



## **NAHU Board of Trustees Meeting**

**March 18<sup>th</sup>, 2019**

**Meeting called to order at 2:00P.M. EDT by Rusty Rice**

## **NAHU'S VISION STATEMENT**

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

## **Reading of Antitrust Statement**

Rusty Rice read the antitrust statement.

## **Roll Call** (Kelly Fristoe)

### **Attendees:**

President Rusty Rice	Region III Vice President Mike Deagle
President Elect Pat Griffey	Region IV Vice President Alycia Riedl
Vice President Dane Rianhard	Region V Vice President Paige Phillips
Treasurer Eugene Starks	Region VI Vice President Ed Oleksiak
Secretary Kelly Fristoe	Region VII Vice President Ray Magnuson
Immediate Past President Mike Embry	Region VIII Vice President Pat Burns
NAHU Executive VP & CEO Janet Trautwein	Legislative Council Chair Nick Moriello
Region I Vice President Michael Grinnell	Membership Council Chair Michelle Howard
Region II Vice President Erica Hain	Professional Development Chair Karen Kirkpatrick

**Absent:** None

### **Staff:**

Farren Baer <b>Absent</b>	Kelly Loussedes	Brooke Willson
Marcy Buckner <b>Absent</b>	Illana Maze	John Green
Megan Caputo	Jennifer Murphy	
Chris Hartman	Bob Tretter	

### **Guests:**

Legislative Council Vice Chair Jessica Watts	Governance Committee Chair David Smith
<b>Absent</b>	Chapter and Leadership Development Chair
Membership Council Vice Chair Kevin Trokey	Artie Accardo
<b>Absent</b>	Eric Kohlsdorf
Professional Development Vice-Chair Jill Pedersen	Jim Stenger

### **Adoption of Agenda**

**MOTION:** Mike Embry made the motion to adopt the posted agenda.

**MOTION:** Motion passed unanimously.

- Rusty Rice reported that he and Bob Tretter attended a Medicare FMO event in Dallas, Texas and indicated that there was much opportunity to gain new members from this event.
- Rusty Rice reminded everyone that we will have a strategic call on April 8<sup>th</sup> to continue our strategic discussion and planning. In May, Pat Griffey and Dane Rianhard will take over the discussion on these calls.

### **Consent Agenda A** (*Rusty Rice*)

- BoT Meeting Minutes – February 23<sup>rd</sup>, 2019

**MOTION:** Pat Griffey made a motion to approve Consent Agenda A.

**MOTION:** Motion passed unanimously.

### **Consent Agenda B** (*Rusty Rice*)

- Awards Committee
- Chapter and Leadership Development Committee
- Governance
- HUPAC
- Legislative Council
- LPRT Committee
- Media Relations
- Membership Council
- Nominations Committee
- Professional Development Committee
- Vanguard Council

### **Amended Bylaws**

- NAHU Education Foundation
- Ohio AHU

### **Resolution of Resignation**

- Southern Illinois AHU

**MOTION:** Ed Oleksiak made a motion to approve Consent Agenda B.

**MOTION:** Motion passed unanimously.

**Finance Report** (*Eugene Starks*) – Eugene reported that we are still lagging behind on our financials and are below budget (\$36k). We didn't have as much revenue and we also had higher expenses than budgeted. Mike Deagle added that the next two months will be important and "telling" as we move forward. Alicia Riedl added comments that we need to add an "and" to our efforts in getting our finances into a better place. We also need to consider budget work flow and forecasting around the timing of the cyclical nature of our budget.

- Finance Committee Meeting Minutes – March, 2019
- Financial Statements – January, 2019
- Financial Trends – January, 2019
- Membership Count Analysis

**MOTION:** Eugene Starks made a motion to accept the January Financial Report.

**MOTION:** Motion passed unanimously.

**CEO Report** (*Janet Trautwein*) Janet reported on items they are working on. This includes tracking on what members “click” on. Also working on chapter outreach in Illinois. While in Chicago she is working on setting up meetings and having conversations with large agencies. There are agencies “trying out” the agency membership dues model. Janet also reported working on outreach efforts on Medicare FMO’s and working to get them to the Annual Convention. We’ve had good feedback from attendees to Cap Con and they are very busy in the office.

**Federal Legislative Update** – Chris Hartman provided an impromptu (non-agenda item) update on the Federal Legislative activity. He reported that there have been many operation shouts for members to work on. Chris also reported on the status of Cadillac Tax, Reinsurance, and Final Rule on HRA’s. John Green added that the health committee staff has reached out to NAHU for assistance on Surprise Billing.

**NEW BUSINESS:** Rusty Rice reported on items related to B2B where there has been a bit of contentious activity. We do not monitor activity on B2B but it’s important that we keep B2B in a healthy place where we don’t have members attacking each other. We don’t want to have to monitor that.

**Open Discussion:** The board used this time to discuss items related to Vision and Mission statement ideas and other brainstorming ideas to promote ourselves to non-members and the consumer.

### **Motion for Adjournment**

Kelly Fristoe made a motion to adjourn the meeting. The meeting adjourned at 5:15pm EDT.

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**\*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.

**\*CONSENT AGENDA per Sturgis:** Organizations having a large number of routine matters to approve often save time by use of a consent agenda, also called a consent calendar or unanimous consent agenda. This is a portion of the printed agenda listing matters that are expected to be noncontroversial and on which there are likely to be no questions.

Before taking the vote, the chair allows time for the members to read the list to determine if it includes any matters on which they may have a question, or which they would like to discuss or oppose. Any member has a right to remove any item from the consent agenda, in which case it is transferred to the regular agenda so that it may be considered and voted on separately. The remaining items are then unanimously approved en bloc without discussion, saving the time that would be required for individual votes.

Respectfully submitted,  
Kelly Fristoe  
NAHU Secretary



## **NAHU Board of Trustees Meeting Agenda** **Monday, March 18, 4:00 p.m. – 5:30 p.m. EDT**

### **Call to Order & Reading of Antitrust Statement** *(Rusty Rice)*

### **Roll Call of Attendees** *(Kelly Fristoe)*

#### **Attendees:**

President Rusty Rice  
President Elect Pat Griffey  
Vice President Dane Rianhard  
Treasurer Eugene Starks  
Secretary Kelly Fristoe  
Immediate Past President Mike Embry  
NAHU Executive VP & CEO Janet Trautwein  
Region I Vice President Michael Grinnell  
Region II Vice President Erica Hain  
Region III Vice President Mike Deagle  
Region IV Vice President Alycia Riedl  
Region V Vice President Paige Phillips  
Region VI Vice President Ed Oleksiak  
Region VII Vice President Ray Magnuson  
Region VIII Vice President Pat Burns  
Legislative Council Chair Nick Moriello  
Membership Council Chair Michelle Howard  
Professional Development Chair Karen Kirkpatrick

#### **Staff:**

Farren Baer  
Marcy Buckner  
Megan Caputo  
John Greene  
Chris Hartman  
Kelly Loussedes  
Illana Maze  
Jennifer Murphy  
Bob Tretter  
Brooke Willson

#### **Guest:**

Legislative Council Vice Chair Jessica Watts  
Membership Council Vice Chair Kevin Trokey  
Professional Development Vice-Chair Jill Pedersen  
Governance Committee Chair David Smith  
Chapter & Leadership Development Chair Arty Accardo  
Candidate – Secretary 2019-2020 Eric Kohlsdorf

### **Approve Agenda** *(Rusty Rice)*

### **Consent Agenda A** *(Rusty Rice)*

- BoT Meeting Minutes – February 23, 2019

### **Consent Agenda B** *(Rusty Rice)*

- National Committee Reports
  - Awards
  - Chapter Leadership and Development
  - Finance
  - Governance
  - HUPAC
  - Legislative
  - LPRT
  - Media Relations
  - Membership
  - Nominations
  - Professional Development
  - Vanguard
- Chapter Amended Bylaws – Ohio AHU
- Chapter Closing – Southern Illinois AHU, Resolution of Resignation
- NAHU Education Foundation – Amended Bylaws

### **Financial Reports** *(Eugene Starks)*

- Financial Statements – January 2019
- Financial Trends – January 2019

**CEO Report** (*Janet Trautwein*)

**New Business**

- B2B Discussion

**Motion for Adjournment**



### **NAHU Board of Trustees Meeting**

**Saturday, February 23<sup>rd</sup>, 2019, 1:00 p.m. – 6:00 p.m.**

**Meeting called to order at 1:00 P.M. EDT by Rusty Rice**

### **NAHU'S VISION STATEMENT**

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

### **Reading of Antitrust Statement**

Rusty Rice read the antitrust statement.

