



## **NAHU Board of Trustees Meeting**

**Monday, August 21, 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**

NAHU President, Mike Embry, 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 IV Vice President, Alycia Riedl  
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:**

### **Staff:**

Marcy Buckner  
Megan Caputo  
Kelly Loussedes

Illana Maze  
Jennifer Murphy  
Bob Tretter

Brooke Willson

### **Guests:**

Legislative Council Vice Chair, Nick Moriello  
Membership Council Vice Chair Michelle Howard

Governance Committee Chair, David Smith  
Chapter & Leadership Development Chair, Lou Reginelli

## **Adoption of Agenda**

**MOTION:** Deb Crouch made the motion to adopt the posted agenda.

Motion passed unanimously



### **Consent Agenda A**

**MOTION:** Erica Hain made a motion to approve Consent Agenda A.  
Motion passed unanimously.

### **Consent Agenda B**

**MOTION:** Ray Magnuson made a motion to receive Consent Agenda B.

**DISCUSSION:** *Paige Phillips requested that the LPRT Report be pulled from Consent Agenda B for discussion. Rusty Rice requested the Governance Committee report be pulled from Consent Agenda B for discussion.*

**AMENDED MOTION:** Ray Magnuson made a motion to receive Consent Agenda B without the LPRT and Governance Committee reports.  
Motion passed unanimously.

### **LPRT Committee Report**

*Paige inquired about the LPRT education track slated for the 2018 NAHU Annual Convention, and expressed concern that an additional workload would be placed on the Professional Development Committee. Janet Trautwein advised the BOT that the LPRT education track would be planned and coordinated by the LPRT Committee.*

**MOTION:** Paige Phillips made a motion to receive the LPRT report.  
Motion passed unanimously.

### **Governance Committee Report**

*Rusty Rice requested that the Governance Committee Report be pulled from Consent Agenda B for discussion. Rusty reported that the Vanguard Council Job Description was being developed and should be presented at the September BOT meeting. Rusty also raised the question regarding Governance Committee responsibility for Job Descriptions for the NAHU Education Foundation and the Health Underwriters Political Action Committee (HUPAC). It was the consensus of the BOT that the Governance Committee has no responsibility for Job Descriptions for the Education Foundation and HUPAC since they are both separately incorporated organizations and do not come under the responsibility of the NAHU BOT.*

**MOTION:** Rusty Rice made a motion to receive the Governance Committee report.  
Motion passed unanimously.

### **Financial Report**

**MOTION:** Dane Rianhard made a motion receive the June Financial Report,  
Motion passed unanimously.

### **RVP Report**

Erica Hain reported that some Regions are choosing to combine two regions for their annual Regional Leadership Conference. Some Regions report they are able to have stronger programs, higher attendance and a



more effective conference by combining Regions. Erica reported that the RVPs are still working on their “One Voice” initiative, and developing a “job description” for the Role of the RVP.

**CEO Report:** NAHU Executive VP & CEO, Janet Trautwein, gave a brief CEO Report.

### **Strategic Discussion**

**Role of Today’s Board Member:** NAHU President, Mike Embry and Vice President, Pat Griffey, presented on the **Three Basic Roles of Board Members** (from “Board Source” Magazine).

- 1) Approve the outcomes to be pursued by the committees and staff of the organization.
- 2) Assure that the needed resources are available to pursue desired outcomes (i.e. budget, volunteer and paid personnel, etc.).
- 3) Monitor progress toward goals and cause adjustments to strategy in response to changing circumstances and challenges. (NAHU utilizes the RACI process to monitor progress toward goals.)

**Vision 20/20 Tracker:** Janet Trautwein reported that she and is still working the Vision 20/20 Tracker process and will give an update at the next BOT meeting.

### **Motion for Adjournment**

**MOTION:** Kelly Fristoe 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, August 21, 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 – July 17, 2017

2017-2018 Committee Approval List

Amended Chapter Bylaws

- North Coast AHU
- Connecticut AHU
- Maryland AHU
- Baltimore AHU
- East Texas AHU

**Consent Agenda B** *(Mike Embry)*

Committee Reports

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

**Finance Report** *(Dane Rianhard)*

NAHU June Financials

**RVP Report** *(Erica Hain)*



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

### **Strategic Discussion**

Role of Today's Board Member (Mike Embry / Pat Griffey)

Vision 20/20 Tracking (Janet)

### **Motion for Adjournment**

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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.



## **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	Chris Hartman
Marcy Buckner	Illana Maze
Megan Caputo	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 2017 -2018 National Committees

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



# Baltimore Association of Health Underwriters Bylaws

**BYLAWS**  
**of the**  
**Baltimore Association of Health Underwriters**

**Adopted September 4, 1987**  
**Amended September 1, 2007**  
**Amended February 15, 2017**

**ARTICLE I – NAME AND TERRITORIAL LIMITS**

- Section 1. This organization shall be known as the Baltimore Association of Health Underwriters, hereinafter referred to as this Association, a non-profit corporation incorporated as such under the laws of the state of Maryland and chartered by the National Association of Health Underwriters.
- Section 2. The territorial limits of this Association shall be confined to Baltimore City, and the following counties: Anne Arundel, Baltimore, Carroll, Cecil, Hartford, and Howard. These shall not be changed unless permission first has been obtained from the governing bodies of the local association currently having jurisdiction in such territory, if applicable, and of the Maryland State Association of Health Underwriters and the Board of Trustees of the National Association of Health Underwriters.

**ARTICLE II – PURPOSES**

- Section 1. The objectives of this Association shall be:
- A. To promote the common business interests of those engaged in the sale of health, disability and related insurance products and services.
  - B. To advance public knowledge for the need and benefit of the financial protection provided by health, disability and related insurance products and services.
  - C. To promote the adoption and application of high standards of ethical conduct in the health, disability 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 and related insurance products and services.
  - F. To promote education, legislation, regulation and practices which are in the best interest of the health, disability 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 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.
- 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 State and National Associations of Health Underwriters as adopted and amended.
- Section 2. The Board of Directors shall provide for the prompt review, approval and forwarding of all reports required or requested by the State and National Associations of Health Underwriters.
- Section 3. Insofar as possible, this Association shall be represented by its proper delegates, or their duly appointed alternates, at the annual meeting of the State and National Associations of Health Underwriters.

### **ARTICLE V – DUES AND FINANCE**

- Section 1. Each active member of this Association shall pay local, state (*if applicable*) and national annual dues. Such annual dues shall be payable on the first day of the member's anniversary month as recorded by the National Association of Health Underwriters. All dues shall be submitted to and through the National Association of Health Underwriters. Any individual member more than sixty (60) days in arrears in payment of dues shall be dropped from the rolls as a member in good standing.
- Section 2. The Board of Directors shall determine the amount of annual dues of this Association. This Association's dues may only be changed once a year and will be in effect from January 1 through December 31 of each year. Not later than the fifteenth (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 local chapter dues for the following calendar year, the President shall advise the National Association of Health Underwriters in writing of the Board-approved dues for the following year.
- Section 3. The fiscal year of this Association shall begin on the first day of January 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, Secretary, and Treasurer
- Section 2. Each officer shall be an active member of this Association, and the State 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 and the term of President for the succeeding year and the office of President-Elect shall become vacant until the next regular election. If the office of President becomes vacant and there is no President-Elect, the order of succession shall be Treasurer, and then Secretary.
- Section 7. If the office of President-Elect shall become vacant due to death, disability, resignation, 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 Secretary and/or Treasurer become vacant due to death, disability, resignation, recall or removal by due process, or by succession under Article VI., Section 6, the office(s) shall be filled by appointment by the President. The appointment shall be subject to three-fourths (3/4) vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s). Appointees shall assume the title and duties of the office(s).

## **ARTICLE VII – DUTIES OF OFFICERS**

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

- C. Immediate Past President – The Immediate Past President shall serve as an advisor to the Board of Directors and perform other duties as assigned by the President or Board of Directors.
- D. Secretary – The Secretary shall be responsible for keeping all records of membership, attendance, membership dues and minutes of the meetings of this Association and the Board of Directors and shall perform other duties as may be assigned by the President or Board of Directors.
- E. Treasurer – The Treasurer shall be responsible for receiving all funds and dues paid to this Association. Dues shall be forwarded to the National Association of Health Underwriters, where they will be deposited and the local portion remitted back to this Association on a monthly basis. The Treasurer shall deposit all other funds in this Association's official depository(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 and 7 elected and/or appointed directors.
- Section 2. Each director shall be an active member of this Association, and the State 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 one year. (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 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. 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 at least two-thirds (2/3) majority of the entire Board returns affirmative votes. The members of the Board of Directors shall be advised of the results of such balloting no less than seven (7) days after the vote is tabulated.
- Section 8. A majority of the Board of Directors shall constitute a quorum for the transaction of business.
- Section 9. In the event a director position becomes vacant due to death, disability, resignation, recall or removal by due process, or by succession under Article VI., Section 6, the position shall be filled by appointment by the President. The appointment shall be subject to three-

fourths (3/4) vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s).

## **ARTICLE IX – NOMINATIONS AND ELECTIONS**

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

## **ARTICLE X – COMMITTEES**

- Section 1. There shall be the following standing committees:
- A. Awards
  - B. Education
  - C. Legislation
  - D. Membership
  - E. Public Relations
- 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. The process for removal shall be; Notice of 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 removal. Removal 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, provided that written notice of the meeting and of the proposed amendment(s) shall have been given to the members at least one month prior to the meeting, and provided further that a quorum is present at the meeting.

Section 2. One-tenth (1/10) of this Association’s membership shall constitute a quorum.

## **ARTICLE XIII – 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 XIV – DISSOLUTION**

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

Section 2. This Association, by taking the action to resign, shall surrender all rights to use the name, emblem, insignia, plate, sign, label or phrase indicative of membership in this Association.



- Section 3. This Association's charter with the National Association of Health Underwriters may be suspended or revoked in accordance with appropriate sections of the bylaws of the National Association of Health Underwriters.
- Section 4. This Association shall use funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure or be distributed to its members in the event this Association is dissolved or its charter revoked for cause in violation of the bylaws of the National Association of Health Underwriters. Immediately upon dissolution or revocation of its charter, this Association's Board of Directors shall place all remaining Association funds in escrow for the purpose and benefit of reactivating the Association or organizing a new association with purposes and objectives that are specified in these bylaws. After a period of one (1) year, if the association has not been reactivated or a new association organized and chartered, the escrowed funds will be allocated to a National account for the development of chapters within the region of the disbanded or revoked association.

#### **ARTICLE XV – PREVIOUS BYLAWS SUPERCEDED**

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

## **APPENDIX A - NAHU Code of Ethics**

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

To keep paramount the needs of those whom I serve.

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

To give all service possible when service is needed.

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

To use no advertising which may be false or misleading.

