



NAHU Board of Trustees Meeting

Monday, July 17, 2017

Meeting called to order at 4:02 P.M. EDT by Mike Embry

NAHU'S VISION STATEMENT

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

Reading of Antitrust Statement (Mike Embry)

Mike read the antitrust statement.

Roll Call (Eugene Starks)

Attendees:

President Mike Embry

President Elect Rusty Rice

Vice President Pat Griffey

Treasurer Dane Rianhard

Secretary Eugene Starks

Immediate Past President Jim Stenger

NAHU Executive VP & CEO Janet Trautwein

Region I Vice President Jeannie Comins

Region II Vice President Erica Hain

Region III Vice President Mike Deagle

Region V Vice President Paige Phillips

Region VI Vice President Kelly Fristoe

Region VII Vice President Ray Magnuson

Region VIII Vice President Linda Rose Koehler

Legislative Council Chair Annette Bechtold

Membership Council Chair Deb Crouch

Professional Development Chair Ashley Kapostins

Absent: Region IV Vice President Alycia Riedl

Staff:

Farren Baer

Marcy Buckner

Megan Caputo

Chris Hartman

Illana Maze

Jennifer Murphy

Bob Tretter

Guests:

Legislative Council Vice Chair Nick Moriello

Membership Council Vice Chair Michelle Howard

Professional Development Vice Chair Karen

Kirkpatrick

Governance Committee Chair David Smith

Chapter and Leadership Development Chair Lou

Reginelli

Adoption of Agenda (Mike Embry)

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

Motion passed unanimously



Consent Agenda A (*Mike Embry*)

- BoT Meeting Minutes – June 19, 2017
- 2017-2018 Committee Approval List
- Amended Bylaws
 - New York AHU

MOTION: Linda Rose Koehler moved to approve the Consent Agenda A

DISCUSSION: Professional Development Chair, Ashley Kapostins made a motion that the 2017-2018 Committee Approval List be removed from the Consent Agenda A. Motion passed unanimously.

MOTION: Linda Rose Koehler amended her motion to approve the Consent Agenda A without the 2017-2018 Committee Approval List.

Motion passed unanimously

2017-2018 Committee Approval List

MOTION: Ashley Kapostins made a motion that an exception be made to keep Stephen Brubaker on the Professional Development Committee for the 2017-2018 committee year.

Motion passed unanimously.

Consent Agenda B (*Rusty Rice*)

- Committee/Council Reports
 - Legislative
 - Membership
 - Chapter and Leadership Development
 - Governance
 - HUPAC
 - Media
 - Professional Development

MOTION: Deb Crouch moved to approve the Consent Agenda B

Motion passed unanimously

Financial Report (*Dane Rianhard*)

MOTION: Dane Rianhard moved to accept the June Financials.

Motion passed unanimously.

RVP Report (*Erica Hain*)

Report given, No BoT action required.

CEO Report (*Janet Trautwein*)

Report given. No BOT action required.



New Business

Feasibility of an Agency Dues Structure. Rusty Rice gave a report. No BoT action required.

Strategic Discussion

Janet Trautwein and Mike Embry provided an update. No BoT action required.

Motion for Adjournment

MOTION: Linda Rose Koehler moved to adjourn the meeting at 4:55 P.M. EDT

Motion passed unanimously

Respectfully submitted,
Eugene Starks
NAHU Secretary



NAHU Board of Trustees Meeting Agenda

Monday, June 19, 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* – (Mike Embry)

Roll Call of Attendees – (Eugene Starks)

Approve Agenda – (Mike Embry)

Consent Agenda A (Mike Embry)

BoT Meeting Minutes – June 19, 2017 (see attached)

2017-2018 Committee Approval List (see attached)

Amended Chapter Bylaws

> New York AHU (see attached)

Consent Agenda B (Rusty Rice)

Membership Council (see attached)

Professional Development Committee (see attached)

Chapter and Leadership Development Committee (see attached)

Governance Committee (see attached)

HUPAC (see attached)

Media Relations Committee (see attached)

Financial Reports (Dane Rianhard)

NAHU May Financials (see attached)