### **Roll Call** (Kelly Fristoe)

#### **Attendees:**

President Rusty Rice  
President Elect Pat Griffey  
Vice President Dane Rianhard  
Treasurer Eugene Starks  
Secretary Kelly Fristoe  
Immediate Past President Mike Embry  
NAHU Executive VP & CEO Janet Trautwein  
Region I Vice President Michael Grinnell  
Region II Vice President Erica Hain

Region III Vice President Mike Deagle  
Region IV Vice President Alycia Riedl  
Region V Vice President Paige Phillips  
Region VI Vice President Ed Oleksiak  
Region VII Vice President Ray Magnuson –  
**Arrived Late**  
Region VIII Vice President Pat Burns  
Legislative Council Chair Nick Moriello  
Membership Council Chair Michelle Howard –  
**Conferenced In**  
Professional Development Chair Karen Kirkpatrick

#### **Absent:**

#### **Staff:**

Farren Baer  
Marcy Buckner  
Megan Caputo  
Chris Hartman

Kelly Loussedes  
Illana Maze  
Jennifer Murphy  
Bob Tretter

Brooke Willson  
John Greene - **Absent**

#### **Guests:**

Legislative Council Vice Chair Jessica Watts  
Membership Council Vice Chair Kevin Trokey  
**Absent**  
Professional Development Vice-Chair Jill Pedersen

Governance Committee Chair David Smith  
Chapter and Leadership Development Chair Artie Accardo  
Eric Kohlsdorf

### **Approval of Agenda**

**MOTION:** Mike Embry made a motion to approve the agenda as presented

Dane Reinhard asked a clarifying question regarding the agenda as it relates to executive session vs. general session. Rusty Rice provide clarification to the question.

**MOTION:** The motion passed unanimously.

### **Consent Agenda A** (*Rusty Rice*)

- BoT Meeting Minutes – January 22, 2019

**MOTION:** Pat Griffey made a motion to approve Consent Agenda A

**MOTION:** Motion passed unanimously.

### **Consent Agenda B** (*Rusty Rice*)

#### **National Committee Reports**

- Awards
- Chapter and Leadership Development Committee
- Governance
- HUPAC
- LPRT
- Media Relations
- Nominations
- Personnel
- Vanguard Council

#### **Amended Bylaws**

- Fort Worth AHU

**MOTION:** Kelly Fristoe made a motion to approve Consent Agenda B.

**MOTION:** Motion passed unanimously.

### **Financial Reports** (*Eugene Starks*)

- Finance Committee Meeting Minutes – February, 2019
- Financial Statements – December, 2018 – Jennifer Murphy went over the financial statements with the board. She reported that dues revenue is down. End of the year was a \$650,000 loss. We had budgeted a \$58,000 gain. Corrections will be made as we enter 2019 portion of the budget.
- Financial Trends – December, 2018
- Membership Count Analysis

**MOTION:** Eugene Starks made a motion to accept the August Financial Report, Minutes, and Financial Trends.

**MOTION:** The motion passed unanimously.

### **CEO Report** (*Janet Trautwein*)

Janet Trautwein wanted to move forward with more important parts of this meeting and indicated that she will provide more details of CEO activity during the Strategic Discussion portion after the BOT meeting.

### **RVP Report**

Alycia Riedl indicated that the RVP's did not meet but they have discussed items in preparation for this board meeting.

### **Legislative Council Report** *(Nick Moriello)*

Nick Moriello indicated that he would provide a more thorough report of Legislative Committee Activity through the remainder of the conference and during the Washington Update portion of this meeting.

### **Membership Council Report** *(Michelle Howard)*

Michelle Howard provided a written report that she summarized for the board. Rusty Rice passed out Triple Crown pins to board members that achieved Triple Crown status.

### **Futures Task Force** *(Rusty Rice)*

Rusty Rice reported that the Futures Task Force will give a report at the National Convention. A written report was distributed to board members at this meeting for review.

### **Professional Development Committee Report** *(Karen Kirkpatrick)*

Karen Kirkpatrick went over her report and discussed progress toward National Convention.

### **Washington Update** *(Nick Moriello, John Greene, Marcy Buckner, Chris Hartman)*

Nick Moriello turned the floor over to Janet Trautwein and Marcy Buckner. Marcy went over the board responsibilities for the conference. Janet interjected that we need to make sure that all attendees participate in the general sessions so that our speakers will see a full display of our representation and influence. Marcy mentioned that Secretary Azar is coming to speak on Wednesday. Wednesday is usually a poorly attended day by the attendees. This speaker may cause the Wednesday attendance to increase from year's past. Related to the talking points, Marcy mentioned the importance of speaking with one voice on these topics. Marcy briefly went over the details of the "issues" for the conference.

### **Benchmarking Task Force Update** *(Mike Deagle)*

Mike Deagle reported details about the task force meeting and discussions they are having about how much of the dues increase can be put back into reserves. They are working with these issues with other committees and how to stabilize and balance the dues. A P&P may be forthcoming for consideration.

### **New Business**

Rusty Rice turned the meeting over to Brooke Willson to discuss board duties for the conference. Brooke referred the board members to the time chart she provided for times when the board needs to meet for introductions at the General Session.

Rusty Rice brought up the topic discussed a media mishap that occurred with an NPR reporter where the reporter misquoted Marcy Buckner as it relates to agent compensation. Kelly Loussedes described the details of the mishap with NPR and steps that have been taken to resolve this issue. Our PR firm has a really good relationship with NPR and our desire would be that this mishap will be avoided in the future. The board discussed a desire that NAHU staff put together a simple statement about how agents are compensated (commissions vs. fees) and how an agent is worth whichever way they are compensated. It's important that we have a very effective message that we can talk comfortably about this with authority. We need to teach our members how to better have these conversations confidently and unapologetically.



Alycia Reidl presented a PPT about dynamics of change as it relates to our audience and disruptive innovation. She mentioned that David Contorno is using this tactic to reach out to NAHU members to join him in a thought space that could cause us to lose members, making them think that we are not doing our job of addressing industry innovation. Alycia showed an example of Pros and Cons of Referenced Based Pricing.

Nick Moriello mentioned that as we schedule speakers at events that we make sure they don't speak on topics that are divisive and self serving to them that will eventually come back to bite us. How do we "vet" these people?

### **Motion for Adjournment**

**Mike Embry made a motion to adjourn. President Rice adjourned the meeting at 4:57 p.m. EDT**

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Respectfully submitted,  
Kelly Fristoe  
NAHU Secretary



## **AWARDS**

**Chair: Luann Yarberry**  
**EC Liaison: Eugene Starks**  
**Month: February 2019**

The deadline for award submissions is fast approaching – April 5<sup>th</sup>

Several request have come in for clarification for online submissions since this is the only mode of submission this year

All awards except the Media Award have been updated and we expect the Media Award to be ready to go for the next award year.

### **Attendance: Thursday, February 14, 2019**

Chair:	LuAnn Yarberry	X
Vice Chair:	Rosanne Wolfe	X
Region 1:	Michele Gentile	A
Region 2:	Judy Levine	X
Region 3:	Kathleen Goffer	X
Region 4:	Sam Nigro	X
Region 5:	Victoria A. Major-Bell	X
Region 6:	Krista Palmer	X
Region 7:	Rebecca Ann Kanoza	X
Region 8:	Pat Mihalyi-Stiffler	X



**NAHU Chapter & Leadership Development Committee Call**  
Tuesday, February 19, 2019, 2:00 p.m. (ET)



**Attendance:**

Arty Accardo	X	Denise Villagran (Region 6)	A
Cerrina Jensen(Vice Chair/916)	X	Tammy Kennedy (Region 7)	A
Shelly Sweatt(Region 1/203)	A	Emma M. Passe (Region 8)	X
Dave Cagliola(Region 2/484)	X	Lou Reginelli (At Large)	X
Bill Barrett (Region 3/614)	X	Keith Wallace (Incoming Vice Chair)	X
Chris McPike (Region 4)	X	Dane Rianhard (EC Liaison)	A
Donna Hill (Region 5)	X	Janet Trautwein (NAHU CEO)	X
		Brooke Willson (Staff Liaison)	X

- Roll Call
- Leadership Forum Overview
  - Location: Hyatt, Columbia A/B, Ballroom level: at the very bottom of the hotel
  - Volunteers asked to show up at 9:00
  - If you aren't working check-in need to have you inside networking and getting people to their seats, running, etc.
  - Room is full, we'll take as many as we can, but may be standing room only.
  - Registration Confirmation being sent to all registered attendees to set expectations, show where the resources are located,
  - Reviewed the updated agenda, the program will be video recorded
  - Reviewed the slide deck and program contents
  - Arty has created a program script with timing cues
  - Committee asked to take notes for areas that need to be addressed
- New Business
- Old Business
- Next meeting: February 24, 2019 @ 4:15 directly after the Leadership Forum

Call ended at 2:41 p.m. (ET)

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**NAHU Chapter & Leadership Development Committee Call**  
Tuesday, February 24, 2019, 4:10 p.m. (ET)



