personal legacy Judy Hissong Principal Legal Leadership Institute | Advanced Medicare Topics Medicare’s Most Unusual Scenarios & Solutions John Parker and Erin Fisher – NAHU Medicare Advisory | |
| 11:00 - noon | Being Politically Neutral with Your Clients Jessica Waltman Forward Health Consulting and David Mordo Arthur J. Gallagher | The Ideal Service Model: Self Service & Personal Engagement Christopher Ryan VP Strategic Advisory Services, ADP | Conducting a Self-Audit of Health and Welfare Plans Marilyn Monahan, Monahan Law Office | Top 10 reasons you will want to miss Disney this summer Innovation Council | Marketing Medicare to Your Groups Colleen Gimbel VP of Marketing, Recruitment and Compliance Berwick Insurance Group | |

BYLAWS
of the
Desert Cities Association of Health Underwriters

Adopted (May 21,2009)

ARTICLE I – NAME AND TERRITORIAL LIMITS

- Section 1. This organization shall be known as the Desert Cities Association of Health Underwriters, hereinafter referred to as this Association, a non-profit corporation incorporated as such under the laws of the state of California and chartered by the National Association of Health Underwriters.
- Section 2. The territorial limits of this Association shall be confined to Riverside County. These shall not be changed unless permission first has been obtained from the governing bodies of the local association currently having jurisdiction in such territory, if applicable, and of the California State Association of Health Underwriters and the Board of Trustees of the National Association of Health Underwriters.

ARTICLE II – PURPOSES

- Section 1. The objectives of this Association shall be:
- A. To promote the common business interests of those engaged in disability, life and risk management.
 - B. To advance public knowledge for the need and benefit of disability income, health, and life insurance products.
 - C. To promote the adoption and application of high standards of ethical conduct in the health insurance industry.
 - D. To provide and promote a program of continuing education and self-improvement for Association members.
 - E. To increase the knowledge and principles, functions and applications of health insurance and disability income products.
 - F. To promote education, legislation, regulation and practices which are in the best interest of the health insurance industry and the insuring public.
 - G. To encourage adequate protection against the hazards of disability as part of a well-rounded insurance program.
 - H. To do such other things and to carry out such other programs so as to further the purposes of the National Association of Health Underwriters.
- Section 2. This Association and its members recognize an obligation to present accurately, honestly and completely every fact essential to the client's decision as expressed in the National Association of Health Underwriters Code of Ethics which are considered a part of these bylaws.

ARTICLE III – MEMBERSHIP

- Section 1. Membership in this Association will be available under the following designations:
- A. Individual Members
 - B. Associate Members

- Section 2. A) An individual member may be any individual licensed by his/her state licensing authority for the sale of disability income, life, and/or health insurance products. Individual members may also include non-licensed individuals engaged in the distribution of disability income and/or health insurance products such as, but not limited to, home office personnel and others engaged in the management and distribution of such products. Individual members who have paid their annual national, state and local dues will also be referred to as active members.
- B) Associate Members are individuals who are already full individual members of another local chapter of the California Health Underwriters Association, and who also want to join DCAHU for its local membership benefits.

ARTICLE IV – NATIONAL AND STATE AFFILIATION

- Section 1. This Association agrees to be bound by the bylaws of the State and National Associations of Health Underwriters as adopted and amended.
- Section 2. The Board of Directors shall provide for the prompt review, approval and forwarding of all reports required or requested by the State and National Associations of Health Underwriters.
- Section 3. Insofar as possible, this Association shall be represented by its proper delegates, or their duly appointed alternates, at the annual meeting of the State and National Associations of Health Underwriters.

ARTICLE V – DUES AND FINANCE

- Section 1. Each active member of this Association shall pay local, state and national annual dues. Such annual dues shall be payable on the first day of the member's anniversary month as recorded by the National Association of Health Underwriters. All dues shall be submitted to and through the National Association of Health Underwriters. Any individual member more than sixty (60) days in arrears in payment of dues shall be dropped from the rolls as a member in good standing.
- Section 2. The Board of Directors shall determine the amount of annual dues of this Association. This Association's dues may only be changed once a year and will be in effect from January 1 through December 31 of each year. Not later than the fifteenth (15th) of September of each year, or a date specified by the National Association of Health Underwriters, if this Association plans to increase or decrease its local chapter dues for the following calendar year, the President shall advise the National Association of Health Underwriters in writing of the Board-approved dues for the following year.
- Section 3. The fiscal year of this Association shall begin on the first day of July of each year.
- Section 4. This Association's books of accounts shall be reviewed and/or audited at least once each fiscal year. The Board of Directors shall name the auditors/reviewers.
- Section 5. The Board of Directors shall determine the official depository for Association funds and shall designate one or more Board members in addition to the Treasurer to sign or countersign checks in excess of \$500.00 or other documents for the disbursement of such funds.