New Business items

Feasibility of an Agency Dues Structure

Strategic Discussion

Motion for Adjournment



NAHU Board of Trustees Meeting

Monday, June 19, 2017

Meeting called to order at 4:02 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 I Vice President Paul Smith, Region II Vice President Erica Hain, Region III Vice President Denise VanPutten, Region IV Vice President Alycia Riedl, Region V Vice President Julian Lago, 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:

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, Professional Development Chair David Smith, Secretary Candidate Eugene Starks, Region 1 VP Candidate Jeannie Comins, Region 3 VP Candidate Mike Deagle, Region 7 VP Candidate Ray Magnuson

Adoption of Agenda

MOTION: Pat Griffey made the motion to adopt the posted agenda.
Motion passed unanimously

Consent Items – (Jim Stenger)

- BoT Meeting Minutes – May 15, 2017
- EC Minutes – June 12, 2017
- Committee Reports
 - Membership Council
 - Awards Committee
 - Chapter and Leadership Development Committee
 - Finance Committee
 - Media Committee



- Professional Development Committee
 - PDC Survey Analysis
- New Charter – Downtown Chicago AHU
 - Charter
 - Bylaws
 - Executive Summary
- 2017-2018 Committee Approval List

MOTION: Rusty Rice moved to approve the Consent Agenda

DISCUSSION: The May BoT minutes need to be amended: 1) only February and March financials accepted, no April. Paul is listed as absent, he was at the meeting. Mike Embry requested that the Committee List be pulled.

MOTION: Rusty Rice amended his motion to approve the Consent Agenda without the 2017-2018 Committee Approval List

Motion passed unanimously

2017-2018 Committee Approval List

MOTION: Mike Embry moved to waive the required five-day rule for the approval of the 2017-2018 Committee List.

Motion passed unanimously

MOTION: Mike Embry moved to accept the 2017-2018 Committee List

DISCUSSION: Identified misspelled names and incorrect assignments. Changes were made as directed.

Motion passed unanimously

Financial Report

Discussed the Finance Committee's decision to not approve reimbursement for Membership and Legislative Council VCs to attend the Budget Meeting. Looked at options of finding the funding in other areas of the budget, the bottom line is the money, regardless where it comes from it will effect the bottom line. Questions about a Schedule A item in the Leg Chair's budget. The answer will be shared with the entire Board of Trustees.

MOTION: Mike Embry moved to accept the April Financials.

Motion passed with Dave Mordo abstaining

Strategic Discussion

The next discussion will have the categories in chart format and will look to the next steps. Getting the committees involved with a clear action plan.



New Business

- Julian Lago and Rosanne Wolfe expressed their appreciation and gratitude for the time they served.
- Orlando is resort casual but Board members were encouraged to be professional in their attire and attitude
- The President's Reception will be held Saturday night by the pool. All Board members are invited.

Motion for Adjournment

MOTION: Paul Smith moved to adjourn the meeting at 4:58 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 2017 -2018 National Committees