**Attendance:**

Arty Accardo	X	Denise Villagran (Region 6)	A
Cerrina Jensen(Vice Chair/916)	X	Tammy Kennedy (Region 7)	A
Shelly Sweatt(Region 1/203)	A	Emma M. Passe (Region 8)	X
Dave Cagliola(Region 2/484)	X	Lou Reginelli (At Large)	X
Bill Barrett (Region 3/614)	X	Keith Wallace (Incoming Vice Chair)	X
Chris McPike (Region 4)	X	Dane Rianhard (EC Liaison)	A
Donna Hill (Region 5)	X	Janet Trautwein (NAHU CEO)	X
		Brooke Willson (Staff Liaison)	X

- Leadership Forum Review
  - Great response from the program
  - Was the afternoon too long? Discussed adding a break. Determined that if people need a break they'll get up and go. Scheduled break makes it too easy to leave and not come back
  - Discussed putting an article in ABS
  - Brooke will provide the committee with a list of attendees. The committee will reach out to the attendees to engage them beyond the Forum and create relationships
- What's next
  - Reset
  - Look back at what the task forces are doing and where we need to get to and how long will it take to get there
  - Work on the communication plan
  - "How can I help you?"
- Next meeting: March 26, 2019 @ 2:00 pm (ET)

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## **Finance Committee Teleconference**

**Date: March 11, 2019**

### **MINUTES**

1. Roll Call

Present: Eugene Starks, Kelly Fristoe, Alycia Riedl, Jill Pedersen, Ashley Kapostins, Mike Deagle, Janet Trautwein, Jennifer Murphy

Excused: Ray Magnuson, Kevin Trokey, Jessica Watts

2. Approve Agenda - Motion was made by Alycia, second by Mike and the motion carried.

3. Comments and discussion concerning the monthly financial report

January 2019 Financial Statements, Trend Analysis and Projections - the committee reviewed the statements and analysis and discussed any questions. Janet and Jennifer will work on a plan to cut expenses to be sure we end the year with a balanced budget. The committee also discussed some ideas to increase revenue and decrease expenses including the following –

- PD course prices, online vs. classroom, expense transparency to chapters and selling courses outside of organization
- Is \$8 increase in dues each year enough? Are we properly valuing the organization?
- We need to have Foundation and LPRT booths at both our meetings, especially LPRT at Cap Con.
- The board would like to be involved in developing a checklist for what we should have at our meetings.
- Are there ways to motivate board/staff to come up with new revenue generating ideas?
- Initiate a campaign to “Focus on the And”.
- We need to concentrate on our 4 major revenue lines – dues, advertising, PD and LPRT.

Motion to accept the financials as presented was made by Kelly, second by Alycia and the motion carried.

4. Benchmarking Task Force Discussion – the Task Force met at Cap Con and are moving forward with updating P&P's and revising the financial information available to members.
5. Committee Expense Reimbursements – we will talk more about any changes to the committee reimbursement policy during the budget process.
6. New Business
7. Adjourn



## **LEGISLATIVE**

**Chair: Nick Moriello**  
**EC Liaison: Pat Griffey**  
**Month: March 2019**

We had a very successful Capitol Conference in February where NAHU members interacted with members of Congress, and in particular began building relationships with new members of Congress. We also heard from great speakers and had informational breakout sessions. HUPAC also hit its goal for fundraising during the event.

We had an in-person face to face meeting of the Leg Council while in D.C. where members of the Council were provided assignments during Cap Con, such as moderating panel discussions or introducing speakers. The regional liaisons provided updates, and a few common themes arose from issues facing our members around the nation. Those items are:

- Association Health Plans
- Single Payer
- Short term duration plans
- Taxes for selling books of business/succession plans for brokers

We also heard from the liaisons that there are a few states with low to no participation in the regional calls. Anything that you can do to influence leadership in those states to encourage participation would be appreciated. Here are the states which were called out:

- New Hampshire
- Maine
- Kentucky
- West Virginia
- Oregon

We also reviewed the goals of the working group sub-committees of the Leg Council, which included the following:

- Be ready for ad hoc requests, such as comment letter opportunities
- Form positions (position papers if necessary)
- Have deliverables, including:
  - o Infographics
  - o Podcasts
  - o Webinars
  - o Breakout sessions



## **LPRT**

**Chair: Michael Gomes**  
**EC Liaison: Kelly Fristoe**  
**Month: March**

Our February meeting was held at Cap Conference with good attendance (see below). In addition to discussing that day's breakout, we went thru our activities for the rest of the committee's tenure.

Our focus is on membership and the online application is now online. We began to develop objectives for the 2<sup>nd</sup> half of 2019 that Valarie will take the lead on – particularly about continuing to add value to being a LPRT Member.

During Cap Conference we had a successful breakout with a very engaging discussing on PEO's. Our challenge was attendance. Only about 35 people attended and we even opened it up to non-LPRT members to get to that number. We are finding it increasingly challenging to offer unique LPRT educational activities as we are competing for the same people at the same time. (Heck – I wanted to go see Janet's breakout on Medicare-for-All). I am concerned about our program at the National convention and am rethinking our options. Perhaps we may want to simply "sponsor" an event that Professional Development is holding and offer discounts to Soaring Eagle members.

We need time to figure out our options. We moved away from having a Soaring Eagle Symposium two years ago at the same time the Platinum Advisory Group ended. Our thoughts at that time was to combine events but at the end of the day – many of us are inadvertently cannibalizing each other's participants. We clearly need to find a better way to recognize LPRT members. We have to continue to promote that LPRT membership has value year-round (which it does) and downplay the educational events that occur for 90 minutes twice a year. Finding a better solution is our focus for the next few months.

### February Meeting Attendance:

Chair:	Mike Gomes	X
Vice Chair:	Valerie Cramer	X
Region 1:	Thomas Spreitzer	A
Region 2:	Dave Mordo	X
Region 3:	Yun Chalif	X
Region 5:	Monique Hahn	X
Region 6:	Doris Waller	X
Region 7:	Robert Tierney	X
Region 8:	Terry Allard	X
At Large:	Tiffany Stiller	X
BoT Liaison:	Kelly Fristoe	X
NAHU Staff:	Brooke Willson	X



**March 2019 NAHU Media Relations Committee Report**  
By Meg McComb, Chair

At our February 25, 2019 meeting, the following participants were in attendance:

Meg McComb, Chair  
Suzy Alberts, Vice Chair  
Dawn McFarland, Social Media Chair  
Neil Crosby, Cmte Advisor  
Lee Nathans, Reg. 3  
Chad Levis, Reg. 4  
Naama Pozniak, Reg. 8  
Kelly Loussedes, Staff Liaison

We are excited to report that our second 2018-2019 social media campaign was a huge success! Although the data analytics haven't been completed, we know that NAHU was "trending" on Twitter on Tuesday, February 26! Dawn McFarland and Meg McComb attended as many regional meetings on February 25 as possible to promote the campaign, multiple messages were announced during Capital Conference, and Kelly Loussedes sent out strategic emails to all NAHU members. Our Social Speak event had a small but successful turnout in the Hyatt lounge bar on February 25.

The Media Relations Committee received an outstanding presentation from Politico Pro Health Care reporter Paul Demko on Monday, February 25. Paul encouraged brokers to build a proactive relationship with reporters in their area, and said they should offer themselves as an ongoing contact.

Besides ongoing Media Miltia efforts and media outreach, NAHU's Media Relations Committee will launch one or more social media campaigns in 2019, with one taking place during the annual convention in San Diego. We are hoping for organic social media growth on Facebook, Twitter, Instagram, etc.



## MEMBERSHIP

**Chair: Michelle Howard**

**EC Liaison: Eugene Starks**

**Month: February**

- President's Triple Crown challenge
  - 80 members qualified from July through January – last update had duplicates and counted members that qualified for triple crown prior to July
  - BOT qualified as of the January report except –Michael Grinnell, Alycia Riedl
- Council calls
  - We did not hold a membership call in February
    - RVPS - we need retention chairs for Regions 1 & 3
- RVP – monthly membership communication
  - Communicated membership updates on December and January numbers and Triple crown status
    - Region 3 gained membership for February compared to January
    - State chapters gaining membership in January compared to December:
      - Region 1: ME
      - Region 2: PA
      - Region 3: IN, KY, OH
      - Region 4: IA, NE, SD
      - Region 5: GA, MS, SC, TN
      - Region 6: LA
      - Region 7: NM, UT
      - Region 8: WA
    - State chapters that gained membership since May:
      - Region 1: none
      - Region 2: DE
      - Region 3: MI
      - Region 4: IA, SD
      - Region 5: AL
      - Region 6: AR, MO
      - Region 7: MT, WY
      - Region 8: None
- Discussed membership focus with MMT
  - Agency Membership – details finalized. Rollout plan in place.
  - Mechanics for chapters– given to Brooke so that chapter development can review – still in review

- Value video clips continuing these for 2019.
- Council chairs still struggling with state chapter chairs attending their monthly call
- Staff is now running actual reports for all chairs and emailing the reports to each chair.
- Changed the growth percentage goal for chapters to 5%
- Growth contest in place. 1<sup>st</sup> place in hitting the number or exceeding: \$500, 2<sup>nd</sup> place \$250, 3<sup>rd</sup> place \$100
- UBA including our membership information in their packets for their new members
- February official membership numbers
  - We lost 48 members from January. We are 859 members below the May Gains contest starting number.
  - Retention dropped from January. February – 81.31%. January - 81.65%.
  - Region 3 is leading the gains contest.
  - I am leading the recruiter of the year contest with 34 members.
- Opportunities for February
  - Motivating state and local leadership at Capitol Conference to recruit and retain
  - Soft rollout of the agency membership program



## NOMINATIONS

**Chair: Mike Embry**

**Month: March 2019**

The open positions for the 2019-2020 Board of Trustees positions have identified candidates. Three candidates are still in process of finalizing their nominations.