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

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

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

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



# Maryland AHU Bylaws

**BYLAWS  
of the  
Maryland Association of Health Underwriters**

**July 1, 2017**

**ARTICLE I – NAME AND TERRITORIAL LIMITS**

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

**ARTICLE II – PURPOSES**

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

**ARTICLE III – MEMBERSHIP**

- Section 1. Membership in this Association will be available under the following designations:
- A. Individual Members
  - B. Life Members
- Section 2. An individual member may be any individual licensed by his/her state licensing authority for the sale of disability income and/or health insurance products. Individual members may also include non-licensed individuals engaged in the distribution of disability income and/or health insurance products such as, but not limited to, home office

personnel and others engaged in the management and distribution of such products. Individual members who have paid their annual national, state and local dues will also be referred to as active members.

- Section 3. 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. This association shall determine the amount of reduction of local chapter dues, if any. 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.

#### **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 (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 July of each year and end on the last day of June of the following 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 – EXECUTIVE COMMITTEE**

- Section 1. The executive committee of this Association shall be: President, President-Elect, Immediate Past President, Vice President (s), Secretary, and Treasurer. In any given year, the offices of Secretary and Treasurer may be combined into one office of Secretary/Treasurer. The Association may appoint more than one Vice President, and if so, shall be designated each as First Vice President, Second Vice President, and so forth as appropriate.
- Section 2. Each executive committee member shall be an active member of this Association, his or her local chapter and the National Associations of Health Underwriters.”
- Section 3. All executive committee shall serve without compensation.
- Section 4. All executive committee members shall take office on the first day of July of each year following their appointment, 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, recall or removal by due process, the President-Elect shall assume the office for its unexpired term and the term of President for the succeeding year and the office of President-Elect shall become vacant until the next regular election. If the office of President becomes vacant and there is no President-Elect, the order of succession shall be Vice President and then Treasurer.
- Section 7. If the office of President-Elect shall become vacant due to death, disability, resignation, recall or removal by due process, or by succession to the Presidency under Article VI., Section 6, then the President shall 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 EXECUTIVE COMMITTEE**

- Section 1. The job descriptions of the executive committee members shall be as follows:
- A. President – The President shall be the chief executive committee member 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, ~~including but not limited to responsibility for the Association’s annual membership symposium.~~

- C. Immediate Past President – The Immediate Past President shall serve as an advisor to the Board of Directors and perform other duties as assigned by the President or Board of Directors.
- D. First Vice President – The First 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, including but not limited to Chair of the Membership Committee.
- E. Second Vice President – The Second Vice President in the absence of the President, President Elect and the First Vice 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, including but not limited to Chair of the Legislative Committee.
- F. 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.
- G. 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.
- H. Association Executive – An Association Executive may be appointed by the Board of Directors, for such period, at such compensation, and with such authority, duties, facilities and assistance as the Board of Directors may determine. The Association Executive serves ex-officio and shall have no vote.

Section 2. The duties of the Executive Committee shall be as follows:

- A. Review and recommend an annual budget to the Board of Directors
- B. Manage sensitive personnel or other confidential issues until such time as the Board of Directors and Membership shall be informed
- C. Perform other duties as assigned by the Board of Directors

All other Association governance duties and responsibilities are reserved to the Board of Directors.

## **ARTICLE VIII – BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of the executive committee and the President of each local association.

Section 2. Each director shall be an active member of this Association, and the local 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 appointment, and shall serve for a term of one year. (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 has the authority and responsibility to manage this Association's affairs.
- Section 6. The Board of Directors shall meet no fewer 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 notice of the time and place of all regular meetings of the Board of Directors of this Association shall be made available to each member of the Board by the President not less than thirty (30) days prior to the meeting. Further, a listing of all upcoming board meetings shall be made available to the general membership of the association.
- Section 7. The Board of Directors may transact business by mail or electronic means by voting upon proposals presented to them. Any such proposal shall be adopted if at least two-thirds (2/3) majority of the entire Board returns affirmative votes. The members of the Board of Directors shall be advised of the results of such balloting no less than seven (7) days after the vote is tabulated.
- Section 8. A majority of the Board of Directors shall constitute a quorum for the transaction of business.
- Section 9. In the event a director position becomes vacant due to death, disability, resignation, recall or removal by due process, or by succession under Article VI., Section 6, and 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).
- Section 10. Association Executive – An Association Executive may be appointed by the Board of Directors, for such period, at such compensation, and with such authority, duties, facilities and assistance as the Board of Directors may determine. The Association Executive serves ex-officio and shall have no vote

## **ARTICLE IX – NOMINATIONS AND-APPOINTMENTS**

- Section 1. The Nominations Committee shall consist of the Immediate Past President and the President of each local Chapter. Not less than three (3) months prior to the date of the board change, the Immediate Past President shall call a meeting of the 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 appointment process.
- Section 2. The Nominations Committee shall request nominations for appointment to the Executive Committee and Committee Chairs from the general membership of the association.
- Section 3. Should there be multiple candidates for any one position, the Nominations Committee shall prepare a ballot containing the names of all qualified nominees and a summary of their qualifications. The Board of Directors shall have the sole authority to determine an equitable method for membership voting on contested nominations and execute the process no later than June 1 of each year. The results of the balloting process approved



by the Board of Directors shall be final and irrevocable. The Board of Directors shall then appoint the successful candidate to the Board of Directors

Section 4. Appointments of Board members will become effective on July 1.

## **ARTICLE X – COMMITTEES**

Section 1. There shall be the following standing committees of the Board of Directors:

- A. Awards
- B. ~~Education~~–Professional Development
- C. Legislation
- D. Membership
- E. Nominations
- F. Media
- G. Communications
- H. Political Action Committee

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, with the exception of the Nominations Committee. The Nominations Committee shall consist of the Immediate Past President and the presidents of each local Association.

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.

Section 5. The Board may, from time to time, appoint Special Advisors to the Board of Directors. A Special Advisor may be any member of the Association who is appointed to any outside committee or group representing the interests of the ~~VAHU~~ MAHU to the broader health or insurance community. These members shall serve as the Special Advisors for the period of their appointment to the secondary group, and shall regularly report to and request input from the Board of Directors related to their roles and responsibilities.

## **ARTICLE XI – RECALL AND REMOVAL FROM OFFICE**

Section 1. An executive committee member, member of the Board of Directors, committee member or chair, or task force member or chair, or Special Advisor 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 executive committee member or board member, or appointed committee member or chair, or appointed task force member or chair or Special Advisor 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 executive committee member 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 bylaws and policy of the National Association of Health Underwriters, may be adopted by a three fourths (3/4) vote of the Board of Directors. Should amendments to these bylaws be proposed that are out of compliance with NAHU bylaws or policy, the new proposals shall be sent to the members for discussion and approval. Adoption of such amendments shall require a majority of the membership. The Board of Directors shall have the sole authority to determine the method of balloting on such amendments.
- Section 2. One-tenth (1/10) of this Association's membership shall constitute a quorum.

## **ARTICLE XIII – 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 executive committee or former Directors or executive committee 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 executive committee of this Association, except in relation to matters as to which such Director or executive committee member or former Director or executive 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.

## **ARTICLE XIV – 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 XV – PREVIOUS BYLAWS SUPERCEDED**

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

**##END##**



# Bylaws Of the East Texas Association of Health Underwriters

Updated: 05/01/2017

**BYLAWS**  
**Of the**  
**East Texas Association of Health Underwriters**

*Adopted April 21, 2005*  
*Amended June 15, 2006; May, 1, 2017*

**ARTICLE I – NAME AND TERRITORIAL LIMITS**

- Section 1. This organization shall be known as the East Texas Association of Health Underwriters, hereinafter referred to as this Association, a non-profit corporation incorporated as such under the laws of the state of Texas and chartered by the National Association of Health Underwriters.
- Section 2. The territorial limits of this Association shall be confined, but not limited to, the ZIP Code areas composed of the counties known as: Smith, Upshur, Rusk, Henderson, Wood, Gregg, Cherokee and Van Zandt. These shall not be changed unless permission first has been obtained from the governing bodies of the local association currently having jurisdiction in such territory, if applicable, and of the Texas State Association of Health Underwriters and the Board of Trustees of the National Association of Health Underwriters.

**ARTICLE II – PURPOSES**

- Section 1. The objectives of this Association shall be:
- A. To promote the common business interests of those engaged in the sale of health, disability and related insurance products and services.
  - B. To advance public knowledge for the need and benefit of the financial protection provided by health, disability and related insurance products and services.
  - C. To promote the adoption and application of high standards of ethical conduct in the health, disability 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 and related insurance products and services.
  - F. To promote education, legislation, regulation and practices which are in the best interest of the health, disability 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 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.
- 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
  - B. Life Members
  - C. Associate Members
  - D. Honorary 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.
- Section 3. 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) is disabled. Life members have the same rights and privileges as individual members. This association shall determine the amount of reduction of local chapter dues, if any. 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 4. An associate member is an individual member who is a member of NAHU through another local chapter and who pays the local dues of this Association. They will not be members for census or voting purposes but shall enjoy all other membership privileges.
- Section 5. Honorary members shall be those individuals who have performed distinguished or meritorious service of recognized value and who are elected to honorary membership by the Association Board of Directors. They will not be members for census or voting purposes.
- Section 6. Any individual member of the Association shall lose all rights and privileges of the Association if their license is revoked or if they are convicted of a felony or gross misdemeanor.

### **ARTICLE IV – NATIONAL AND STATE AFFILIATION**

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

## ARTICLE V – DUES AND FINANCE

- Section 1. Each active member of this Association shall pay local, state (*if applicable*) and national annual dues. Such annual dues shall be payable on the first day of the member's anniversary month as recorded by the National Association of Health Underwriters. All dues shall be submitted to and through the National Association of Health Underwriters. Any individual member more than sixty (60) days in arrears in payment of dues shall be dropped from the rolls as a member in good standing.
- Section 2. The Board of Directors shall determine the amount of annual dues of this Association. This Association's dues may only be changed once a year and will be in effect from January 1 through December 31 of each year. Not later than the fifteenth (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 local chapter dues for the following calendar year, the President shall advise the National Association of Health Underwriters in writing of the Board-approved dues for the following year.
- Section 3. The fiscal year of this Association shall begin on the first day of July of each year.
- Section 4. This Association's books of accounts shall be reviewed and/or audited at least once each fiscal year. The Board of Directors shall name the auditors/reviewers.
- Section 5. The Board of Directors shall determine the official depository (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.
- Section 6. The Board of directors shall adopt a budget for the fiscal year not later than August 15 of the fiscal year.
- Section 7. The Treasurer, or any other person entrusted with the handling of funds or property of the Association, shall furnish, at the expense of the Association, a fidelity bond approved by the Board of Directors, in such sum as the Board shall prescribe.
- Section 8. All Disbursements of the Association shall be made solely by voucher checks, which shall show the payee, the items of service rendered or materials purchased the amount of payment and any applicable invoice number. All voucher checks must be signed by two (2) approved Board members.
- Section 9. Disbursement shall not exceed gross annual receipts, unless approved by one half plus one (1) of the members of the Board of Directors. The association may not borrow funds from any source.
- Section 10. The Executive Committee shall have the power to authorize such individuals as in its judgment may seem advisable to execute the voucher checks aforementioned.
- Section 11. As soon as possible, after the receipt of the auditor's annual report following the close of the fiscal year, the Treasurer shall deliver to the Board of Directors the balance sheet and a statement of receipts and the expenditures of the Association for the previous year which has been duly certified by the auditors/reviewers.