	Legislative	Membership	Professional Development	Chapter Leadership	HUPAC	Awards	LPRT	Finance	Media	Vanguard	Governance
Chair	Annette Bechtold	Deb Crouch	Ashley Kapostins	Lou Reginelli	Steve Selinsky	Joy Gardner	Reid Rasmussen	Dane Rianhard	Marilyn Stenger	Megan Chiarelle	David Smith
Vice Chair	Nick Moriello	Michelle Howard	Karen Kirkpatrick	Arty Accardo	Bill Hepshear	Luann Yarberry	Mike Gomes	NA	Meg Macomb	Crystal Hoffman	2 year term NA
		Membership Mgr. Kevin Trokey									
Region I	David Shore	Michael Grinnell Kirsten Tudman	Julie Jennings	Julie Jennings	Michael King	Liz Taggart	Erin Fisher	NA	Tom Harte	Jesse McDonald	Not Assigned by Region
Region II	Dave Mordo	Jonathon Lowe Open	Jessica Waltman	Dave Cagliola	Scott Wham	Judy Levine	David Oscar	NA	Jessica Waltman	Open	
Region III	Michele Thornton	Ingrid Martin Heather Harte	Susan Rider	Suzy Alberts	Cathy Cooper	Kathy Goffer	Valerie Cramer	Mike Deagle	Lee Nathans	Chad Schneider	Lisa Hughes
Region IV	Kate Banchy	Brian McPike Heidi Mathson	Lynn Schreder	Sam Negro	Michael Gray	Anissa Schroeder	Open	Alycia Reidl	Suzy Alberts	Open	Russ Childers Dave Mordo
Region V	Ken Stevenson	Jennifer Lowery Monique Hahn	Dave Sherrill	Donna Hill	Mychal Walker	Vicky Major-Bell	Wayne Sakamoto	NA	Liz Gallops	Liz Gallops	
Region VI	Wesley Watkins	Doris Waller Connie Carter	Jennifer Stanley	Jennifer Touns	Tom Wilson	Krista Palmer	Neldia Ahlquist	Kelly Fristoe	Emily Bremer Bridget Treadwell	Crystal Hoffman	
Region VII	Lori Crandell	Ryan Heider Joni Reents	Connie Puett	Eden Rippingill	Bradley Miles	Becky Kanoza	Robert Tierney	NA	Roseanne Wolfe	Danne Reents	
Region VIII	Pat Burns	Maggie Stedt John Evangelista	Yolanda Webb	Jolene Bryant	Terry Allard	Cerrina Jensen	Naama Pozniak		Pat Burns Dawn McFarland	Sue Wakamoto-Lee	
At Large	Heidi Sterner Mark Schwenderman		Amy Adams Amanda Brown	Carolyn Beck Cerrina Jensen	Candius Sterns Bill Kite	Alexis Weilmuenster	Tiffany Stiller	Marsha Tellesbo	Craig Gussan		Eugene Starks Observer
	Dwane McFerrin		David Smithh		Cathy Daugherty						
	Gary Cox		Denise Villagren								
	Jesse McDonlad		Audra Sullivan		Past Chair						
	Trei Tompkins		Stephen Brubaker		Eric Kohlsdorf						
	Barbara Gerkin										
BOT Liaison	NA	NA	Dane Rianhard	Pat Griffey	Jim Stenger	Eugene Starks	Eugene Starks	NA	Rusty Rice	Eugene Starks	Eugene Starks
Staff Liaison	Marcy Buckner	Illana Maze	Farren Baer	Brooke Willson Dimeko Shaw	Chris Hartmann	Brooke Willson	Brooke Willson	Jennifer Murphy	Kelly Loussedes	Alexandra Moyle	Brooke Willson

BYLAWS
of the
New York State Association of Health Underwriters

Adopted October 19, 2001

Amended June 16, 2006

AMENDMENTS PROPOSED:

PASSED BY NYSAHU BOARD ON APRIL 10, 2017

PASSED BY NYSAHU MEMBERSHIP ON MAY 9, 2017

*Material to be removed is ~~stuck through~~; new material is in **BOLD CAPS***

ARTICLE I – NAME AND TERRITORIAL LIMITS

- Section 1: This organization shall be known as the New York State Association of Health Underwriters, hereinafter referred to as this Association, a non-profit corporation incorporated as such under the laws of the state of New York and chartered by the National Association of Health Underwriters.
- Section 2: The territorial limits of this Association shall be confined to the state of New York.

ARTICLE II – PURPOSES

- Section 1: The objectives of this Association shall be:
- To promote the common business interests of those engaged in the sale of health, disability, long term care and related insurance and non-insurance products and services, hereinafter referred to as “the industry”.
 - To advance public knowledge for the need and benefit of the financial protection provided by the industry.
 - To promote the adoption and application of high standards of ethical conduct in the industry.
 - To provide and promote a program of continuing education and self-improvement of Association members.
 - To increase the knowledge of members concerning the principles, functions and applications of the industry.
 - To promote education, legislation, regulation and practices which are in the best interest of the industry provide financial protection to our clients and the interested public.
 - To encourage adequate protection against the hazards of disability as part of a well-rounded benefits program.
 - 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 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
- Section 2: An individual member may be any individual licensed by his/her state licensing authority for the sale of health, disability and related insurance products and services. Individual members may also include non-licensed individuals engaged in the distribution of health, disability and related insurance products and services 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.