**President-Elect:** Dane Rianhard – Complete

**Vice President:** Eugene Starks – Complete

**Treasurer:** Kelly Fristoe – Complete

**Secretary:** Eric Kohlsdorf – Complete

**Region 1 Vice President:** Michael Grinnell – Missing one nomination

**Region 3 Vice President:** Mike Deagle – Complete

**Region 5 Vice President:** Paige Phillips – Complete

**Region 7 Vice President:** Ray Magnuson – Complete



## **VANGUARD**

**Chair: Crystal Hoffman**  
**EC Liaison: Kelly Fristoe**  
**Month: March 2019**

### **Scholarship Program**

With our sponsors' support, we were able to provide scholarships to three first-time Capitol Conference attendees. These scholarships lighten the financial burden for first-time attendees, which allow recipients to attend and focus on lobbying for health reform changes of importance to benefits specialists and consumers.

In addition to thanking the sponsors, the Vanguard Council and scholarship recipients would like to thank the NAHU Board of Trustees. Recipients commented that the meeting was "an amazing experience" and "impactful." They also voiced that the "added tour of D.C. in the evening was remarkable" and provided another opportunity to "mingle with fellow professionals in the market." We could not have provided this experience without your support!

### **Social Media**

The Vanguard Council was active on social media throughout Capitol Conference in conjunction with NAHU staff and the Media Committee to promote the content of and attendance to the meeting. Members participated in the Media Committee's social media awareness event to inform attendees of how to optimize their attendance through social media promotion.

### **Bowling Event**

The Vanguard Council assisted with registration at the HUPAC/VC bowling event. We look forward to working together with HUPAC on obtaining sponsorships and onsite logistics at next year's event.

## Resolution of Resignation

02/13/2019

The Southern Illinois Association of Health Underwriters has voted to dissolve our chapter.

A vote was taken by the membership and has passed. Out of 25 members, 21 voted yes, 1 voted no, and 2 did not respond. This meets the 75% approval requirement.

I have included with this letter a list of members and the chapters to which they wish to be transferred.

Per instructions, I am sending a cashier's check in the amount of \$3698.36 to the Illinois Association of Health Underwriters to be held for two years in case the Southern Illinois Association of Health Underwriters chapter decides to start up again.

Thank you,

*Thomas R. Chappin*

*TREASURER*

# **BYLAWS**

## **of the**

### **Ohio Association of Health Underwriters**

***Adopted May 4, 1993***

***Amended May 3, 1994, May 2, 1995, May 19, 1998, May 4, 1999***

***Revised May 17, 2007***

***Revised November 30, 2010***

***Revised April 23, 2018***

#### **ARTICLE I – NAME AND TERRITORIAL LIMITS**

Section 1. This organization shall be known as the Ohio Association of Health Underwriters, hereinafter referred to as this Association, a volunteer non-profit corporation incorporated as such under the laws of the state of Ohio and chartered by the National Association of Health Underwriters.

Section 2. The territorial limits of this Association shall be confined to the state of Ohio.

#### **ARTICLE II – PURPOSES**

Section 1. The objectives of this Association shall be:

- A. To promote the common business interests of those engaged in the sale of health, disability, long-term care and related insurance products and services.
- B. To advance public knowledge for the need and benefit of the financial protection provided by health, disability, long-term care and related insurance products and services.
- C. To promote the adoption and application of high standards of ethical conduct in the health, disability, long-term care and related insurance products and service industry.
- D. To provide and promote a program of continuing education and self-improvement of Association members.
- E. To increase the knowledge of members concerning the principles, functions and applications of health, disability, long-term care and related insurance products and services.
- F. To promote education, legislation, regulation and practices which are in the best interest of the health, disability, long-term care and related insurance industry and thus provide financial protection to the insuring public.
- G. To encourage adequate protection against the hazards of disability as part of a well-rounded health, disability, long-term care and related insurance products and services 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 and the Ohio Association of Health Underwriters.
- I. To coordinate and support the efforts of the various local Health Underwriters Associations within Ohio.

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, contained in Appendix A and which is 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 Individual Members
- C. Local Association Members
- D. Life Members
- E. Associate Company Members
- F. Affiliate Members

Section 2. An individual member may be any individual licensed by his/her state licensing authority for the sale of health, disability, long-term care and related insurance products and services. Individual members may also include non-licensed individuals engaged in the distribution of health, disability, long-term care and related insurance products and services such as, but not limited to, home office personnel, those providing educational, training and consulting services 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.

Section 3. An associate member is an individual member of another state association. Such a member will not be a member for census or voting purposes.

Section 4. Each local association shall operate as a free standing association. It shall have its own set of Bylaws. Each local association shall have representation on the Board of Directors of this Association.

Section 5. Life membership may be granted when an active member has been in good standing for a minimum of ten (10) consecutive years, and has: (1) attained age 65 and retired; or (2) become unable to work due to disability. Life members have the same rights and privileges as individual members. All future OAHU dues will be waived for such life member. Life member status shall be automatically conferred when all qualifications are met and application is made and verified by the National Association of Health Underwriters.

Section 6. Associate Company membership shall be available to regional companies. Dues will be determined by the Board of Directors of this Association. Associate Company membership shall be available to those companies issuing, administering, or marketing health insurance and/or disability contracts, plans or services, or to those providing educational and training services, and who wish to assist this Association financially. Each Associate Company member shall designate one person as the company's primary representative in this Association. Such member will not be a member for census or voting purposes unless also qualified as an individual member in good standing.

Section 7. An Affiliate membership shall be available to individuals interested in participating in association benefits including, but not limited to, Best Benefits Club, Members Only Website Access, Networking, Professional Development (CE), Quarterly OAHU Newsletter, and Worker's Compensation Program. Dues will be determined by the Board of Directors of this Association. Such member will not be a member of the national organization and therefore such member will not be a member for census or national delegate purposes. Each Affiliate Company member shall designate one person as the company's primary representative in this Association.

## **ARTICLE IV – NATIONAL AFFILIATION**

Section 1. This Association agrees to be bound by the bylaws of the National Association 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 National Association 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 National Association 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 ninety (90) 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, subject to the ratification of a majority of the local associations in the state. 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 (15<sup>th</sup>) 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 state 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 January of each year.

Section 5. The Board of Directors shall determine the official depository(ies) for Association funds and shall designate one or more Board members in addition to the administrator to sign or countersign checks or other documents for the disbursement of such funds.

#### **ARTICLE VI – FIDUCIARY RESPONSIBILITY**

Section 1. The Association should operate with fiscal prudence and per an established budget.

Section 2. Checks require two (2) signatures one by a board member and one by the administrator and the Treasurer and/or the president.

Section 3. Each year the Association Board may authorize use of a credit card by the President and President-Elect only. The credit card is to be used for Association business only in accordance with section 1 of this Article.

Section 4. Administrator has the authority to sign contracts on behalf of OAHU with written permission from the president.

#### **ARTICLE VII – OFFICERS**

Section 1. The officers of this Association shall be: President, President-Elect, and Immediate Past President, Vice President, and Secretary/Treasurer.

Section 2. Each officer shall be an active member of this Association, and the Local and National Associations of Health Underwriters.

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.

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, or removal by due process, the President-Elect shall assume the office for its unexpired term. 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 Vice President, and then Secretary/Treasurer.

Section 7. If the office of President-Elect shall become vacant due to death, disability, resignation, or removal by due process, or by succession to the Presidency under Article VI., Section 6, the President shall, within thirty (30) days of the effective date of vacancy, appoint a member of this Association in good standing to fulfill the duties of the office for its unexpired term. The appointment shall be subject to a majority vote of approval by the Board of Directors. The office itself shall remain vacant until the next regular election.

Section 8. If the offices of Vice President and/or Secretary/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 a majority vote of approval by 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 VIII – 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. The Immediate Past President shall be the chair of the nominations committee.
- D. Vice President – The Vice President, in the absence of the President and the President-Elect, 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.
- E. Secretary/Treasurer – The Secretary/Treasurer shall be responsible for overseeing 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. The Secretary/Treasurer shall be responsible for overseeing all funds and dues paid to this Association. Any dues received 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 oversee all other funds in this Association's official depository(ies) and shall disburse such funds as authorized by the Board of Directors. The accounts and books of the Treasurer and this Association shall be open 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

## **ARTICLE IX – BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of the officers, two (2) elected directors of each local association within the state, the current Chair of the OAHU Legislative Council and the Administrator, (non-voting).