## **ARTICLE VI – OFFICERS**

- Section 1. The officers of this Association shall be: President, President-Elect, Immediate Past President, Secretary, and Treasurer.
- Section 2. Each officer shall be an active member of this Association, and the Texas and National Association 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, or until their successors shall be duly elected and qualified.
- 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 President-Elect 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 President-elect, Secretary and/or Treasurer become vacant due to death, disability, resignation, recall or removal by due process, or by succession under Article VI., Section 6, the office(s) shall be filled by appointment by the President. The appointment shall be subject to three-fourths (3/4) vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s). Appointees shall assume the title and duties of the office(s).

## **ARTICLE VII – DUTIES OF OFFICERS**

- Section 1. The duties of the officers shall be as follows:
- A. President – The President shall be the chief elected officer of this Association and shall preside over all meetings of this Association and the Board of Directors. The President shall be an ex officio member of all standing and special committees except the Nominations Committee.
  - B. President-Elect – The President-Elect, in the absence of the President, shall preside at all meetings of this Association and the Board of Directors and shall perform such other duties as may be assigned by the President or Board of Directors. The President-Elect shall immediately assume the office of President immediately following the adjournment of the annual meeting of the House of Delegates in the year subsequent to his/her election to the office of President-Elect or, in the event of a vacancy as outlined in ARTICLE VI, Section 7.



- C. Immediate Past President – The Immediate Past President shall serve as an advisor to the Board of Directors and perform other duties as assigned by the President or Board of Directors.
- D. Secretary – The Secretary shall be responsible for keeping all records of membership, attendance, membership dues and minutes of the meetings of this Association and the Board of Directors and shall perform other duties as may be assigned by the President or Board of Directors.
- E. Treasurer – The Treasurer shall be responsible for receiving all funds and dues paid to this Association. Dues shall be forwarded to the National Association of Health Underwriters, where they will be deposited and the local portion remitted back to this Association on a monthly basis. The Treasurer shall deposit all other funds in this Association's official depository (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, Standing Committee Chairs and 2 trustees.
- Section 2. Each director shall be an active member of this Association, and the Texas and National Association 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 one year. (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 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 one half plus one (1) majority of the entire Board returns affirmative votes. The members of the Board of Directors shall be advised of the results of such balloting no less than seven (7) days after the vote is tabulated.
- Section 8. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

- Section 9. In the event a director position becomes vacant due to death, disability, resignation, recall or removal by due process or by succession under Article VI., Section 6, and the position shall be filled by appointment by the President. The appointment shall be subject one half plus one (1) vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s).

#### **ARTICLE IX – NOMINATIONS AND ELECTIONS**

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

#### **ARTICLE X – Trustees**

- Section 1. The Trustees shall consist of a maximum of two (2) members who have served as Immediate Past President of the Association. The President may ask any two (2) Immediate Past Presidents of the Association to serve.
- Section 2. Trustees will have no voting privileges unless they are present at a Board meeting with no quorum. In cases where there is no quorum, any Trustee(s) present will have full voting privileges in order to facilitate a quorum.

#### **ARTICLE XI – COMMITTEES**

- Section 1. There shall be the following standing committees:
- A. Awards
  - B. Professional Development
  - C. Legislation
  - D. Membership
  - E. Nominations
  - F. Hospitality
  - G. Media Relations
  - H. Website
  - I. Membership
  - J. Newsletter
  - K. Public Service
- 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 XII – 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 one half plus one (1) vote of the Board of Directors at any regular or special meeting at which a quorum is present.
- Section 3. The process for removal shall be; Notice of 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 removal. Removal can only be achieved by a one half plus one (1) 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 one half plus one (1) vote of the active members of this Association present at any meeting of this Association, provided that written notice of the meeting and of the proposed amendment(s) shall have been given to the members at least one month prior to the meeting, and provided further that a quorum is present at the meeting.
- Section 2. One half plus one (1) of this Association's membership shall constitute a quorum.

## **ARTICLE XIII – 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 XIV – DISSOLUTION**

- Section 1. Dissolution of this Association requires the passing of a Resolution of Resignation by a one half plus one (1) vote of all active members. The adopted resolution shall be sent by the Secretary of this Association by registered mail to the Executive Vice President of the National Association of Health Underwriters and shall become effective upon acceptance by the Board of Trustees. Upon acceptance of the Resolution of Resignation by the Board of Trustees, individual members of this Association shall become active members of the existing local association nearest them in their state, or their state association, or members-at-large if no other association exists within their state.
- Section 2. This Association, by taking the action to resign, shall surrender all rights to use the name, emblem, insignia, plate, sign, label or phrase indicative of membership in this Association.
- Section 3. This Association's charter with the National Association of Health Underwriters may be suspended or revoked in accordance with appropriate sections of the bylaws of the National Association of Health Underwriters.
- Section 4. This Association shall use funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure or be distributed to its members in the event this Association is dissolved or its charter revoked for cause in violation of the bylaws of the National Association of Health Underwriters. Immediately upon dissolution or revocation of its charter, this Association's Board of Directors shall return all remaining Association funds to its state association. If there is no state association, the funds shall be sent to the National Association of Health Underwriters for placement in escrow. Funds placed in escrow will be distributed in accordance with the procedures outlined in the bylaws of the National Association of Health Underwriters.

## ARTICLE XV – PREVIOUS BYLAWS SUPERCEDED

Section 1. These bylaws, as revised, supercede 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.

**THE CONNECTICUT BENEFIT BROKERS**  
*The Connecticut Chapter of the National Association of Health  
Underwriters (CTAHU)*



**BYLAWS**  
**of the**  
**Connecticut Benefit Brokers – The CT Chapter of the National**  
**Association of Health Underwriters**  
*Adopted 7/1/11*  
*Amended June 8, 2016*

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

- Section 1. This organization shall be known as the Connecticut Benefit Brokers, The Connecticut Chapter of the National Association of Health Underwriters (NAHU), hereinafter referred to as this Association, a non-profit corporation incorporated as such under the laws of the state of Connecticut and chartered by the National Association of Health Underwriters.
- Section 2. The territorial limits of this Association shall be confined to the state of Connecticut.

## **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 and related insurance products and services.
  - B. To advance public knowledge for the need and benefit of the financial protection provided by health, disability and related insurance products and services.
  - C. To promote the adoption and application of high standards of ethical conduct in the health, disability 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 and related insurance products and services.
  - F. To promote education, legislation, regulation and practices which are in the best interest of the health, disability 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 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.
- 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 Member
  - B. Life Member
- 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.

- SECTION 3. Life membership shall be granted when an active member has been in good standing for a minimum of ten (10) consecutive years, and has either 1) has attained age 65 and retired, or 2) is disabled. Ct ahu dues shall be reduced by fifty (50%) percent for such life members.

#### **ARTICLE IV – NATIONAL AND STATE 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 annual dues. Such annual dues shall be payable on the first day of the member's anniversary month as recorded by the National Association of Health Underwriters. All dues shall be submitted to and through the National Association of Health Underwriters. Any individual member more than sixty (60) days in arrears in payment of dues shall be dropped from the rolls as a member in good standing.
- Section 2. The Board of Directors shall determine the amount of annual dues of this Association. This Association's dues may only be changed once a year and will be in effect from January 1 through December 31 of each year. Not later than the fifteenth (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 4. This Association's books of accounts shall be reviewed at least once each fiscal 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 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, Vice President, Secretary, Treasurer and a non-voting Executive Director.
- Section 2. Each officer shall be an active member of this Association, and the National Association of Health Underwriters and have served at least one term in a director position on the board.
- Section 3. All officers, except the Association Executive, 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 years.
- Section 6. If the office of the President shall become vacant due to death, disability, resignation, or removal by due process, the Vice President shall assume the office for its unexpired term and the term of President for the succeeding year and the office of Vice President shall become vacant until the next regular election. If the office of President becomes vacant and there is no Vice President, the order of succession shall be Treasurer and then Secretary.
- Section 7. 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).
- Section 8. All officers shall serve a term of one year in each officer position.

## **ARTICLE VII – DUTIES OF OFFICERS**

- Section 1. The duties of the officers shall be as follows:
- A. President – The President shall be the chief elected officer of this Association and shall preside over all meetings of this Association and the Board of Directors. The President shall be an ex officio member of all standing and special committees except the Nominations Committee.
  - B. 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.
  - C. 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.
  - D. Treasurer – The Treasurer shall be responsible for receiving all funds paid to this Association. The Treasurer shall deposit all 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.
  - E. Association Executive – The Association Executive (Executive Director) is appointed by the Board of Directors, for such period, such compensation, and with such authority, duties, facilities and assistance as the Board of Directors may determine. The Association Executive shall have no vote.

## **ARTICLE VIII – BOARD OF DIRECTORS**

- Section 1. The Board of Directors shall consist of ten directors and four officers of whom shall be named in Article VI and Association Executive-
- Section 2. Each director shall be an active member of this Association, and National Association of Health Underwriters.
- Section 3. All directors except the Association Executive, 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 three 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 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. 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 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).
- Section 10. There shall be established an executive committee comprised of all officers of the association and said executive committee shall meet monthly for the purpose of transacting the business of the association.

## **ARTICLE IX – NOMINATIONS AND ELECTIONS**

- Section 1. The annual business meeting of the association shall be held prior to July 1, of each year. The election of officers shall be held at the annual meeting of this Association. The election of directors shall be held by the association prior to the annual meeting of The National Association of Health Underwriters.
- 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. Awards
  - B. Legislation
  - C. Membership and Retention
  - D. Media and Communication
  - E. Professional Development and Programs
  - F. Finance
  - G. Nominations
- Section 2. The President shall appoint the chairs and members of all standing, special or ad hoc committees and task forces, subject to the approval of the Board of Directors.
- Section 3. The Board of Directors shall establish guidelines for all committees and task forces regarding usual duties, terms of office, and requirements for reports unless otherwise specified in these bylaws.
- Section 4. The administration of the fiscal affairs of all standing, special and ad hoc committees and task forces are vested in the Board of Directors.