ARTICLE IV – NATIONAL AND STATE AFFILIATION

- Section 1: This Association agrees to be bound by the bylaws of the 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 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 National Associations of Health Underwriters.

ARTICLE V – DUES AND FINANCE

- Section 1: Each active member of this Association shall pay local (*if applicable*), 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, subject to the ratification of at least three-fourths (3/4) 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 (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 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~~ **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 (ies) for Association funds and shall designate one or more Board members in addition to the Treasurer to sign or countersign checks 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, ~~Vice President~~, Treasurer and Secretary.
- Section 2: Each officer shall be an active member of this Association, and the local (*if applicable*) 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 two years.
- 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 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 ~~Vice President, then~~ Treasurer, and then Secretary.
- 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 three-fourths (3/4) 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~~, 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:
- 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.
 - 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.
 - 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.
 - ~~Vice President – The Vice President (or First VP if there are more than one), 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.~~
 - 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.
 - 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 (ies) 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.

ARTICLE VIII – BOARD OF DIRECTORS

- Section 1: The Board of Directors shall consist of the officers, one (1) elected director of each local association within the state, **STANDING COMMITTEE CHAIRS AND UP TO FOUR AT-LARGE BOARD MEMBERS.**
- Section 2: Each director shall be an active member of this Association, and the local (*if applicable*) and National Associations of Health Underwriters.
- 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 two years. (See Article VI, 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 have 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. The meetings shall be held at such times and places as may be determined by the President or Board of Directors. A written or electronic 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 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 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 shall be held at the annual meeting of this Association. The election of directors shall be held by the local associations prior to 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

ARTICLE X – COMMITTEES

- Section 1: There shall be the following standing committees:

- ~~A. Education~~
- PROFESSIONAL DEVELOPMENT**
- B. Legislation
- C. Membership
- D. MEDIA**
- E. COMMUNICATIONS**
- F. AWARDS**
- G. EVENTS**

- 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 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 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 – 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 **OR BY ELECTRONIC VOTE 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. IF AN ELECTRONIC VOTE IS USED, THERE NEEDS TO BE A 2/3 VOTE OF THOSE VOTING IN ORDER TO ACCEPT THE AMENDMENT.**

ARTICLE XIV – 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.

ARTICLE XV – 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 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 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 XVI – PREVIOUS BYLAWS SUPERCEDED

- Section 1: These bylaws, as revised, supersede 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.
- Respect my clients' trust in me, and 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 me or my industry.
- To treat prospects, clients and companies fairly by submitting applications that reveals 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.



MEMBERSHIP

Chair: Deb Crouch

Month: July 2017

First, I would like to take the opportunity to say how honored I am to be working with the BOT for next year. I have some big shoes to fill with Paige leaving the position but I will do my very best.

Due to the fact that this is mostly a new council and we only just met for the first time in Orlando, the report will be brief. However, please know that we are hitting the ground running...

Membership Council met in Orlando on Sunday, 6/25/17. In addition to the current council, we also had our new council members in attendance with the exception of one or two who could not attend conference. Council is now divided into membership and retention chairs- -one for each region. Each chair was provided with a folder that contained the 2017-2018 Membership Council contact information, council P&P's, a list of duties and expectations and either a membership or retention guide- -depending on the position they are taking on. Lastly, I asked each chair in attendance to sign a NAHU Commitment Form. I explained that I was asking for this as their acknowledgement that they will do their very best to perform their duties as regional chairs and know what is expected of them. In addition, the management team also signed the forms as well.

Membership Details:

As of 6/30/17, we are at 16,608 members. Back on 6/30/16, we had 17,595 members. This represents a 5.6% drop in membership. I reviewed the membership reports from July 2016 through April 2017. Out of these 10 months, there was only 1 month where we had a membership gain- -February 2017. We gained 57 new members.