Section 2. Each director shall be an active member of this Association, and the local and the National Associations of Health Underwriters.

Section 3. All directors shall serve without compensation except the Administrator.

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 VII, Section 4.)

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 four (4) times per year or at the call of the President or at the request of three (3) presidents of Local Associations. 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 distributed to each member of the Board by the President not less than thirty (30) days 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 a 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 in this Association becomes vacant due to death, disability, resignation or removal by due process, or by succession under Article VII., Section 6, the position shall be filled in accordance with the Bylaws of the State or local association where the vacancy occurred. A vacancy in the position of Chair of the Legislative Council shall be filled by appointment by the President. The appointment of the Legislative Chair shall be subject to a majority vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s).

## **ARTICLE X – ADMINISTRATOR**

Section 1. The Administrator 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.

Section 2. The Administrator shall have no vote.

Section 3. The Administrator will have no signatory authority to bind this association except as set forth in Article IV section 4.

## **ARTICLE XI - NOMINATIONS AND ELECTIONS**

Section 1. The election of officers shall be held at the annual meeting of this Association (OAHU).

Section 2. The election of Voting directors shall be held by the local associations prior to the annual meeting of this Association. The voting directors have always been the president and president-elect of the local associations and the local association appoints their alternates voting directors. (If the president/president elect is unable to attend a board meeting one of the alternate voting directors can vote in their place.

Section 3. At least three (3) months prior to the date of the OAHU 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 3A: NEW** Defining a Nominee. A nominee must have been a past local president.

**Section 3.** Defining a Nominee. A nominee must be a past local president. There shall be no more than two (2) officers from one local on the board at the same time.

Section 4. The Nominations Committee shall prepare a ballot containing the names of all qualified nominees and distribute ballot materials to all delegates\* at least one (1) month prior to the date of the OAHU annual meeting. The ballots shall be cast in person at the annual meeting.

Section 5. With the exception of Immediate Past President, additional nominations may be accepted from floor. Nominations from the floor cannot include an existing officer to run for a higher office that challenges a higher officer who has elected to run for office

\*See article XIII, Section 2 (A delegate or alternate delegate shall serve for a one (1) year term commencing from the date of the OAHU Annual Meeting of Delegates following their selection.

## **ARTICLE XII – COMMITTEES**

Section 1. There shall be the following standing committees:

- A. Awards
- B. Education
- C. Executive
- D. Legislative Council
- E. Membership
- F. Nominations and Elections
- G. Such other committees as may be determined by the Board of Directors.

Section 2. Except for the Executive Committee, the President shall appoint the chairs and members of all standing, special or ad hoc committees and task forces with the sole exception being the local representatives of the Legislative Council who shall be placed on that committee by each local association. All appointments, with the exception of the local Legislative Council representatives and the Executive Committee, shall be subject to 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. Special committees may be appointed by the President, with the approval of the Board

of Directors, and shall perform such duties as may be defined in their creation.

Section 5. The administration of the fiscal affairs of all standing, special and ad hoc committees and task forces are vested in the Board of Directors.

Section 6. The Executive Committee shall consist of the Officers of the Association (with the exception of the Administrator). Subject to the direction and control of the Board of Directors, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors over matters that require action before the next meeting of the Board of Directors. All such powers and duties of the Board of Directors that the Executive Committee is authorized to exercise pursuant to this Bylaw, and all other powers and duties that the Executive Committee is authorized to exercise pursuant to other provisions by these Bylaws shall be subject to the following limitations:

- a. Except for the powers reserved by law and in these Bylaws to the Board of Directors;
- b. Except if the Board of Directors may by a majority of the votes of the Directors present at the time of the vote overrule any act or decision of the Executive Committee.

Three members of the Executive Committee, present in person or as provided for in these Bylaws shall constitute a quorum.

The Executive Committee will keep a written record of all actions taken by it and will report such actions to the Board at the next regular meeting of the Board following the meeting of the Executive Committee at which such action is taken.

## **ARTICLE XIII - OAHU DELEGATES**

Section 1. The individual members of the Association shall exercise their voting rights through delegates, with the sole exception being that matters concerning the dues of this Association shall be open to a vote of all individual members.

Section 2. A delegate or alternate delegate shall serve for a one (1) year term commencing from the date of the OAHU Annual Meeting of Delegates following their selection.

Section 3. OAHU Delegates and Alternate Delegates shall be selected by the local associations and shall be members of that local association.

Section 4. The number of OAHU delegates selected from each local association shall be based upon the number of members in good standing of each local association. The authority used and the record date for determining the number of members in each local association for the purposes of calculating the number of delegates to which each local association is entitled to shall be NAHU's official count as of the March 1<sup>st</sup> prior to the OAHU Annual Meeting of Delegates. Each local member association shall be entitled to three (3) voting delegates. One (1) additional voting delegate will be allowed for each additional fifty (50) individual members in the local association above one hundred (100) individual members.

Section 5. The President of each local association shall certify to the President of this Association the name and address (physical or email) of each delegate and alternate delegate selected by the local Association no later than forty-five (45) days prior to the OAHU Annual Meeting of Delegates.

Section 6. Any delegate or alternate delegate representing a local association may be removed

by that local association. Any delegate or alternate delegate who is the subject of removal proceedings shall be given reasonable notice of such proceeding and an opportunity to respond.

Section 7. The officers of this Association and the current Chair of the OAHU Legislative Council shall also serve as delegates.

#### **ARTICLE XIV – MEETING OF OAHU DELEGATES**

Section 1. The OAHU Annual Meeting of Delegates shall be held in the second (2<sup>nd</sup>) quarter of each calendar year at any place designated by the Board of Directors for the purpose of electing officers pursuant to the provisions of these Bylaws and for the transaction of such other business as may come before the meeting. Although members of this Association shall be represented by delegates who shall vote on matters presented, any member of this Association shall be permitted to attend such meeting but may not vote except as set forth in Article XIII, Section 1.

Section 2. A Special Meeting of Delegates for any lawful purpose may be called at any time as provided by law. A Special Meeting may be called by (a) a majority vote of the Board of Directors of this Association; (b) a written request to the President of this Association signed by at least three (3) local association presidents; or (c) a petition signed by at least twenty-five (25) individual members affiliated with at least three (3) different local associations. Proper notice of a Special Meeting must be given to the delegates, and no business other than that which was set forth in the notice of the meeting may be transacted at a Special Meeting.

Section 3. Notice of any Meeting of Delegates shall be in writing and shall be given at least thirty (30) but not more than ninety (90) days before the meeting date. Written request of a Special Meeting may be submitted to the President, President-Elect or Vice-President of this Association. The officer receiving a request that complies with Section 2 of this Article shall promptly give notice to the delegates such that the meeting date shall be at least thirty (30) but no more than ninety (90) days after the receipt of the request.

The notice shall be given either personally or by first-class mail, registered, or certified mail, or by other means of written communication (email acceptable), charges prepaid, and shall be addressed to each delegate entitled to vote at the address of that delegate appearing on the books of this Association. The notice shall specify the place, date, hour of the meeting and (1) for Special Meetings, the general nature of the business to be transacted; and (2) for the Annual Meeting of Delegates, those matters that the Board of Directors intends to present for action by the delegates. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time notice is given.

Approval by the delegates of any of the following proposals, other than unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice, pursuant to Article XIV, Section 8 of these bylaws, state the general nature of the proposal or proposals: (a) removing a director; (b) amending the Articles of Incorporation; (c) approving a contract or transaction between this Association and one or more directors, or between this Association and any entity in which a director has a material financial interest; (d) electing to wind up and dissolve this Association;

(e) approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the Articles of Incorporation or Bylaws, when this Association is in the process of winding up.

Section 4. A majority of the delegates at any meeting shall constitute a quorum provided that Delegates from at least fifty (50%) percent of all local associations within the jurisdiction of this Association shall be present. If a quorum is present, a vote of the majority of delegates present shall decide any question brought before such meeting, unless a greater proportion is required by law, or these Bylaws. The delegates present at a meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough delegates to leave less than a quorum. If a quorum is not present at any Meeting of Delegates, a majority of the delegates present may adjourn the meeting without further notice.

Section 5. Every delegate or alternate delegate entitled to vote shall do so only in person, and shall not be permitted to vote by proxy, except as provided for under Article XIV, Section 7 of these Bylaws.

Section 6. Voting may be done by voice or secret written ballot.

Section 7. Any action required or permitted to be taken by the delegates may be taken without a meeting and by proxy, if a majority of all delegates consent in writing to the action. The written consent shall be filed with the minutes of the proceeding of delegates.

Section 8. The transactions of any Meeting of Delegates, however called or noticed and when ever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present and (2) either before or after the meeting, each delegate or alternate delegate entitled to vote, who is not present in person, signs a written waiver of notice, consent to the holding of the meeting or an approval of the minutes. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any Meeting of Delegates, except that if action is taken or proposed to be taken for approval on any of those matters specified in Article XIV, Section 3 of these Bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the Association's records or made a part of the minutes.