## **ARTICLE XI – 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 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, provided that written notice of the meeting and of the proposed amendment(s) shall have been given to the members at least one month prior to the meeting, and provided further that a quorum is present at the meeting.
- Section 2. One-tenth (1/10) of this Association's membership shall constitute a quorum.

## **ARTICLE XIII – 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 XIV – 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 XV – PREVIOUS BYLAWS SUPERCEDED**

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

**##END##**

## **APPENDIX A -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.

BYLAWS OF  
NORTH COAST ASSOCIATION OF HEALTH UNDERWRITERS

A California Nonprofit Corporation

Date of adoption: *June 2, 2006*

**ARTICLE I:  
NAME, OFFICE, AND TERRITORIAL LIMITS**

**Section 1. Name.**

The name of this Corporation shall be North Coast Association of Health Underwriters (hereinafter referred to as the "Corporation").

**Section 2. Offices of the Corporation.**

The principal office of the corporation shall be the address of the person serving as Executive Director of the Corporation. The Board of Directors may change the principal office from one location to another. Branch or subordinate offices may be established at such other locations as may be determined from time to time by the Board of Directors.

**Section 3. Affiliation and Territorial Limits.**

This Corporation is part of the Federation of state and Local Associations that are Members of the National Association of Health Underwriters ("National Association"). The territorial limits of this local association shall be the counties of Del Norte, Humboldt, Marin, Mendocino, Napa, and Sonoma in the State of California.

**ARTICLE II:  
PURPOSES**

**Section 1. General Purpose.**

The purpose of this Corporation is to engage in any lawful act or activity in order to promote the common business interests of those involved in the health, disability, and related insurance products and service industry.

**Section 2. Specific Purposes.**

Within the context of the general purpose listed above, this Corporation adopts the following specific purposes:

1. To promote the adoption and applications of high standards of ethical conduct in the health insurance industry.
2. To advance public knowledge for the need and benefit of disability and/or health insurance and the role of the health insurance industry in meeting those needs.
4. To promote education, legislation, regulations, and practices that are in the best interests of the health insurance industry and the insured public.
5. To provide and promote a program of continuing education and self-improvement for the Corporation's Members.
6. To affiliate with and promptly discharge all lawful obligations imposed upon the Corporation by the National Association. The Corporation hereby agrees to be bound by the Bylaws of the National Association so long as those provisions do not conflict with federal, state, or local law.

**ARTICLE III:  
TYPE OF CORPORATION**

This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its Members. This Corporation is organized solely for nonprofit purposes. No part of the profits of net income of this Corporation shall ever inure to the benefit of any Director, Officer, or Member thereof, or to any individual. Upon the dissolution or



winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation, shall be distributed, to the National Association, a corporation exempt pursuant to Section 501(c)(6) of the Internal Revenue Code or, if that organization is no longer in existence, a nonprofit fund, foundation, or corporation which has established its tax exempt status under section 501(c) of the Internal Revenue Code.

## **ARTICLE IV: MEMBERS AND MEMBERSHIP DUES**

### **Section 1. Classes of Membership.**

The Corporation shall have four classes of Members designated as active, life, associate, and honorary ("Members").

### **Section 2. Active Membership.**

Active Members shall be individuals engaged in the distribution of disability income and/or health insurance products such as agents, brokers, supervisors, general agents, managers, home office personnel, and others engaged in management and distribution. To be eligible to vote, active Members must be Members in good standing with their dues paid current in the Corporation, the State Association and the National Association.

### **Section 3. Associate Membership.**

Associate Members are individuals who are already members in good standing of the State Association and the National Association and who also want to join NCAHU for its local membership benefits. Associate Members are not eligible to vote and Associate Members are not eligible to serve as Delegates to the State Association or National Association. Associate Member are not eligible to serve as Officers of the Corporation.

### **Section 4. Life Membership.**

Any person who has been an active Member of the Corporation in good standing for a minimum of ten (10) continuous years and has reached the age of 65 and is retired or disabled shall have the privilege of life membership status with the reduction of dues in the amount of fifty (50) percent. This life membership status shall be automatic when qualifications are met and applications made are approved. To be eligible to vote, life Members must be Members in good standing with their dues paid current in the Corporation, the State Association and the National Association.

### **Section 5. Honorary Membership.**

Honorary Members shall be those individuals who have performed distinguished or meritorious service of recognized value and who are elected to honorary membership by the Corporation's Board of Directors. Honorary Members shall not be entitled to vote.

### **Section 6. Voting Members.**

Active full and life Members shall be designated as "Voting Members" and shall be entitled to vote as set forth in these Bylaws. Voting Members shall vote on the election of Directors to the Corporation's Board of Directors, as provided below, and on any other business that the Board of Directors elects to bring before the Members for vote.

### **Section 7. Termination of Membership.**

A Member may voluntarily terminate membership by notifying the Corporation in writing of the Member's desire to terminate membership. The Corporation may terminate membership if a Member fails to pay membership dues by the Member's renewal date. The Corporation may also terminate a Member for cause, in accordance with applicable state and federal regulations, after providing the Member with written notice of the Corporation's intent to terminate membership for cause and providing

the Member with thirty (30) calendar days to appeal the termination of membership to the Corporation's Board of Directors.

### **Section 8. Membership Dues**

The Corporation shall have the power to fix its own schedule of dues payable by its Members, subject to ratification of the Voting Members of the Corporation, as defined below. The National Association shall be notified of dues increases or reductions before September 1 of each year and changes in dues shall not take effect until the following January 1.

Each active member of this Association shall pay local, state and national annual dues. Such annual dues shall be payable on the first day of the member's anniversary month as recorded by the National Association of Health Underwriters. All dues shall be submitted to and through the National Association of Health Underwriters. Any individual member more than sixty (60) days in arrears in payment of dues shall be dropped from the rolls as a member in good standing.

## **ARTICLE V: DELEGATES AND ALTERNATE DELEGATES**

### **Section 1. Delegates and Alternate Delegates.**

The National Association and the State Association determine the number of Delegates to which the Corporation is entitled. The Board of Directors of the Corporation shall appoint Delegates and Alternate Delegates to fill these positions and shall register the names of appointed Delegates and Alternate Delegates with the National Association and the State Association. Delegates and Alternate Delegates must be members in good standing and must be qualified to represent the Corporation in the National Association's House of Delegates and the State Association's House of Delegates. If a Delegate is unable to attend any meeting of the Delegates, an alternate Delegate may attend the meeting and vote in lieu of the Delegate who was unable to attend the meeting.

### **Section 2. Term of Office for Delegates and Alternate Delegates.**

A Delegate or Alternate Delegate shall serve for a one-year term commencing from the date of appointment by the Board of Directors and continuing until the Board of Directors appoints a replacement the following year.

### **Section 3. Removal of Delegates or Alternate Delegates.**

Any Delegate or Alternate Delegate may be removed by the Board of Directors at any time, pursuant to these bylaws, and subject to applicable state and federal laws. Any Delegate who is the subject of removal proceedings shall be given at least thirty (30) days notice of such proceedings and shall be given an opportunity to appeal the proceedings to the Board of Directors.

## **ARTICLE VI: MEETINGS OF MEMBERS**

### **Section 1. Annual Meeting.**

An annual meeting of the Members shall be held in the second quarter of each calendar year at any place within the State of California as designated by the Corporation's Board of Directors for the purpose of electing the Corporation's Directors and for the transaction of such other business as may come before the meeting of Members. The annual meeting of Members shall be held pursuant to the provisions of these Bylaws and in accordance with applicable state and federal laws. Only Voting Members shall be entitled to vote on the election of the Corporation's Directors or on other business that may come before the meeting of Delegates.

## **Section 2. Special Meetings.**

A special meeting of the Members for any lawful purpose may be called at any time as provided by law. A special meeting may be called by the Board of Directors, the President, or five (5) or more Directors. The party or parties who call the special meeting shall serve a written request to the President or any Officer of the Corporation specifying the general nature of the business proposed to be transacted. The President or Officer who receives the request for a special meeting shall advise the Corporation's Board of Directors of the request within five (5) working days. The Corporation's Board of Directors shall fix a date and time for the special meeting within ten (10) working days of notification of the request for the special meeting. The date and time of the special meeting shall be at least thirty-five (35) but not more than ninety (90) calendar days after initial receipt of the request for the special meeting. The Board of Directors shall provide written notice of the special meeting to the Members entitled to vote. The written notice to the Members shall be given at least fourteen (14) calendar days prior to the date and time of the special meeting and the written notice shall specify the date, time, and location of the special meeting.

No business, other than business of the general nature as set forth in the notice of the special meeting, may be transacted at a special meeting.

## **Section 3. Notice of Meetings.**

Notice of any meeting of Members shall be in writing and shall be given at least fourteen (14) but no more than ninety (90) calendar days before the meeting date. The notice shall be given either by personal delivery; first-class registered or certified mail with charges prepaid; by facsimile; or by other means of written communication; and shall be addressed to each Member entitled to vote, at the address of that Members appearing on the books of the Corporation for purposes of notice.

The written notice shall specify the location, date, and hour of the meeting and, (1) for special meetings, the general nature of the business to be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the Members. The notice of any meeting at which Directors of the Corporation are to be elected shall include the names of all those who are nominees at the time notice is given.

The unanimous approval of the Members entitled to vote shall be required to transact the following items of business unless the written notice of the meeting, or the waiver of notice as set forth in Article VII, Section 8, of these Bylaws, states the general nature of the following business proposed to be transacted:

- a. Removal of a Director with or without cause;
- b. Amending the Corporation's Articles of Incorporation;
- c. Approval of a contract or transaction between the Corporation and one or more Directors, or between the Corporation and any entity in which a Director has a material financial interest;
- d. Electing to wind up and dissolve the Corporation;
- e. Approval of any plan to distribute the Corporation's assets that is not in accordance with liquidation rights of any class or classes of membership as specified in the Corporation's Articles of Incorporation or these Bylaws, when the Corporation is in the process of winding up.

A quorum of voting Members shall be sufficient to transact the above described items of business if the written notice of the meeting or the waiver of notice as set forth in Article VI, Section 8, of these Bylaws states the general nature of the business to be transacted as described in this Section 3.

#### **Section 4. Quorum and Transacting Business.**

One-third of the Members, attending in person, shall constitute a quorum for a meeting of the Members. If a quorum is present, a vote of the majority of Members present shall decide any question brought before such meeting, unless a greater proportion is required by law, the Corporation's Articles of Incorporation, or these Bylaws. The Members present at a meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum in attendance at the meeting, if any action taken is approved by at least a majority of the Members required to constitute a quorum. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting without further notice.

#### **Section 5. Voting in Person or By Ballot.**

Every Member entitled to vote shall do so in person or by written ballot procedure pursuant to the California Corporations Code.

#### **Section 6. Manner of Casting Votes.**

Voting may be done by voice or secret written ballot except that election of Directors shall be by secret written ballot. Each Member entitled to vote shall be entitled to cast one (1) vote on each matter submitted to a vote of the Members.