ARTICLE VI – OFFICERS

- Section 1. The officers of this Association shall be: President, President-Elect, Immediate Past President, Secretary, and Treasurer
- Section 2. Each officer shall be an active member of this Association, and the State and National Associations of Health Underwriters in good standing.
- Section 3. All officers shall serve without compensation.
- Section 4. All officers shall take office on the first day of July of each year following their election, and shall serve for a term of one year. If one person occupies more than one of these officer positions, that person shall have only one vote.
- Section 5. The office of Immediate Past President shall be filled automatically by the outgoing President. In the event there is no outgoing President, this office shall remain vacant.
- Section 6. If the office of the President shall become vacant due to death, disability, resignation, recall or removal by due process, the President-Elect shall assume the office for its unexpired term and the term of President for the succeeding year and the office of President-Elect shall become vacant until the next regular election. If the office of President becomes vacant and there is no President-Elect, the order of succession shall be Treasurer and then Secretary
- Section 7. If the office of President-Elect shall become vacant due to death, disability, resignation, recall or removal by due process, or by succession to the Presidency under Article VI., Section 6, the President shall appoint a member of this Association in good standing to assume the title and fulfill the duties of the office for its unexpired term. The appointment shall be subject to a three-fourths (3/4) vote of approval by the Board of Directors.
- Section 8. If the offices of Secretary and/or Treasurer become vacant due to death, disability, resignation, recall or removal by due process, or by succession under Article VI., Section 6, the office(s) shall be filled by appointment by the President. The appointment shall be subject to three-fourths (3/4) vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s). Appointees shall assume the title and duties of the office(s).

ARTICLE VII – DUTIES OF OFFICERS

- Section 1. The duties of the officers shall be as follows:
- A. President – The President shall be the chief elected officer of this Association and shall preside over all meetings of this Association and the Board of Directors. The President shall be an ex officio member of all standing and special committees except the Nominations Committee.
- B. President-Elect – The President-Elect, in the absence of the President, shall preside at all meetings of this Association and the Board of Directors and shall perform such other duties as may be assigned by the President or Board of Directors.
- C. Immediate Past President – The Immediate Past President shall serve as an advisor to the Board of Directors and perform other duties as assigned by the President or Board of Directors.

D. Secretary – The Secretary shall be responsible for keeping all records of membership, attendance, membership dues and minutes of the meetings of this Association and the Board of Directors and shall perform other duties as may be assigned by the President or Board of Directors.

E. Treasurer – The Treasurer shall be responsible for receiving all funds and dues paid to this Association. Dues shall be forwarded to the National Association of Health Underwriters, where they will be deposited and the local portion remitted back to this Association on a monthly basis. The Treasurer shall deposit all other funds in this Association's official depository and shall disburse such funds upon the order of the Board of Directors. The accounts and books of the Treasurer and this Association shall be open at all times for inspection by the President, the Board of Directors, and any authorized auditors. The Treasurer shall be responsible for the completion and submission of forms required by laws governing the administration and/or tax status of this Association.

F. Association Executive Director – The Association Executive Director is appointed by the Board of Directors, for such period, such compensation, and with such authority, duties, facilities and assistance as the Board of Directors may determine. The Association Executive Director shall have no vote.

ARTICLE VIII – BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of the officers and 10 elected directors
- Section 2. Each director shall be an active member of this Association, and the State and National Associations of Health Underwriters in good standing.
- Section 3. All directors shall serve without compensation.
- Section 4. All directors shall take office on the first day of July of each year following their election, and shall serve for a term of one year. (See Article VI, Section 4.) If one person occupies more than one of these director positions, that person shall have only one vote.
- Section 5. The Board of Directors shall determine the policies and activities of this Association, approve the budget, authorize all expenditures and disbursements, and has the authority and responsibility to manage this Association's affairs.
- Section 6. The Board of Directors shall meet no less than six (6) times per year or at the call of the President. The meetings shall be held at such times and places as may be determined by the President or Board of Directors. A written notice of the time and place of all regular meetings of the Board of Directors of this Association shall be emailed to each member of the Board by the President, prior to the meeting.
- Section 7. The Board of Directors may transact business by mail or electronic means by voting upon proposals presented to them. Any such proposal shall be adopted if at least two-thirds (2/3) majority of the entire Board returns affirmative votes. The members of the Board of Directors shall be advised of the results of such balloting no less than seven (7) days after the vote is tabulated.
- Section 8. A majority of the Board of Directors shall constitute a quorum for the transaction of business.
- Section 9. In the event a director position becomes vacant due to death, disability, resignation, recall or removal by due process, or by succession under Article VI., Section 6, the position

shall be filled by appointment by the President. The appointment shall be subject to three-fourths (3/4) vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s).