## **ARTICLE XV – 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 from office in the event of such acts of dishonesty, fraud, misrepresentation, or other reasonable cause as would prevent the effective performance of his/her duties.

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 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. Recall from office of an officer or director of the Association shall cause the office to be vacant until removal from the office is achieved as described in Section 2 of this article and a successor is appointed.

Section 5. 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 6. 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 XVI – PARLIAMENTARY AUTHORITY**

Section 1. The current edition of “Robert’s Rules of Order” (revised) shall be the parliamentary authority for the Association for all matters of procedure not specifically provided for in the law or in its charter, bylaws or adopted rules.

#### **ARTICLE XVII – AMENDMENTS**

Section 1. Amendments to these bylaws, if in conformity with or if not contrary to the policy of the National Association of Health Underwriters, may be adopted by a majority vote of the delegates 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 delegates at least one month prior to the meeting, and provided further that a quorum is present at the meeting.

Section 2. Notwithstanding the provisions of Section 1, these Bylaws and any amendments thereto shall be effective only when submitted to and approved by the National Association of Health Underwriters. True copies of these Bylaws and all such amendments shall be provided by the Secretary of this Association to the National Association of Health Underwriters.

#### **ARTICLE XVIII – 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 committee members or former Directors or officers or committee members 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 or committee members of this Association, except in relation to matters as to which such Director or officer or committee member or former Director or officer or committee member 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.

Section 2. The Association may pay expenses incurred by any such Director or Officer in advance of the final disposition of such action or proceeding; provided, however, that the Association shall have first received from the Director or Officer an undertaking or written agreement to repay the Association if upon final disposition of such action or proceeding he or she shall be adjudicated not to have been entitled to such indemnification.

Section 3. The Association may purchase and maintain insurance on behalf of any person who is



a director, officer, employee, or agent of the Association, against any such expenses, judgments, etc. arising out of such persons' actions taken in the capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article or under Ohio Revised Code.

Section 4. The foregoing rights of indemnification shall not be exclusive of other rights to which any Director, officer or other person may be entitled as a matter of law.

#### **ARTICLE XIX – 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 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 2. 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 3. 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 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 XX – PREVIOUS BYLAWS SUPERCEDED**

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

**##END##**

## **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.

## Current Bylaws Version 10-18-2014

2.4 Election; Term of Office. All members of the Board of Directors of the NAHU Educational Foundation shall be elected by the NAHU Board of Trustees. Both the NAHU Chief Executive Officer and the NAHU Chief Financial officer shall serve as the President and Secretary-Treasurer for as long as they hold their NAHU positions. All other positions shall serve for three years. These terms shall be staggered. Persons may serve as Directors for no more than 2 consecutive terms.

2.5 Vacancies. Vacancies on the Board of Directors shall be filled by the NAHU Board of Trustees. A director so named to fill a vacant seat shall serve the remainder of the term and will be eligible to serve for an additional 2 terms. In the event that the position of President of the corporation shall become vacant the NAHU Board of Trustees shall name an interim President to serve until a new NAHU Chief Executive Officer is named.

3.1 Officers. The officers of the corporation shall be a President, Vice-President, Secretary, Treasurer, and such other officers as the Board of Directors may appoint. One person may hold two or more offices, except that neither the Secretary nor Treasurer may serve concurrently as the President of the Board.

3.5 President. Subject to control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the corporation. He or she shall preside at all meetings of the Directors, shall serve as an ex officio member of all committees, shall report periodically to the Board of Trustees of NAHU, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

6.2 Amendments. These Bylaws may be amended or repealed, and new Bylaws adopted by the vote of the majority of the members of the Board of Directors then in office. No such amendment, or repeal, or adoption, having the effect of superseding Sections 1.1, 2.2, Section 2.4, Section 2.5, Section 2.14, or this Section 6.2 shall be effective unless and until it is approved by the Board of Trustees of NAHU.

## Proposed Bylaws Version 1-28-2019

2.4 Election; Term of Office. All **at-large** members of the Board of Directors of the NAHU Educational Foundation shall be elected by the ~~NAHU Board of Trustees~~**Directors**. Both the NAHU Chief Executive Officer and the NAHU Chief Financial officer shall serve as the President and **Vice-President/Secretary-Treasurer respectively** for as long as they hold their NAHU positions. **The current NAHU President and NAHU President's appointment shall each serve for one (1) year.** ~~All other positions~~ **At-Large members** shall serve for three years. These terms shall be staggered. ~~Persons may serve as Directors for no more than 2 consecutive terms.~~ **The Board of Directors shall elect a Chair and Vice-Chair who will assume office at the beginning of each Board year of service (July 1<sup>st</sup> – June 30<sup>th</sup>). The Chair and Vice-Chair shall serve each for a one (1) year term.**

2.5 Vacancies. Vacancies on the Board of Directors shall be filled by the ~~NAHU Board of Trustees~~**Directors**.~~– A director so named to fill a vacant seat shall serve the remainder of the term and will be eligible to serve for an additional 2 terms.~~ In the event that the position of President of the corporation shall become vacant **the Vice President shall act as Interim President** ~~until the NAHU Board of Trustees shall name an interim President to serve until a new NAHU Chief Executive Officer is named.~~

3.1 Officers. The officers of the corporation shall be a President, Vice-President, Secretary, Treasurer, and such other officers as the Board of Directors may appoint. **The position of President shall be filled by the NAHU Chief Executive Officer and the position of Vice-President/Secretary/Treasurer shall be the NAHU Chief Financial Officer. In the event that the position of President is temporarily vacant, the Vice-President shall serve as the Interim President and the Board of Directors shall appoint an interim Secretary/Treasurer.** ~~One person may hold two or more offices, except that neither the Secretary nor Treasurer may serve concurrently as the President of the Board.~~

3.5 President. Subject to control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the corporation. He or she ~~shall preside at all meetings of the Directors~~, shall serve as an ex officio member of all committees, shall report periodically to the Board of Trustees of NAHU, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

6.2 Amendments. These Bylaws may be amended or repealed, and new Bylaws adopted by the vote of the majority of the members of the Board of Directors then in office. No such amendment, or repeal, or adoption, having the effect of superseding Sections 1.1, ~~2.2, Section 2.4, Section 2.5, Section 2.14,~~ or this Section 6.2 shall be effective unless and until it is approved by the Board of Trustees of NAHU.

National Association of Health Underwriters  
BALANCE SHEET  
January 31, 2019

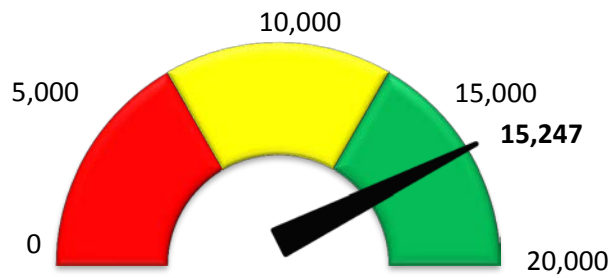
	This Year	Last Year	Variance	% Increase(Decrease)
<b>ASSETS</b>				
<b>CURRENT ASSETS</b>				
Operating Cash and Cash Equivalents	584,465.72	522,810.22	61,655.50	11.79%
Accounts Receivable, Net	200,598.49	327,130.39	(126,531.90)	-38.68%
Prepaid Expense	177,632.20	109,014.74	68,617.46	62.94%
Note Receivable	0.00	2,500.00	(2,500.00)	-100.00%
Total Current Assets	962,696.41	961,455.35	1,241.06	0.13%
<b>SHORT TERM INVESTMENTS, at Fair Value</b>				
<b>LONG TERM INVESTMENTS, at Fair Value</b>				
Equity Securities	1,008,955.37	1,885,500.49	(876,545.12)	-46.49%
Total Long Term Investments	1,008,955.37	1,885,500.49	(876,545.12)	-46.49%
<b>PROPERTY AND EQUIPMENT, at Cost</b>				
Office Furniture and Equipment	422,441.29	380,011.09	42,430.20	11.17%
Leasehold Improvements	460,953.93	460,953.93	0.00	0.00%
Less: Accumulated Depreciation & Amortization	(652,860.15)	(546,776.44)	(106,083.71)	19.40%
Total Property and Equipment	230,535.07	294,188.58	(63,653.51)	-21.64%
<b>LONG TERM ASSETS</b>				
Intangible Assets-REBC Designation	50,000.00	50,000.00	0.00	0.00%
Total Long Term Assets	50,000.00	50,000.00	0.00	0.00%
<b>DEPOSITS</b>				
Note Receivable	30,161.60	37,161.60	(7,000.00)	-18.84%
	0.00	2,500.00	(2,500.00)	-100.00%
TOTAL ASSETS	2,282,348.45	3,230,806.02	(948,457.57)	-29.36%
<b>LIABILITIES AND NET ASSETS</b>				
<b>CURRENT LIABILITIES</b>				
Accounts Payable and Accrued Expenses	153,383.08	140,194.02	13,189.06	9.41%
State and Local AHU Dues Payable	248,963.39	222,427.22	26,536.17	11.93%
Deferred Revenue - Membership	1,594,168.80	1,753,525.47	(159,356.67)	-9.09%
Deferred Revenue - Conferences	256,818.50	45,300.00	211,518.50	466.93%
Total Current Liabilities	2,253,333.77	2,161,446.71	91,887.06	4.25%
<b>LONG TERM LIABILITIES</b>				
Deferred Rent Oligation	201,898.31	235,723.01	(33,824.70)	-14.35%
Deferred Tenant Allowance	124,554.38	169,846.82	(45,292.44)	-26.67%
Total Long Term Liabilities	326,452.69	405,569.83	(79,117.14)	-19.51%
TOTAL LIABILITIES	2,579,786.46	2,567,016.54	12,769.92	0.50%
<b>NET ASSETS</b>				
Net Assets, Beginning of Year	(286,206.25)	379,699.69	(665,905.94)	-175.38%
Current Year Activity	(11,231.76)	284,089.79	(295,321.55)	-103.95%
TOTAL NET ASSETS	(297,438.01)	663,789.48	(961,227.49)	-144.81%
TOTAL LIABILITIES AND NET ASSETS	2,282,348.45	3,230,806.02	(948,457.57)	-29.36%