#### **Section 7. Action Without a Meeting.**

Any action required or permitted to be taken by the Members may be taken without a meeting, if all Members consent in writing to the action. The written consents shall be filed with the minutes of the proceedings of Members. The action by written consent shall have the same force and effect as the unanimous vote of the Members.

#### **Section 8. Waiver of Notice.**

The transaction of any meeting of Members, however called or noticed and whenever held, shall be as valid as though taken at a meeting duly held after a regular call and notice, if (1) a quorum is present and (2) either before or after the meeting, each Member entitled to vote, who is not present in person signs a written waiver of notice, a 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 Members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Article VI, Section 3 of these Bylaws, the waiver of notice, consent, of approval shall state the nature of the business. All such waivers, consents, or approvals shall be filed with the Corporation records or made a part of the minutes.

### **ARTICLE VII: BOARD OF DIRECTORS**

#### **Section 1. Powers and Duties.**

Subject to the limitations of these Bylaws, the Corporation's Articles of Incorporation, and state and federal laws, the affairs of the Corporation shall be managed, and all Corporation powers shall be exercised by, or under the direction of, the Board of Directors. The Board of Directors shall provide for the prompt review, approval, and forwarding of all reports requested or required by the National Association.

The Board of Directors shall have the following duties:

1. Perform any and all duties imposed on them collectively or individually by law, by the Corporation's Articles of Incorporation, or by these Bylaws;

2. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents, and employees of the Corporation;
3. Supervise all agents, and employees of the Corporation to assure that their duties are performed properly;
4. Meet at such times and places as are required by these Bylaws;
5. Register their addresses with the Secretary of the Corporation, and notices of meeting mailed or sent by facsimile transmission to them at such addresses shall be valid notices thereof.

## **Section 2. Number and Tenure.**

The Corporation shall have not fewer than three (3) or more than nineteen (19) Directors. The exact number of Directors shall be fixed, within the specified limits, by a resolution adopted by the Board of Directors.

Each Director shall hold office until the next annual meeting of the Members or until a successor has been elected or appointed and qualifies to serve.

## **Section 3. Qualifications of Directors.**

Directors shall be of the age of majority in this state. Any Voting Member of the Corporation in good standing shall be eligible to serve as a Director with the following exception: any Voting Member can be ruled ineligible to serve as Director or Officer of the Corporation by the Board of Directors if his/her election will result in more than fifty percent (50%) of the Board Members having the same employer;

## **Section 4. Regular Meetings.**

Regular meetings of the Board of Directors shall be held at any location designated from time to time by resolution of the Board of Directors. Board meetings shall be held at least once each quarter.

## **Section 5. Special Meetings.**

Special meetings of the Board of Directors may be called by the President, the President-Elect, or by a majority of the Directors pursuant to noticing provisions set forth in Article VI, Section 3, of these Bylaws.

## **Section 6. Notice of Special Meetings.**

Notice of any special meeting of the Board shall be given at least forty-eight (48) hours before the meeting either personally or by telephone, telegram, facsimile, email or other electronic means or four (4) days advance notice if by first-class mail. All such notices shall be given or sent to the Director's address, telephone number or email address as shown on the records of the Corporation. The notice shall state the time and place of the meeting but need not specify the purpose of the meeting.

## **Section 7. Quorum.**

Fifty percent (50%) of the authorized number of Directors shall constitute a quorum. The Directors may continue to transact business during a meeting at which a quorum is initially present notwithstanding the withdrawal of any Directors if any action is approved by at least a majority of the required quorum for that meeting.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion with the President shall entertain at such meeting is a motion to adjourn.

### **Section 8. Manner of Acting.**

Actions of the Board shall be taken by a majority of the Directors present at a meeting duly held at which a quorum is present unless a greater number of Directors is required by law.

### **Section 9. Waiver of Notice.**

Notice of a meeting need not be given to any Director who either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meetings. Notice of a meeting shall not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

### **Section 10. Action Without a Meeting.**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Members of the Board individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent shall be filed with the minutes of the proceedings of the Board.

### **Section 11. Participation in Meetings by Means of Conference Telephone.**

Members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communication equipment as long as all persons participating in the meeting can hear each other. All Directors participating by means of conference telephone or similar communications equipment shall be deemed to be present in person at such meeting.

### **Section 12. Attendance at Meetings.**

Members of the Board shall be encouraged to attend at least seventy-five percent (75%) of all regular meetings, special meetings, and any other Board event in order to run for reelection or any other office. If a Director who has more than two (2) unexcused absences during his/her term of office runs for reelection, Members will be advised of his/her attendance record.

### **Section 13. Vacancies on the Board of Directors.**

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased.

The Board shall vote to fill any vacancy occurring in the Board, except a vacancy created by the removal of a Director, in which case, such vacancy shall be filled by a vote of the Members.

A Director appointed to fill a vacancy shall hold office during the unexpired term of his/her predecessor in office and until his/her successor is elected and qualifies.

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

### **Section 14. Resignations.**

Any Director may resign effective upon giving written notice to the President, Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state. If the resignation of a Director is effective at a future time, the Board may elect or appoint a successor to

take office as of the date when resignation become effective. The Board may accept a resignation prior to filling the vacancy with a successor.

**Section 15. Recall and Removal from Office.**

No Director may be removed from office without three-fourths (3/4) vote of the Members. A meeting of the Members may be convened for purposes of removing a Director in accordance with Article VI, Sections 1, 2, and 3, of these Bylaws.

Written requests initiating removal of Director require signatures from a minimum of twenty-five percent (25%) of the Members. In accordance with Article VI, Section 3, written notice of recall or removal must be sent by registered mail to the Director advising him/her of the action proposed to be taken.

Notwithstanding the above, any Director who misses more than two (2) consecutive Board of Directors meetings with absences which are not excused by the President, may be subject to removal by a vote of two-thirds (2/3rds) of the Board of Directors.

**Section 16. Compensation.**

Directors shall not receive compensation for their services as members of the Board. Nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity as an Officer, agent, employee, or otherwise, and receiving reimbursement for reasonable expenses, as may be fixed or determined by resolution of the Board of Directors.

**ARTICLE VIII:  
ELECTION AND APPOINTMENT OF DIRECTORS**

**Section 1. Election or Appointment of Directors.**

The Members shall elect the Board of Directors at the annual meeting of the Members. If a vacancy occurs on the Board of Directors after the annual election, the Board of Directors can appoint Members to fill the vacancy in accordance with Article VII, Section 13.

**Section 2. Solicitation of Votes.**

The Board of Directors shall adopt procedures that provide a reasonable opportunity for a nominee to the Board of Directors to communicate to Members the nominee's qualifications and reason for the nominee's candidacy. The nominee shall be given a reasonable opportunity to solicit votes. The Board of Directors shall also provide all Members with a reasonable opportunity to choose among the nominees.

**ARTICLE IX:  
OFFICERS**

**Section 1. Officers.**

The Officers of the Corporation shall be a President, President-Elect, Immediate Past President, Secretary, and Treasurer. Officers shall have powers and duties as specified herein and as may be additionally prescribed by the Board of Directors.

**Section 2. Election and Term of Office.**

The Officers of the Corporation, with the exception of the Immediate Past President, shall be elected annually by the Members at the annual meeting of the Members. Each Officer shall hold office for a one-year term or until a successor shall have been elected and qualifies. Terms shall commence on July 1 of each year.

### **Section 3. Resignation.**

Any Officer may resign in accordance with the provisions set forth in Article VII, Section 14, of these Bylaws.

### **Section 4. Vacancies.**

Vacant offices may be filled in accordance with Article VII, Section 13, of these Bylaws.

### **Section 5. Qualifications of Officers.**

Any Active or Life Member of the Corporation who meets the qualifications set forth in Article VII, Section 4, of these Bylaws shall be eligible to serve as an Officer of the Corporation except that any nominee for the office of President and/or President-Elect must have served on the Board of Directors of the Corporation in the year immediately preceding his/her election to the position of President-Elect.

### **Section 6. President.**

The President shall be the General Manager and Chief Executive Officer of the Corporation and shall supervise, direct, and control the Corporation's affairs. The President shall, if present, preside at all meetings of the Corporation and the Board of Directors. The President shall make appointments to and remove Members from various non-standing committees, task forces, and study groups of the Corporation and shall be an ex-officio Member of all such bodies.

The President shall perform all duties incident to his/her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he/she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board of Directors.

Immediately following the annual meeting of the Delegates, the President shall certify to the Executive Vice President of the National Association the names, addresses, and telephone numbers of the officers of the Corporation elected at the meeting.

### **Section 7. President-Elect.**

The President-Elect shall be the presumed successor to the President. The provisions of this Section of these Bylaws notwithstanding, the President-Elect can be challenged at the Board of Directors meetings by a two-thirds (2/3) vote and if successfully challenged, shall not be nominated for the Presidency of the Corporation and a replacement will be elected at the next meeting of the House of Delegates. The President-Elect shall preside at all meetings of the Corporation and the Board of Directors in the President's absence.

- A. The President Elect shall perform such duties as may be assigned by the President, the Executive Board, or the Board of Directors.
- B. The President-Elect shall immediately assume the office of the President when that office becomes vacant by reason of death, disability, resignation, recall or removal by due process.
- C. In the absence of an Immediate Past President, the President-Elect may serve as the Chairperson of the Corporation's Nominations Committee.

### **Section 8. Immediate Past President.**

The Immediate Past President shall serve as a Member of the Board of Directors and shall perform such other duties as are assigned by the President and the Board of Directors. He/she shall serve as the Chairperson of the Corporation's Nominations Committee.



## **Section 9. Secretary.**

The Secretary of the Corporation, shall:

1. Certify and keep, or cause to be kept, at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date;
2. Keep, or cause to be kept, at the principal office of the Corporation, or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, committees, and Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
4. Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation;
5. Keep, or cause to be kept, at the principal office of the Corporation a record of all Members containing the name and address of each and any Members and in the case where any membership has been terminated, he/she shall record such fact in the membership records with the date on which such membership ceased;
6. Exhibit at all reasonable times to any Director or Member of the Corporation or to the Corporation's agent or attorney, on request therefore, records as set forth in Article XIV;
7. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors.

## **Section 10. Treasurer.**

The Treasurer shall act as the Corporation's Chief Financial Officer and shall keep, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall:

1. Provide the Members and Directors with such financial statements and reports as are required by law, these Bylaws, or the Board of Directors;
2. Be responsible for the completion and submission of all required tax filings;
3. Deposit, or cause to be deposited, all monies and other valuables in the name of the Corporation in such banks, trusts, or depositories as shall be selected by the Board of Directors;
4. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever;
5. Disburse, or cause to be disbursed, the Corporation's funds as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
6. Sign or countersign all checks;
7. Keep, or cause to be kept, adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
8. Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation or to his/her agent or attorney upon request therefor;
9. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors.