ARTICLE IX – NOMINATIONS AND ELECTIONS

- Section 1. The election of officers and directors shall be held at the annual meeting of this Association.
- Section 2. At least three (3) months prior to the date of the annual meeting, the President shall appoint a Nominations Committee. The duties of this committee shall be to solicit and receive nominations and to prepare a slate of candidates. The Nominations Committee shall have general charge of the election process including the preparation, distribution, collection and counting of ballots, and reporting the results.
- Section 3. The Nominations Committee shall prepare a ballot containing the names of all qualified nominees and distribute ballot materials to all active members at least one (1) month prior to the date of the annual meeting. The ballots shall be cast in person at the annual meeting. Nominations will be closed two weeks prior to the scheduled hearing.

ARTICLE X – COMMITTEES

Section 1. There shall be the following standing committees:

- A. Awards
- B. Education
- C. Legislation
- D. Membership
- E. Membership Retention
- F. Programs
- G. Nominations

- Section 2. The President shall appoint the chairs and members of all standing, special or ad hoc committees and task forces, subject to the approval of the Board of Directors.
- Section 3. The Board of Directors shall establish guidelines for all committees and task forces regarding usual duties, terms of office, and requirements for reports unless otherwise specified in these bylaws.
- Section 4. The administration of the fiscal affairs of all standing, special and ad hoc committees and task forces are vested in the Board of Directors.

ARTICLE XI – RECALL AND REMOVAL FROM OFFICE

- Section 1. An officer, member of the Board of Directors, committee member or chair, or task force member or chair may be removed for malfeasance of office.
- Section 2. No elected officer or board member, or appointed committee member or chair, or appointed task force member or chair may be removed from office without a three-fourths (3/4) vote of the Board of Directors at any regular or special meeting at which a quorum is present.
- Section 3. Notice of recall or removal must be sent by registered mail to the affected individual advising him/her of the action taken or about to be taken. Removal by due process requires notification prior to the vote for removal from office. The Board of Directors

and/or twenty-five percent (25%) of this Association's membership can initiate recall. Recall can only be achieved by a three-fourths (3/4) vote of the Board of Directors.

Section 4. Failure to achieve the required vote for removal will cause the immediate reinstatement of the recalled individual to office. Any appointee replacing the recalled officer shall also immediately be discharged.

Section 5. Any individual member of this Association shall lose all rights and privileges of office under this Association if his/her license to sell insurance is revoked or if he/she is convicted of a felony or gross misdemeanor.

ARTICLE XII – PARLIAMENTARY AUTHORITY

Section 1. The current edition of "The Standard Code of Parliamentary Procedure" (Sturgis) governs this Association in all parliamentary situations that are not provided for in the law or in its charter, bylaws or adopted rules.

ARTICLE XIII – OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts.
Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this corporation and any other person, when signed by any one of the President or any Vice President, and any one of the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of this corporation shall be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same.

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, and except as provided in this Section, no officer agent or employee shall have the power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 2. Designation of Delegates.
On an annual basis, delegates from this Association to the California Association of Health Underwriters and to the National Association of Health Underwriters shall be selected by the Board of Directors from the active members of this Association, to represent and vote on behalf of the active members of CAHU and NAHU who are also members of this Association. In addition, alternative delegates shall be selected; if a delegate is unable to attend any meeting of the delegates, an alternative delegate may attend the meeting and vote in lieu of the delegates. Any delegate or alternate delegate may be removed by the Board; any individual subject to such removal proceedings shall be given reasonable notice of such proceedings and an opportunity to respond.

Section 3. Construction and Definitions.
Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws.

ARTICLE XIV – AMENDMENTS

- Section 1. Amendments to these bylaws, if in conformity with the policy of the National Association of Health Underwriters, may be adopted by a two-thirds (2/3) vote of the active members of this Association present at any meeting of this Association, provided that written notice of the meeting and of the proposed amendment(s) shall have been given to the members at least one month prior to the meeting, and provided further that a quorum is present at the meeting.
- Section 2.* Record of Amendments.
Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book. The current edition of “The Standard Code of Parliamentary Procedure” (Sturgis) governs this Association in all parliamentary situations that are not provided for in the law or in its charter, bylaws or adopted rules.
- Section 3. One-tenth (1/10) of this Association's membership shall constitute a quorum.