I have challenged the team to make the following happen: Each and every month in the positive with regards to membership numbers. Even if we have only 1 more new member than we lost, it is still a good month. Retention is key here. Currently, we have more walking out the back door than we have coming in the front door. Discussions will be taking place over the next two months as to how to better gauge what NAHU's doing or not doing and ideas on how we can stem the flow out the door.

Upcoming projects:

1-We will be running another two week new member campaign as we did in March with the "March Madness" campaign. This time it will be based off of the college kickoff season. The title is "One TEAM, one GOAL! Join NAHU now!" Contest will run 8/26/17 (college football season kick off day) through 9/8/17. However, we will be changing the parameters a bit. For this contest, any new member or any returning NAHU member that lapsed more than 6 months ago will get \$50 back from NAHU.

2-We will be running a retention contest from 9/1/17 through 11/30/17. Specifics being worked on by Vice-Chair and Member Manager.

3-The list of 2017 Most Influential Women in Benefit Advising was released. Of the top 30, only 6 are members. A personal note will be sent to each of these women asking them to become members. One of the MMT members will personally reach out to them after the fact to follow up and have a discussion.



PROFESSIONAL DEVELOPMENT

Chair: Ashley Kapostins

Board Liaison: Dane Rianhard

Month: July 2017

The Committee call will take place the last week in July, but initial organization has taken place, embracing the goals of Mike for cross-collaboration. We are currently finalizing our roster, adding a few members missing regionally. Below are the high level goals of the committee this coming year and leaders for each have been established.

- Create (LEAD) Leadership Development Program – partner with Chap Dev
- Create DI and LTC Certification Program – partner with LTC working group
- Create chapter presentation on how to run a Medicare Summit – partner with Medicare working group
- Continue Rapid Response Team – legislative decoder – partner with Leg
- Create college curriculum program
 - VC goes to college overlap– partner with Vanguard
- Focus on elevating Vision Speak and the next steps
- Rebrand marketing and content of Convention and Conference PD breakout offerings
- Website Review – review/update current PD content
- Certification program review – besides annual review, additional review needed for current content/professionalism details
- Continue “Running your Business” quarterly content webinars

In addition to new agenda items, we will continue to develop new ways to market PD content, such as certification programs, etc, and continue to identify areas of growth. The PD executive team is also meeting separately every month to discuss continuity plans, development in the upcoming PD chairs and how to work most effectively as a team. We have a lot of momentum after meeting at Convention and are energized regarding all we can accomplish as a committee.



CHAPTER & LEADERSHIP DEVELOPMENT

Chair: Lou Reginelli
Board Liaison: Pat Griffey
Month: July 2017

- Had brief meeting at the National Convention.
- Regional Team will work closely with Regional Vice Presidents verifying submission of leadership rosters, strategic and succession planning.
- Asking regional team to have consistent contact with state presidents giving them the guidance, help and support needed for a successful year.
- Started to discuss Cap Con Leadership Forum meeting.
- Continuing to work with the BOT and Professional Development committee on a leadership course.
- First “tool time” article in the President’s Perspective will be a president’s timeline/calendar.



GOVERNANCE

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

There hasn't been a meeting of the Governance Committee yet during July, but our short-term agenda includes the following:

- Identifying P&P's which need to be updated to reflect the passage of the Bylaws amendment adding the Chair of the NAHU Professional Development Committee to the NAHU Board of Trustees
- Working with Brooke on developing BOT training, job descriptions for committee chairs, and other support functions to assist with transitions between chairs
- Planning the review of the policies and procedures which sunset in 2018, which will include a significant review of the National Committee P&P and recommendations to the P&P which outlines the duties and roles of the Treasurer and Finance Committee

We hope to have at least some of this ready for the Board's August call.

As a reminder, the members of the Governance Committee for 2017-18 are: Susan Rash, Lisa Hughes, Russ Childers, David Mordo, Rusty Rice, and David Smith. Brooke is staff liaison and, of course, Janet (as NAHU's CEO) is on all calls to keep us straight!

If anyone has a question, please do not hesitate to ask.

David C. Smith
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- **HUPAC**
- **Chair: Steve Selinsky**
- **Board Liaison: Jim Stenger**
- **Month: June/July**

The HUPAC Board met in Orlando for strategic planning and also a face to face meeting.