The Treasurer may be required to give the Corporation a bond at the discretion of the Board of Directors. The Treasurer shall serve as the Chair of the Finance Committee and the Ways and Means Committee, if

such committees exist. The Treasurer shall preside over the meetings and activities of the Finance Committee and Ways and Means Committee and shall report on its activities to the President and the Board of Directors upon request.

### **Section 11. Executive Director.**

The Executive Director shall serve as an ex officio (non-voting) Member of the Board of Directors and of all committees. The Executive Director shall be responsible for the mailing of notices and maintaining a book of minutes of all meetings, proceedings, and actions of the Board of Directors, the committees of the Board, and meetings of the Members.

The Executive Director shall keep at the principal office of the Corporation a copy of the Articles of Incorporation and the Bylaws as amended to date.

The Executive Director shall be responsible for directing the efforts and activities of the Corporation based on policy determined by the President and the Board of Directors.

## **ARTICLE XI: COMMITTEES**

### **Section 1. Standing Committees.**

The Corporation shall maintain the following standing committees:

a. Executive Committee. The President of the Corporation shall serve as Chairperson of the Executive Committee, which shall consist of all of the Officers. The Executive Committee may act on behalf of the Board of Directors with respect to matters requiring immediate attention between meetings of the Board of Directors. Any decisions of the Executive Committee shall be subject to ratification at the next meeting of the Board of Directors.

b. Membership Committee. In conjunction with the State Association, the Membership Committee shall encourage existing members to renew their memberships and new members to join the Corporation.

c. Legislative Committee. In conjunction with the State Association, the Legislative Committee shall encourage Members to: (1) attend the annual legislative conferences sponsored by National Association and the State Association; (2) participate in grassroots legislative activities; (3) become personally acquainted with their State and federal elected representatives; (4) participate on the State Association's Bill Review Committee that examine laws and regulations, existing or proposed, that affect the health insurance industry and those engaged therein, and submits its recommendations and resolutions concerning such laws and regulation to the Board of Directors of the State Association; and (5) to keep Members informed about existing or proposed legislation and regulations of interest to the Members.

d. Education Committee. The Education Committee shall coordinate the development of and promote continuing education programs for the benefit of the Members. The Education Committee shall work to offer continuing education programs at as many meetings as possible. The Education Committee is responsible for processing all paperwork required by the Department of Insurance to insure that members obtain credit for the continuing education programs they attend.

e. Communications Committee. The Communications Committee shall coordinate all correspondence between the Corporation and Members. The Communications Committee is also responsible for the Corporation's newsletter.

f. Ways and Means Committee. Annually, the Ways and Means Committee shall prepare a budget of estimated income and expenditures for submission to the Board of Directors. The Committee shall advise the President on fiscal matters and may recommend during the fiscal year amendments to the budget. The Ways and Means Committee may also recommend changes in investment and fiscal policies subject to approval and adoption by the Board of Directors. The Treasurer shall serve as Chair of the Ways and Means Committee. The President, President-Elect, and chairs of all standing committees shall serve as the members of the Ways and Means Committee.

h. Political Action Committee. The Political Action Committee shall encourage members to contribute to the State Association's political action committee.

i. Media Relations Committee. The Media Relations Committee shall develop programs designed to inform the news media and the public regarding the goals, purpose and objectives of the Corporation and shall encourage the individual Members to participate in worthy activities that enhance the Corporation's standing in the public arena.

j. Special Events Committee. The Special Events Committee shall be responsible for fund raising and special events and activities.

k. Awards Committee. The Awards Committee should be chaired by the Immediate Past President. The Committee shall prepare and nominate Members, projects, activities, or the Corporation for awards made by the National Association or the State Association.

l. Nominations Committee The Nominations Committee shall be composed of the President-Elect, the Immediate Past President of the Corporation who shall serve as the Chairperson, the President, and two Members to be appointed by the President. If the Immediate Past President is unavailable, the President-Elect or any other Past President may serve in the capacity of Chairperson.

The Nominations Committee shall recruit candidates for Directors to be elected at the annual meeting of Members and shall submit this list to the Board of Directors. In the case of a vacancy in an office or in the case of the inability or ineligibility of a Director to serve in his/her elected position, the Committee shall nominate a replacement candidate and shall submit such recommendation to the Board of Directors.

The Nominations Committee shall select candidates to serve on the Board prior to the close of nominations. In addition, any Member may nominate additional individuals to serve as a Director. A written petition of such additional nominees signed by the Member making the nominations shall be presented to the President of the Corporation prior to the close of nominations.

The report of the Nominations Committee along with the names of additional nominees for Director shall be included in the written notice of the annual meeting of Members. Any other nominations must be made from the floor during the meeting of the Members.

## **Section 2. Composition of Standing Committees.**

Committee Chairs must be Members in good standing but they do not need to be elected to serve on the Board of Directors. Any Member in good standing may chair one or more standing committees.

The Chair of each standing committee shall recruit members to serve on the committee. Committee members serve one-year terms at the pleasure of the committee Chair.

All standing committees are advisory to the Board of Directors. Committees operate with the powers, authorities, and budget as prescribed by the Board of Directors.

**Section 3. Meetings of Standing Committees.**

All standing Committees shall meet at the call of their respective chairpersons or at the call of the President of the Corporation. The chairperson of any standing committee may request individuals who are not Members of the particular committee to attend committee meetings in order to provide information and advise to the committee. The committee chairperson shall notify the President when an individual who is not a Member of a particular committee is asked to attend.

Meetings of Committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its Members for the Board of Directors and its Members, except that the time for regular and special meetings of committee may be fixed by resolution of the Board of Directors or by the Committees. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees.

**Section 4. Ad Hoc Committees.**

The President, with the approval of the Board of Directors, may create other committees, study groups and task forces which he/she deems necessary to carry out the purposes of the Corporation. The President shall appoint the Chair and all members of ad hoc committees, study groups, and task forces.

**ARTICLE XI:  
FISCAL YEAR**

The fiscal year of the Corporation is July 1 through June 30.

**ARTICLE XII: INDEMNIFICATION OF  
DIRECTORS, OFFICERS AND OTHER  
CORPORATE AGENTS**

**Section 1. Indemnification.**

The Corporation shall, to the fullest extent permitted by law, indemnify and hold harmless its Officers, Directors, agents, employees and other persons described in Section 7237(a) of the California Corporations Code including persons formerly occupying any such positions, from and against any and all expenses, judgments, fines, and settlements and other amounts actually and reasonably incurred by them in connection with any "proceedings", as that term is defined in Section 7237(a). and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in Section 7237(a). "Expenses", as used in this Bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

**Section 2. Advancement of Expenses.**

On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of Members. At that meeting, the Members shall determine under Section 7237(e) whether the applicable standard of

conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Members present at the meeting in person shall authorize indemnification.

### **Section 3. Insurance.**

The Corporation shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of its Directors, Officers, employees, or other agents against any liability asserted against or incurred by any Directors', Officers', employees', or agents' status as such.

### **Section 4. Non-Liability of Directors.**

The Directors shall not be personally liable for the debts, liability, or other obligations of the Corporation.

## **ARTICLE XIII: EXECUTION OF INSTRUCTIONS, DEPOSITS, AND FUNDS**

### **Section 1. Execution of Instruments**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **Section 2. Checks and Notes**

Except as otherwise specifically approved by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer or the Treasurer's designee.

### **Section 3. Deposits**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### **Section 4. Gifts**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

## **ARTICLE XIV: CORPORATE RECORDS AND REPORTS,**

### **Section 1. Maintenance of Corporate Records**

The Corporation shall keep at its principal office:

1. Minutes of all meetings of Directors, committees, and Delegates indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present, and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of the Corporation's properties and business transactions and accounts of the Corporation's assets, liabilities, receipts, disbursements, gains, and losses;
3. A record of the Corporation's Members indicating their names and addresses and the class of membership held by each Member and the termination date of any membership;

4. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date which shall be open to inspection by the Members of the Corporation at all reasonable times during normal office hours.

#### **Section 2. Directors' Inspection Rights**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records, and properties of the Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law. If a Director requires copies, the Director shall pay reasonable costs for such copies.

#### **Section 3. Members' Inspection Rights.**

Each and every Member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a Member:

1. To inspect and copy the record of all Members' names, addresses, and voting rights at reasonable times, upon written request of the Secretary of the Corporation, which request shall state the purpose for which the inspection rights are requested;
2. To obtain from the Secretary of the Corporation upon written request and payment of a reasonable charge to the Secretary of the Corporation, a list of the names, addresses, and voting rights of those Members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the Member subsequent to the date of request. The request shall state the purpose for which the list is requested. The Members list shall be made within no more than the (10) days after the request is received by the Secretary of the Corporation or after the date specified therein as of which the list is to be compiled;
3. To inspect at any reasonable time the books, records, or minutes of proceedings of the Members or by the Board or committees of the Board, upon written request of the Secretary of the Corporation by the Member, for a purpose reasonably related to such person's interests as a Member;

Members shall have such other rights to inspect the books, records, and properties of the Corporation as may be required under the Articles of Incorporation, these Bylaws, or provisions of law. If a Member requires copies, the Member shall pay reasonable costs for such copies.

#### **Section 4. Right To Copy and Make Extracts**

Any inspection under the provisions of this Article may be made in person or by an agent or attorney for the Member and the right to inspection shall include the right to copy and make extracts. Costs of such copies shall be borne by the person, agent, or attorney making the request.

#### **Section 5. Annual Report**

Not later than ninety (90) days after the close of the Corporation's fiscal year, an annual report shall be prepared in accordance with applicable state law. The Corporation shall notify each Member yearly of the Member's right to receive a financial report.

### **ARTICLE XV: RULES OF ORDER**

The rules contained in Robert's Rules of Order Newly Revised as may be amended from time to time shall govern the Corporation in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws, the Corporation's Articles of Incorporation, or the existing law.

**ARTICLE XVI: AMENDMENTS  
TO BYLAWS**

Subject to the power of the Members of this Corporation to adopt, amend, or repeal the Bylaws of this Corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors and ratification by the Members.

**ARTICLE XVII:  
CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Should any provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

These Bylaws, as amended, supersede all provisions or any previous bylaws of the North Coast Association of Health Underwriters.

**CERTIFICATION OF OFFICER**

I, Deborah Beyma, hereby certify:

That I am the duly elected and acting President of the North Coast Association of Health Underwriters, A California Non-profit Corporation; and

That the foregoing Bylaws, consisting of 18 pages, including this one, constitute the Bylaws of said Corporation, as duly adopted by the Board of Directors at a meeting held on June 2, 2006

\_\_\_\_\_  
IN WITNESS WHEREOF, I hereunto set my hand this 10<sup>th</sup> day of July, <sup>2007</sup>~~2006~~.