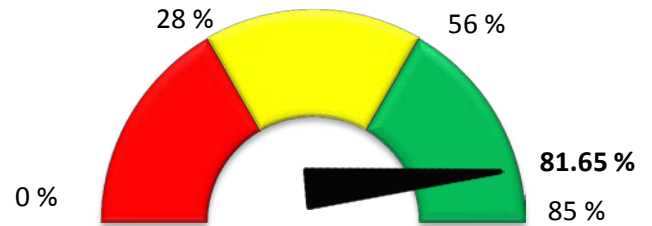


# NAHU BOARD OF TRUSTEES KEY INDICATORS REPORT JANUARY 2019

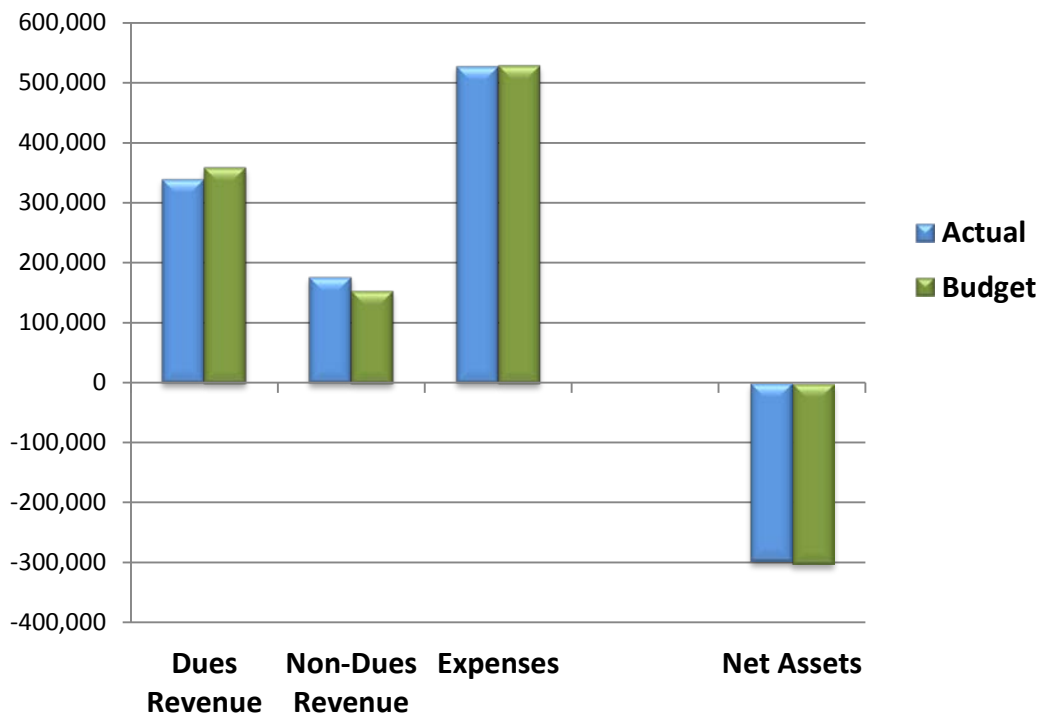
## MEMBERSHIP



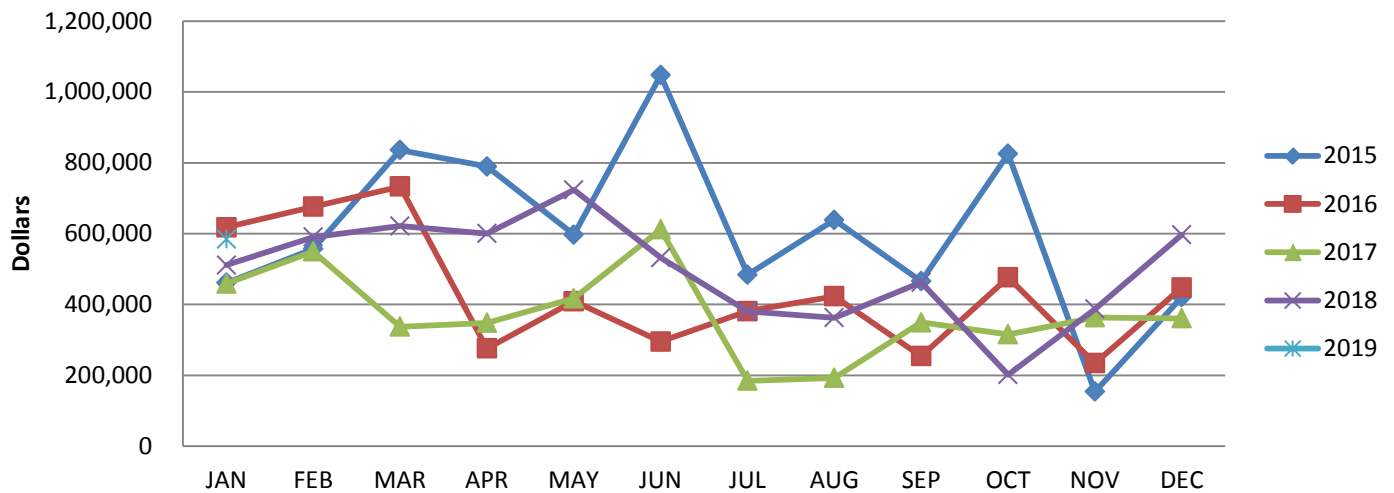
## RETENTION



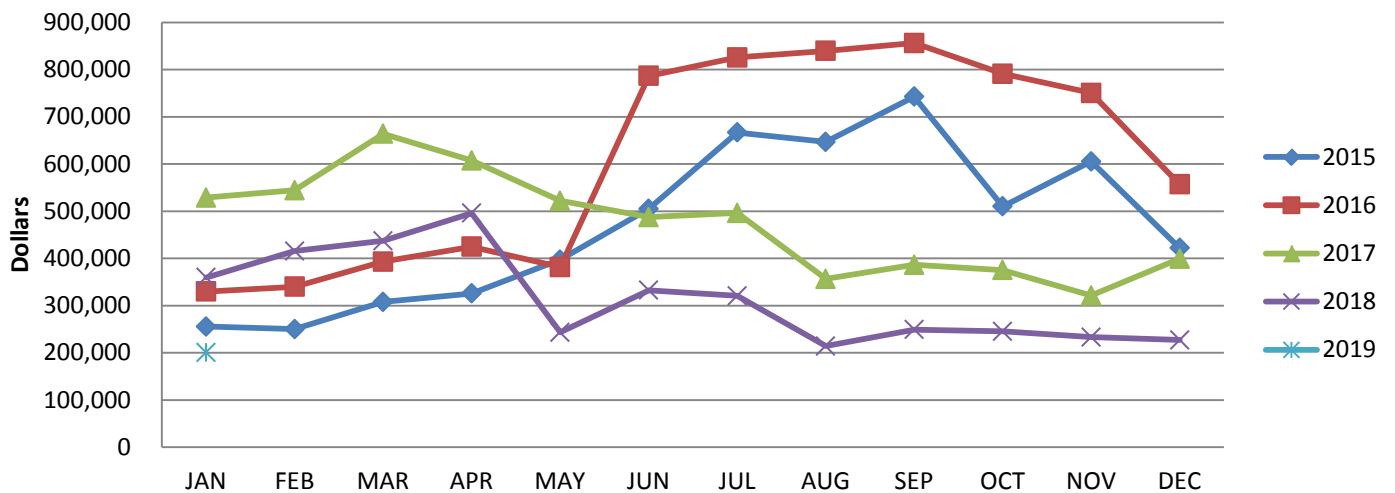