ARTICLE XV – INDEMNIFICATION

- Section 1. This Association may, by resolution of the Board of Directors, provide for indemnification by this Association of any and all its Directors or officers or former Directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or officers of this Association, except in relation to matters as to which such Director or officer or former Director or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

INDEMNIFICATION OF AGENTS OF THE CORPORATION

Definitions.

For purposes of this section, “agent” means any person who is or was a Director, officer, employee or other agent of this corporation, or is or was servicing at the request of this corporation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes, without limitation, attorneys’ fees and any expenses of establishing a right to indemnification under Section 4 or 5(b) of this Article.

Indemnification in Actions by Third Parties.

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this corporation to procure judgment in its favor, an action brought under Section 5233 of the California Nonprofit Corporation Law, made applicable pursuant to Section 7238 of the California Nonprofit Mutual Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of this corporation, against expenses, judgments, fines, settlements and other amounts actually and

reasonably incurred in connection with such proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, has no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Indemnification in Actions by or in the Right of the Corporation.

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this corporation or brought under Section 5233 of the California Nonprofit Corporation Law, made applicable pursuant to Section 7238 of the California Nonprofit Mutual Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust to procure a judgment in its favor by reason of the fact that such person is or was an agent of this corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3.

- (a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to this corporation in the performance of such person's duty to this corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

Indemnification Against Expenses.

To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Required Indemnification.

Except as provided in Section 4 of this Article, indemnification under this Article shall be made by this corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3, by:

- (a) A majority vote of a quorum consisting of Directors who are not parties to such proceeding;
- (b) Approval of the members with the persons to be indemnified not being entitled to vote thereon; or

- (c) The court in which such proceeding is or was pending, upon application made by this corporation or the agent, attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by this corporation.

Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Other Indemnification.

No provision made by the corporation to indemnify its or its subsidiary's Directors or Officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or Directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such Directors and Officers may be entitled by contract or otherwise.

Section 8. Forms of Indemnification Not Permitted.

No indemnification or advance shall be made under this Article, except as provided in Sections 4 or 5(b) in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Insurance.

The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article.

ARTICLE XVI – DISSOLUTION

- Section 1. Dissolution of this Association requires the passing of a Resolution of Resignation by a three-fourths (3/4) vote of all active members. The adopted resolution shall be sent by the Secretary of this Association by registered mail to the Executive Vice President of the National Association of Health Underwriters and shall become effective upon acceptance by the Board of Trustees. Upon acceptance of the Resolution of Resignation by the Board of Trustees, individual members of this Association shall become active members of the existing local association nearest them in their state, or their state association, or members-at-large if no other association exists within their state.

- Section 2. This Association, by taking the action to resign, shall surrender all rights to use the name, emblem, insignia, plate, sign, label or phrase indicative of membership in this Association.
- Section 3. This Association's charter with the National Association of Health Underwriters may be suspended or revoked in accordance with appropriate sections of the bylaws of the National Association of Health Underwriters.
- Section 4. This Association shall use funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure or be distributed to its members in the event this Association is dissolved or its charter revoked for cause in violation of the bylaws of the National Association of Health Underwriters. Immediately upon dissolution or revocation of its charter, this Association's Board of Directors shall return all remaining Association funds to its state association. If there is no state association, the funds shall be sent to the National Association of Health Underwriters for placement in escrow. Funds placed in escrow will be distributed in accordance with the procedures outlined in the bylaws of the National Association of Health Underwriters.

ARTICLE XVII – PREVIOUS BYLAWS SUPERCEDED

- Section 1. These bylaws, as revised, supercede all provisions of any previous bylaws of this Association.

APPENDIX A - NAHU Code of Ethics

To hold the selling, service and distribution of disability insurance and health insurance plans as a Professional and a public trust and to do all in my power to maintain its prestige.

To keep paramount the needs of those whom I serve.

To respect my clients' trust in me, and to never do anything which would betray their trust or confidence.

To give all service possible when service is needed.

To present policies factually and accurately, providing all information necessary for the issuance of sound insurance coverage to the public I serve.

To use no advertising which may be false or misleading.

To consider the sale of disability income and health insurance plans as a career, to know and abide by the insurance laws of my state, and to seek to constantly increase my knowledge and improve my ability to meet the needs of my clients.

To be fair and just to my competitors, and to engage in no practices that may reflect unfavorably on myself or my industry.