Signed: Deborah Beyma





## **AWARDS**

**Chair: Joy Gardner**  
**Board: Eugene Starks**  
**Month: August**

### **Updates**

- Hardcopy awards are done and will be posted to the website early next week
- Awards guidebook is updated and will be posted next week too.
- The spreadsheet with all the awards criteria (Landmark/Pacesetter/Presidential Citation) is still in the works. Should be ready by next month.
- Michelle introduced to the committee. She is taking Liz Taggart's position.

### **Awards Judging Weekend**

- April 20-22 or April 27-29
- Committee asked to determine their schedule.
- A Doodle survey will be sent to the committee for completion.

### **2017-2018 Chair email sign up**

- The emails are created by one chair, sent to the committee who will distribute it their own region.
- August - Kathy
- September – Cerrina

### **Questions & Protocol**

- When you get a question, feel free to send it out to the committee for response
- Teams have been set up so each person has a partner
- Discussed issues with downloading online documents. Concerns with the inability to download from online submission. The limited document size is also a frustration.
- Committee encouraged to continue to share the chapters' feedback so the committee can be aware and address if possible.
- Eugene suggested using Dropbox as an option for online document attachments.

### **New Business**

- Cerrina updated the awards presentation. It has been distributed to all chairs for use as needed. Make sure to update for specific regional details
- The committee was asked to think about a request to increase points for participation at Regional Leadership Conferences. Think about options for tracking, etc.



## **CHAPTER & LEADERSHIP DEVELOPMENT**

**Chair: Lou Reginelli**  
**Board Liaison: Pat Griffey**  
**Month: August**

- Regional Leadership Conferences are being held in August.
- Regional Chairs contacting state presidents to build relationships and be a trusted advisor.
- Committee working with Regional Vice Presidents on leadership roster submissions.
- Vice Chair Arty Accardo working with Kelly Loussedes and new videographer to enhance new leadership video.
- Had discussions with possible Cap Con Leadership Forum Keynote speaker. Hope to have speaker and agenda completed by end of September.
- Started website review of leadership information. Will be working with staff on changes and enhancements.

Next Meeting is Tuesday August 22 at 2pm eastern time.



## GOVERNANCE

**Chair: David Smith**  
**Board Liaison: Rusty Rice**  
**Month: August**

**The committee is focusing on Governance related work at the beginning of its year, starting with two critical tools for the Association and its leadership:**

- 1. Committee Chair Job Descriptions.** The objective of this task is to provide an updated job description for each committee (Awards, Chapter Leadership and Development, HUPAC, Legislative, LPRT, Professional Development, Vanguard, Governance and Membership) within the association so that there is a good “advertisement” for potential chairs and vice chairs to know what is involved in the role and to have a means of evaluating how folks are doing in their role. Once this is completed, it would be an ongoing process involving feedback from former chairs, revisions by Governance and then review by the current chair and vice chair before presenting them to the Board of Trustees. We won’t be dealing with Election & Nominations because these are bylaws-defined positions.

We’ve already received feedback from the 2016-17 chairs and the committee’s next steps are to review job descriptions and update as necessary to reflect what is reality (does it align with what the chair actually doing) and what are actual objectives of the position from Board’s perspective.

**Question:** Does Education Foundation need to be addressed?

- 2. NAHU Board of Trustees Training.** We will be working with staff to complete this P&P-required training program for current and future members of the Board of Trustees. Here are the key aspects of what we hope this will accomplish:
  - Key information that we want BoT members incoming and current members to know:
    - ▶ Job: What does the board do – its responsibilities, fiduciary obligation to NAHU
    - ▶ Governance Structure of NAHU: Committees, CEO and staff, House of Delegates, State and Local Chapters
    - ▶ Policies and Procedures: key ones to know, process of reviewing, sunseting and adopting new P&P’s
    - ▶ Meeting Basics: Sturgis, agenda, being prepared for meetings
    - ▶ Other Board responsibilities
  - Develop a mechanism to track when someone has completed their training, establishing expectations for deadlines (before sworn in as Board member seems ideal)
  - How to use parts of the training for committee chairs and other roles within NAHU

Our calls are on the first Thursday at 11:30 am ET.



## **HUPAC**

**Chair: Steve Selinsky  
Board Liaison: Jim Stenger  
Month: August**

**The HUPAC Board will have its next meeting on Tuesday, August 15<sup>th</sup>.**

**Since convention we have been busy training new regional chairs on their role and making sure they have the tools they need to do their position. Anthony Perez has been holding training webinars with our new regional chairs.**

**Key items we are focused on for August:**

- **100% board participation for HUPAC from our states and locals**
  - **Regional chairs will be pushing to get this done by October**
- **HUPAC presentations/Training and increased contributions at NAHU Regional Meetings**
- **Target the lapsed contributor list**
- **HUPAC and NAHU will be exhibiting at the UBA Conference in September**

**We have a full agenda for our 8/15/17 meeting, so our September report will have much more information.**



## **LPRT**

**Chair: Reid Rasmussen**

**Board Liaison: Eugene Starks**

**Month: August**

LPRT kicked off our first month with a smooth & solid transition from Suzy Johnson's year. The Committee is focused on doing 3 things this year:

- **Change LPRT Qualification Process:**
  - Implement the "Agency" level approved by the BOT Dec 2016
  - Simplify the paperwork & process to apply
- **Create LPRT Tracks / Breakouts:**
  - Include the best leadership-oriented training from Soaring Eagle Symposium and from Platinum Advisory Summit.
  - for Capital Conference,
  - National Convention, and
  - Regional Meetings (if RVPs desire it)
- **Rebrand / Remarket LPRT**
  - If the above things are done, we'll have a strong new story to tell and will need some new pieces to push it out.

We got an LPRT representative for Region 1: Erin Fisher.

Next Steps –

We're breaking the committee up into 3 working groups to address the above three issues.



## **MEDIA RELATIONS**

**Chair: Marilyn Stenger**  
**Board Liaison: Rusty Rice**  
**Month: August, 2017**

Our first National Committee Conference call was held on July 26, 2017. The call was very well attended. All members present on the call but two and they were excused absences.

It appears we have some very Media Savvy committee members this year. Several hold degrees in journalism, some have been on the committee previously, some have publishing backgrounds. We are so excited to have so many qualified members leading their regions.

During the call, there was a lot of open dialogue which enabled us to get to know each other a bit better. Their responsibilities as a Regional Media Chair were explained. The new monthly email initiative was discussed and received very well. It was suggested that we ask the past Media Award winners for their tips of how to be successful and perhaps ask them to write an email to be sent to all State and Local Media Chairs.

The idea of an Operation Shout type email going to our State and Local Media Chairs was suggested. The object would be to use the Operation Shout platform and have articles sent to our Media Chairs to forward to their media outlets, quick and easy. We will be checking with Dan Sampson to see if this is a possibility.

Another point of discussion was to investigate an APP that would allow our members to get up to date information as to what is happening within the industry quickly. The example used was when CNN or FOX news sends out messages that appear on your phone and then you click in to read the story. It appears this is a possibility without having to create a new APP. If we use the APP we have for our Annual Convention, we might be able to push the information out through that avenue. We are in the process of investigating this possibility. This would be an awesome member benefit because they are getting the up to date news from their professional association and not a newswire or another organization.

Craig Gussin reported the Media Militia is off and running. The Militia is to operate as a rapid response team when a reporter requests to speak to qualified members for media stories. Currently, there are 56 people on the list of qualified members. However, there are 29 states that don't have media folks listed. We will be sending an email to all State and Local Chairs to ask for qualified members to be on this call list.

The Social Media Task Force is being Chaired by Emily Bremer. This task force will work to implement and convey our message on all social media platforms as well as get our members active and engaged in our social media efforts.

Rusty Rice gave a very inspirational message. He summed up our whole call by saying, our jobs as Media Chairs is to take our resources and educate as many of our members and to get the message out; let them know where they can find the resources online; educate them on how they can use them, where they can go to find more information, etc.

Kelly, ReDonnah, Meg, Rusty and I look forward to working with this group this year. Our calls are on the fourth Wednesday of the month at 1:00 PM ET.



## MEMBERSHIP

**Chair: Deb Crouch**  
**Month: August 2017**

Membership Council had their first formal call on July 28, 2017. The team is excited and looking forward to making this a great year for NAHU.

The reports for June 2017 are available online but I thought I would share a quick snapshot with you in this report.

### May 2017:

Start of month 16,562 members  
End of month 16,498 members  
78.13% retention

### June 2017:

Start of month 16,498 members  
End of month 16,397 members  
77.93% retention

### Regional Retention:

	<u>May</u>	<u>June</u>
Region 1	82.27	80.67
Region 2	79.69	79.44
Region 3	80.11	80.22
Region 4	77.47	80.10
Region 5	77.68	78.76
Region 6	78.60	78.07
Region 7	71.38	68.83
Region 8	77.25	77.30

Retention is definitely an issue. Council will be working on a more “proactive” approach instead of reactive in the upcoming year. My goal as chair is to get us back on track for the “Drive to 85” retention and hopefully surpass that number.

### **What Membership Council is working on:**

**1:** We are kicking off the year with 2 contests- -one for new members and one for retention:

**A-New Member Contest:** Our “March Madness” campaign was such a success that we wanted to repeat it. This time we are linking it to college football season kickoff. The name of the contest is “One Team, One Goal!” Contest begins on Saturday, 8/26/17 and runs through Friday, 9/8/17. Any new member that joins will receive a \$50 one time refund. After discussion, it was also decided to extend this to rejoining members that lapsed more than 6 months ago. Diane Sautkulis will be using this when contacting lapsed members as well...



**B-Retention Contest:** This will be a “friendly” competition between paired regions.

#### Contest Awards

- We will provide 4 or more Cap Con scholarships per Regional match up – each month during contest duration. (Scholarship covers registration costs only)
- The winning Region will award the scholarship(s) to a member of the local chapter(s) that had the largest improvement in retention rate for the month.
- Scholarship recipient **MUST** be a member who has not attended Cap Con in the past.

#### Grand Prize

- At the end of the contest period, each region that is the overall contest winner in their pairing will be able to offer an additional \$500 travel expense to go along with the scholarship.
- This “grand prize” will be awarded to the scholarship recipient who comes from the chapter (among the three monthly winners) with the highest retention rate over the duration of the contest. If the same chapter has been awarded more than one scholarship, the winner’s name will be drawn out of a hat.

#### Rules

- The duration of the contest is Sept, Oct, Nov.
- Regions are paired off for a friendly retention competition.
- A scholarship will be awarded each month to the winning region of each pairing.
- The monthly contest winner will be the region that had the largest % of chapters that month that improved their retention rate over the previous month. (Tie breaker will be the region with the most favorable overall retention rate compared to previous month.)
- The overall contest winner (for the total of the three months) will be the region that had the highest % of chapters with improved retention over the duration of the contest. (Tie breaker will be the region with the most favorable overall retention rate compared to the three-month period preceding the contest.)