## 2019 TOTAL FINANCIAL RESULTS



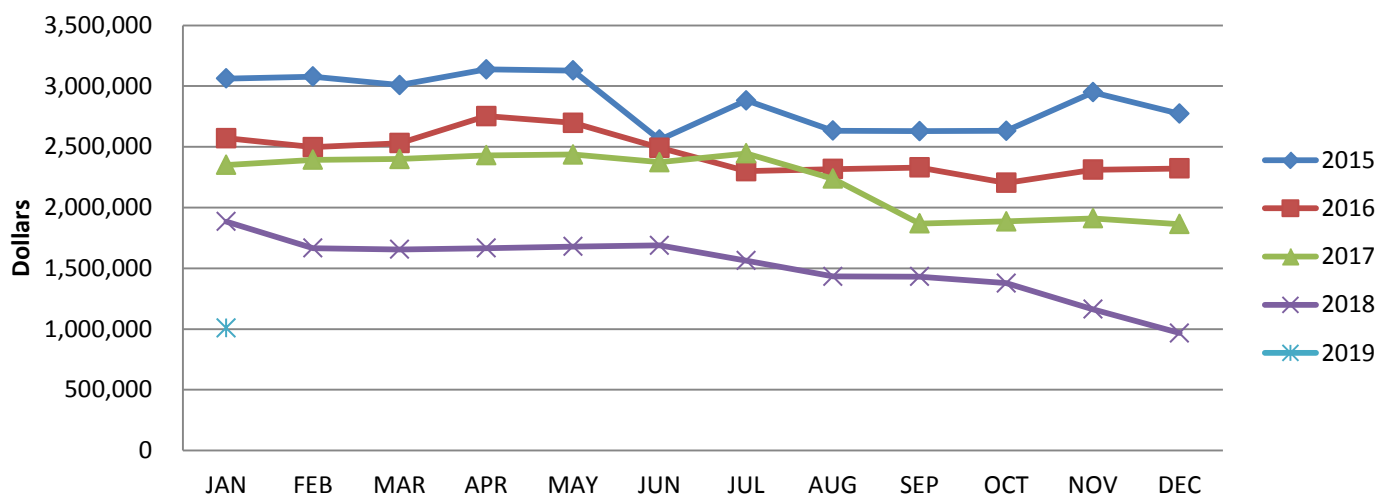
# CASH



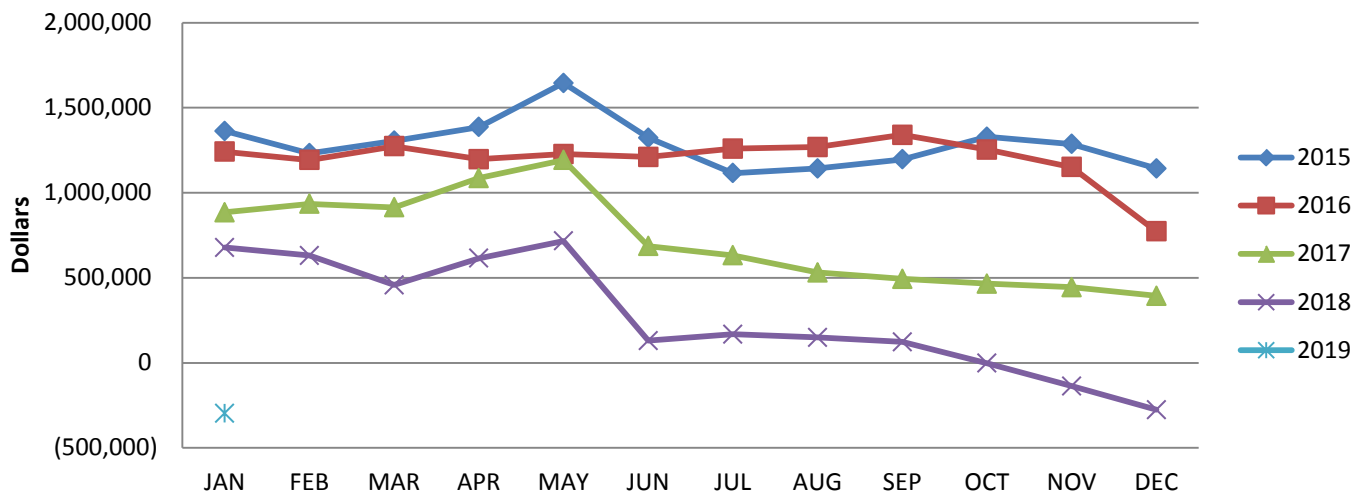
## ACCOUNTS RECEIVABLE



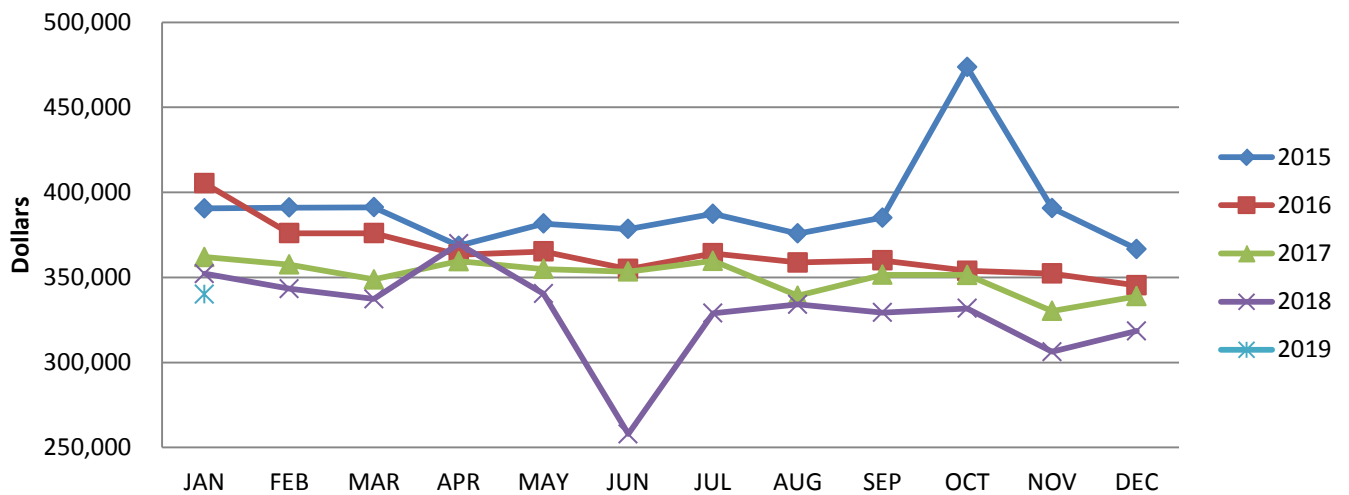
## INVESTMENTS



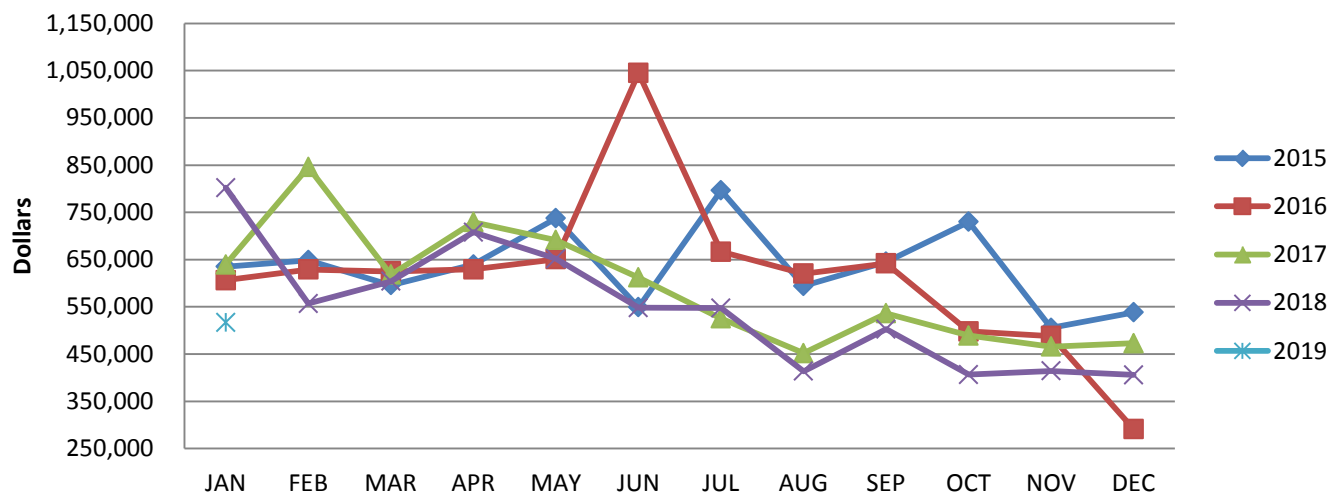
## NET ASSETS



## DUES



## TOTAL REVENUE





## TOTAL EXPENSES