To treat prospects, clients and companies fairly by submitting applications that reveal all available information pertinent to underwriting a policy.

To be loyal to my clients, associates, fellow agents and brokers, and the company or companies whose products I represent.

Resolution of Resignation

March 31,2017

As a result of a vote recently taken of the members of the Utah AHU Central Chapter whereby 75% voted in the affirmative regarding closure of the chapter, the Utah SW AHU issues this Resolution of Resignation declaring the Utah AHU Central Chapter officially closed.

Robert Sautter
2016-2017 President, UAHU

| | Move | | | | | | | |
|----------------------|------------|--------|------------|-------------|------------|-----------------|-----------------|-------------|
| | Membership | | | | | | | |
| Vote | to | ID | First_Name | Middle_Name | Last_Name | Join_Date | Paid_Thru | Member_Type |
| Yes | Salt Lake | 411485 | Pam | | Anderson | 2/17/2010 0:00 | 1/31/2017 0:00 | Full Member |
| Yes | Salt Lake | 412949 | Cabe | | Atkinson | 5/25/2010 0:00 | 3/31/2017 0:00 | Full Member |
| did not return calls | | 346813 | Mary | B. | Beardall | 10/30/2002 0:00 | 1/31/2017 0:00 | Full Member |
| No contact info | | 427953 | Julie | | Christie | 3/31/2015 0:00 | 3/31/2017 0:00 | Full Member |
| Yes | Salt Lake | 400145 | John | | Freeze | 10/22/2007 0:00 | 10/31/2017 0:00 | Full Member |
| Yes | Salt Lake | 375184 | Don | | Garlitz | 12/21/2001 0:00 | 1/31/2017 0:00 | Full Member |
| did not return calls | | 411870 | W. Clayton | | Gerstner | 3/30/2010 0:00 | 1/31/2017 0:00 | Full Member |
| Yes | Salt Lake | 396186 | Gary | | Hilton | 3/21/2008 0:00 | 1/31/2017 0:00 | Full Member |
| Yes | Salt Lake | 400040 | Timothy | | Hodnett | 7/10/2015 0:00 | 7/31/2017 0:00 | Full Member |
| Yes | Salt Lake | 352587 | Beverly | | Holloway | 3/30/2007 0:00 | 3/31/2017 0:00 | Full Member |
| Yes | Salt Lake | 334655 | Kurt | | Holmstead | 4/26/1994 0:00 | 4/30/2017 0:00 | Full Member |
| Yes | Salt Lake | 317006 | Kenneth | G. | Kuhni | 10/1/1989 0:00 | 10/31/2017 0:00 | Full Member |
| Yes | Salt Lake | 355459 | Scott | W. | Miller | 6/30/2000 0:00 | 6/30/2017 0:00 | Full Member |
| yes | Salt Lake | 376794 | Lucien | | Morin | 4/22/2002 0:00 | 1/31/2017 0:00 | Full Member |
| No | Salt Lake | 397363 | Leon | | Muhlestein | 3/28/2007 0:00 | 12/31/2016 0:00 | Full Member |
| Yes | Salt Lake | 400641 | Denise | | Rawle | 11/26/2007 0:00 | 11/30/2016 0:00 | Full Member |
| yes | Salt Lake | 420003 | LISA | D. | ROBINS | 9/24/2012 0:00 | 9/30/2017 0:00 | Full Member |
| did not return calls | | 409759 | Jake | | Runyan | 7/23/2009 0:00 | 1/31/2017 0:00 | Full Member |
| No | Salt Lake | 333395 | Don | | Ruzicka | 12/23/1993 0:00 | 1/31/2017 0:00 | Full Member |
| Yes | Salt Lake | 429674 | Lee Ann | | Sanford | 10/12/2015 0:00 | 10/31/2016 0:00 | Full Member |
| Yes | Salt Lake | 419896 | Nicole | | Smith | 9/12/2012 0:00 | 9/30/2017 0:00 | Full Member |
| Yes | Salt Lake | 307386 | Richard | P | Stinson | 9/30/2016 0:00 | 1/31/2017 0:00 | Full Member |
| Yes | Salt Lake | 354674 | Daniel | P. | Wheeler | 5/7/2014 0:00 | 5/31/2017 0:00 | Full Member |
| Yes | Salt Lake | 395816 | Kymberlee | Anne | Wilson | 3/4/2014 0:00 | 3/31/2017 0:00 | Full Member |
| Yes | Salt Lake | 426430 | Robert | S. | Wiseman | 8/19/2014 0:00 | 8/31/2017 0:00 | Full Member |

Status Chapter

[illegible]