During these meetings we outlined our goals for the next two years and how we intend to reach these goals.

July 2017-June 2018 GOALS:

- Raise \$850,000 (this is candidate and admin and is comprised of the goals each regional chair submitted for the year)
 - We will track progress towards this goal by region each month
- Add 40 new Capitol Club contributors (5 per region) by June 2018
- Promote 100% participation of attendees at Capitol Conference and National Convention
- Develop strategies to identify and solicit HUPAC contributions from Corporate Partners, using success with UBA as a model
- Create training and tools that can be available on line for local and state HUPAC chairs
- We will hold a nationwide HUPAC Pledge drive in March. We will train/motivate chairs and members for it at Cap. Con.

Two Year Goal:

- Over next two years raise an additional \$1 million dollars in new contributions
 - To do this we need 2075 new 365 or above contributors. This is 259 new contributors per region (129 per year)
 - Mike and Rusty will help us drive this goal as they speak around the country
 - We have to continue to brainstorm new ways to reach and identify potential contributors

National Convention:

- Introduced new annual commemorative pin for convention. Free to Capitol Club members and \$100 for non-Capitol Club members. We sold out of the pins and they were received very well
- Provided welcome bags to all Capitol Club members. Received very favorable feedback
- Goal was to raise \$50,000. Raised over \$82,000
- We needed \$2000 to hit our all-time record for contributions to the candidate fund for a given year. This goal was surpassed
- Cash Cube promotion was used in exhibit hall to show chapters how they can promote and have fun with HUPAC at their expos. It went over very well too.
- Trained new incoming regional chairs and also had 5 local chairs attend. We hope to promote this better and increase participation in the future



MEDIA RELATIONS

Chair: Marilyn Stenger

Board Liaison: Rusty Rice

Month: July

While at National Convention in Orlando, we had a great breakout session that had some very enthusiastic Media Chairs from around the country. Kelly Loussedes lead a very informative meeting for all. Lots of questions were asked and answered leaving many attendees with a better understanding of how they can make a media difference.

All applications have been reviewed and selections for the 2017-2018 committee have been completed. Since your last BOT meeting, we were able to fill in all the Regional Chair spots with very qualified members. All members, new and returning have been notified and informed our calls will take place on the fourth Wednesday of the Month at 1 PM EST. It is very exciting that we have six new members to our committee as Regional Chairs and six new members to our Social Media Task Force.

We plan to restructure the committee a bit differently this year. The biggest change would be the addition of a task force we call Media Militia. This task force will be similar to the Rapid Response Team for Legislative Council. The task force will be comprised of members from across the country that are currently media savvy. Their area of expertise will be noted. When Kelly gets an urgent call and someone needs an interview immediately, she will be able to pull from this pool of members. This group will also be utilized as a media mentoring program. It is our hope and dream that when a State or Local Media Chair needs assistance, they will have a Media Militia person to help them out and guide them.

Our first call will take place on July 26. We will set the ground work for the year and hopefully get off to an amazing start for the coming year.

Marilyn Stenger



Finance Committee Teleconference

Date: July 14, 2017

AGENDA

1. Roll Call
Present: Patricia Griffey, Kelly Fristoe, Alycia Riedl, Mike Deagle, Jennifer Murphy, Mike Embry
Absent: Dane Rianhard, Marsha Tellesbo, Janet Trautwein
2. Approve Agenda – Motion Kelly Fristoe, second Mike Deagle, motion carried
3. Comments and discussion concerning the monthly financial report
May 2017 Financial Statements – Motion Kelly Fristoe, second Alycia, motion carried
4. Finance Committee At-Large Member attendance at Budget Meeting – the committee agreed that the At-Large member will attend the meeting via Zoom
5. Overview of Budget Process and Schedule – reviewed and will have an update on the next teleconference
6. Finance Committee Schedule – Jennifer will send out calendar invites for the remainder of the year
7. New business – none
8. Adjourn

Submitted by:

Jennifer Murphy, CFO & COO

National Association of Health Underwriters
BALANCE SHEET
May 31, 2017

	This Year	Last Year	Variance	% Increase(Decrease)
ASSETS				
CURRENT ASSETS				
Operating Cash and Cash Equivalents	418,819.91	409,095.29	9,724.62	2.38%
Accounts Receivable, Net	510,495.45	387,053.35	123,442.10	31.89%
Prepaid Expense	161,424.23	151,130.48	10,293.75	6.81%
Note Receivable	0.00	5,000.00	(5,000.00)	-100.00%
Total Current Assets	1,090,739.59	952,279.12	138,460.47	14.54%
SHORT TERM INVESTMENTS, at Fair Value				
Operating Investments	367,847.34	728,320.45	(360,473.11)	-49.49%
Federal Legislative Defense Fund Investments	236,554.50	368,142.85	(131,588.35)	-35.74%
Total Short Term Investments	604,401.84	1,096,463.30	(492,061.46)	-44.88%
LONG TERM INVESTMENTS, at Fair Value				
Equity Securities	1,832,379.73	1,601,701.87	230,677.86	14.40%
Total Long Term Investments	1,832,379.73	1,601,701.87	230,677.86	14.40%
PROPERTY AND EQUIPMENT, at Cost				
Office Furniture and Equipment	325,321.09	637,637.01	(312,315.92)	-48.98%
Leasehold Improvements	460,953.93	460,953.93	0.00	0.00%
Less: Accumulated Depreciation & Amortization	(473,952.98)	(755,261.50)	281,308.52	-37.25%
Total Property and Equipment	312,322.04	343,329.44	(31,007.40)	-9.03%
LONG TERM ASSETS				
Intangible Assets-REBC Designation	50,000.00	0.00	50,000.00	0.00%
Total Long Term Assets	50,000.00	0.00	50,000.00	0.00%
DEPOSITS	37,161.60	37,161.60	0.00	0.00%
TOTAL ASSETS	3,927,004.80	4,030,935.33	(103,930.53)	-2.58%
LIABILITIES AND NET ASSETS				
CURRENT LIABILITIES				
Accounts Payable and Accrued Expenses	139,438.57	54,648.75	84,789.82	155.15%
State and Local AHU Dues Payable	172,464.65	196,039.95	(23,575.30)	-12.03%
Deferred Revenue - Membership	1,896,806.36	2,037,454.72	(140,648.36)	-6.90%
Deferred Revenue - Prepaid Ads	(5,000.00)	0.00	(5,000.00)	0.00%
Deferred Revenue - Conferences	25,000.00	10,000.00	15,000.00	150.00%
Total Current Liabilities	2,228,709.58	2,298,143.42	(69,433.84)	-3.02%
LONG TERM LIABILITIES				
Deferred Rent Obligation	246,474.07	243,910.22	2,563.85	1.05%
Deferred Tenant Allowance	200,041.78	245,334.22	(45,292.44)	-18.46%
Total Long Term Liabilities	446,515.85	489,244.44	(42,728.59)	-8.73%
TOTAL LIABILITIES	2,675,225.43	2,787,387.86	(112,162.43)	-4.02%
NET ASSETS				
Net Assets, Beginning of Year	831,632.30	1,142,797.60	(311,165.30)	-27.23%
Current Year Activity	420,147.07	100,749.87	319,397.20	317.02%
TOTAL NET ASSETS	1,251,779.37	1,243,547.47	8,231.90	0.66%
TOTAL LIABILITIES AND NET ASSETS	3,927,004.80	4,030,935.33	(103,930.53)	-2.58%

2018 Budget Timeline

JULY						
S	M	T	W	T	F	S
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30	31					

AUGUST						
S	M	T	W	T	F	S
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

SEPTEMBER						
S	M	T	W	T	F	S
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30

Jul 24 - Templates sent to Department Heads & RVPs

Aug 21 - Completed Templates due back to CFO

Sep 4 - Draft of Budget sent to Finance Committee

Sep 11 - Finance Committee Teleconference

Sep 18 - Final Draft of Budget sent to BoT

Sep 29-30 - Budget Meeting in Washington, DC