Regions are paired as follows:

Region 1 with Region 4

Region 2 with Region 7

Region 5 with Region 6

Region 8 with Region 3

**2:** Membership Council now has a shared folder in Drop Box that all council members have access to. We are using this as a “hub” for our documents, council information, idea sharing and so on. Team loves it because we can “borrow” documents from each other and tweak them for their own purposes.

**3:** Revamping the Innovations Committee. We used to have a small group where we threw out ideas for discussion. Unfortunately, this was not as successful as we had hoped. Ilana eliminated that group and is building a new group. The new group will be comprised of the membership council members, chapter Presidents, chapter President Elects, and chapter

Executive Directors. The hopes are that by expanding the B2B team, we get direct feedback and can have more in depth discussion.

**4:** Kevin Trokey, Membership Manager, is focusing on the membership Social Media aspect through Twitter, LinkedIn, Face Book and Instagram (if possible)

**5:** MC will be looking to revamp several of the membership webinars and “morph” them into presentations that a membership or retention chair can use for a presentation at a meeting.



## PROFESSIONAL DEVELOPMENT

**Chair: Ashley Kapostins**

**Board Liaison: Dane Rianhard**

**Month: August 2017**

The Committee has had its first call and we are off and running. We have identified several goals of the committee and assigned project leads within each (see below). Several of our members will be presenting on the Professional Committee at their regional meetings and presentations were provided to ensure “one voice” communications were given down their respective chains. Monthly calls are the fourth Monday of the month at 4:00 pm EST.

- Committee completed a separate orientation of resources and tools available to support PD efforts at the regional/state/local/national levels. This call was led by Farren, held on Aug 1<sup>st</sup>. Updated PD presentation was given to the committee to share with their respective PD chairs down the line (regional, state, local).
- PD completed another showing of the Advanced Self-Funding curriculum at the Benefits Mania convention in Las Vegas, July 25<sup>th</sup>. Course materials were delivered by David Smith, Susan Rider and Ruthann Laswick. Farren also attended NAHU’s exhibitor booth. Online course offerings will be available Sept 2017 for both the Advanced Self Funding and Benefit Technology.
- Prezi presentation for the Running Your Business webinar series is being finalized; date scheduled for Sept 21st.
- LEAD program has identified its core goals/mission/vision and details can be found: will share Prezi link when available
- Presentation materials from Convention have been posted to the website: <http://www.nahu.org/meetings/annual/2017/learninglabs.cfm>
- REBC summer promotion is running: Summer Discounts promotion on all NAHU Certifications to Jump Start Registered Employee Benefits Consultant (REBC)<sup>®</sup> Designation
  - Use promo code SUMMER17 to receive these online certification discounts - *Promotion ends August 31*
- NAHU is officially an approved vendor for the PY2018 CMS FFM Broker Training. Enrollment opened Aug. 1<sup>st</sup>
- NAHU offers the DC Health Link Broker Training and will be offering Massachusetts Health Connector ACA Group Market Exchange – Broker Training August 2017
- Regional Meetings with PD presentations:
  - Region III – August 14-15, 2017
  - Regions VI & VII – August 10-11, 2017

The committee’s next call is scheduled for August 28<sup>th</sup> at 4:00 pm EST. As always if there is anything I can help you with, feel free to reach out, 321-247-0057.

## WORKING GROUPS

LEAD	Website Review	College Curriculum	Chapter Templates / Programs	Rapid Reaction	Certifications
<b>Julie Jennings (chair)</b> Karen Kirkpatrick Lynn Schreder Ashley Kapostins Jill Pedersen  Chapter Leadership & Development Committee	<b>Amy Adams (Chair)</b> Connie Puett Amanda Brown David Sherrill Ashley Kapostins	<b>David Smith (Chair)</b> Susan Rider Jessica Waltman Denise Villagren  Vanguard Council	<b>Jill Pederson (Chair)</b> Yolanda Webb David Sherrill Stephen Brubaker  Medicare Working Group	<b>Jessica Waltman (Chair)</b> David Smith  Compliance & Legislative Committees	<b>Ashley Kapostins (Chair)</b> Audra Sullivan David Smith Jessica Waltman  LTC Working Group
Projects	Projects	Projects	Projects	Projects	Projects
Identify structure and goals of program  Receive quotes on providing leadership curriculum and support from industry leaders	Review all PD related materials on website and identify materials needing updates  Test new website links for accuracy	Work with university insurance schools to provide an employee benefits and individual A&H tract based on REBC curriculum  Determine viability of technologies to deliver virtual to maximize consistency and simplify implementation of curriculum.	Medicare Summit Template  Chapter Education Day/Symposium Template  Running Your Business webinars ACA for CPAs ERISA Programs in a box*	Chapter Legislative Updates  Rapid Reaction videos	Finalize all materials and recordings for Advanced Self-Funded  Finalize all materials and recordings for Benefit Technology  Review all current courses for required updates, etc.  Possibly create outline for LTC and DI courses

# Vanguard Council

## August 2017 Report

Prepared by: Megan Chiarello

### TOPICS OF DISCUSSION

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- Update mission and vision for Vanguard Council to reflect *Research & Development* function
  - Determine timeline for completion
  - Send to Alex & Illana for board approval
- Talking points for upcoming regional meetings
  - Regional representatives should have a cohesive message when speaking to their region about the goals and initiatives for the Vanguard Council this year
- Vanguard Goes to College Playbook for chapters and members
- August/September Short Term Goals

### OUTCOMES

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- The council agrees that Vanguard should refine its mission to incorporate Research & Development. **We are in the final stages of crafting the language to communicate:**
  - What does *R&D* mean for the association?
  - How will Vanguard contribute to *Research & Development*?
  - As R&D, what does our mission look like? What are our priorities and contributions to the association?
- Megan Chiarello (VC Chair) will provide talking points (see document attached) for each VC Regional Representative to update their chapters on Vanguard goals, shifting to R&D and piloting new programs at the local/state level. Document includes:
  - A recap of 2016-2017 accomplishments
  - High overview of ***Vanguard Goes to College* program with clear objectives and outcomes**
  - **Change is Coming – the new VC**
- Vanguard Goes to College Playbook for chapters and members:
  - Mark Fox created a playbook to help brokers and carriers develop and offer internship programs at their companies

- Upon review, the council agreed we need to make the following enhancements and will send to Eugene and Illana for board approval:
  - Separate the playbook to outline paid and unpaid internships (both internships require different approval, benefits, etc.)
  - Create a section of the playbook to help chapters implement the program; how to communicate this to their members, encourage members to participate, delegate a VC Chair/liaison to support/guide members and ways to share success stories to motivate/empower members to mentor/recruit young talent
- Short Term Goals:
  - Promote Dream Racer charity on behalf of Vanguard Council; email members to share fundraising efforts from Annual Convention, let them know where/how they can still donate, information on chapter/corporate contributions, etc.
  - Promote Face of Change column nominations: members can complete a submission form to nominate themselves or a colleague to appear in the **Benefits Pro Magazine** column, *The Face of Change*. The column is in partnership with the Vanguard Council and National Association of Health Underwriters.

## NEXT STEPS

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- Send talking points to regional representatives before regional meetings – **COMPLETED**
- Send updated mission statement to Alex and Illana by **Wednesday, August 23**
- Send VC Goes to College Playbook to Illana and Eugene by **Monday, August 28**



*For Internal Use Only*

## Regional Meeting Talking Points

### *A Year of Discovery & Growth*

Vanguard Council made significant strides in 2016-2017 with key initiatives to serve the association:

- Introduced *Vanguard Goes to College*: a growing program to help engage young insurance professionals with job placement and mentorship opportunities.

The program has multiple objectives:

- Entice upcoming graduates into the insurance industry – *partner with Universities to face time with students in the insurance program/related majors and at Career Fairs, etc.*
- Mentor existing young professionals in the industry
- Provide chapters a playbook to help members implement this initiative at the local level
- Provide members a playbook to offer internships and partner with local universities to get the internships approved for applicable credits



Strides made with the program this year:

- Partnered with University of Houston to attend their Career Fair
  - Spoke with students about the association and opportunities for career placement in the insurance industry
- Partnered with **Benefits Pro Magazine** to create a new column, *The Face of Change*. Each month, Editor-in-Chief Paul Wilson interviews a rising broker to share new strategies, technologies and products that they're using to provide value for their clients.

A big question for these brokers is how are they combining old-school and new-school strategies for a winning combination? What is their approach?

We wanted the column to be relatable and useful for all brokers and NAHU members.

**Keep a look out for a NAHU email this month from NAHU** – you will be able to nominate yourself or colleagues to be featured in the column.

## *Change is Coming*

- With the idea and creation of the *Vanguard Goes to College* program, the Vanguard Council is emerging as a committee to support and serve critical areas of the association, including professional development, membership and education.

We're at the epicenter of innovation and **shifting our purpose to become a Research & Development arm** for the association. We will be the hub to test/pilot new ideas and concepts to determine a proof of concept.

Our focus is to develop and conceptualize turn-key programming at the state and local level. We will test programs in areas across the country, define objectives, formulate outcomes, share findings and create a blue-print for chapters to implement.





- This year's initiative is to research and develop the *Vanguard Goes to College* program for chapters to roll out in the coming months.

- In the next few weeks, we will provide playbooks to chapters and pilot the program in a handful of identified states.

Afterward, Vanguard will share success stories and strategies for chapters to emulate in their own region.

- Local and state chapters can start now:
  - Implement a Vanguard Chair or elected liaison to help spearhead and support Vanguard initiatives
  - Share stories of existing members who have mentorship programs – inspire other members to want to offer (or enhance existing) internships
  - Collaborate with like-minded peers on how they're mentoring and creating succession plans in their own firms – possible Vanguard-sponsored event at the local level
  - Sponsor current interns and mentees (at your organizations) to meetings for a reduced fee
  - Use the playbooks to kick-start the program – *COMING SHORTLY*

Playbooks will include:

- How chapters can launch program
- How members can offer these internships:
  - Create paid or unpaid opportunities



- Partner with local universities to post the internship(s), apply for credit approval, etc.
- Participate in university career fairs or insurance program events to promote the internships and your local AHU chapter

### *Want In?*

We're continually looking for creative, driven members to get involved. You don't have to a 'young' professional to get active in Vanguard's efforts.

- Ask your Regional Representative about opportunities to sit on a new sub-committee (coming soon) that will collaborate with Vanguard Council on programming, new ideas, feedback, etc.
- Volunteer as the Vanguard Chair on your local board

National Association of Health Underwriters  
BALANCE SHEET  
June 30, 2017

	This Year	Last Year	Variance	% Increase(Decrease)
<b>ASSETS</b>				
<b>CURRENT ASSETS</b>				
Operating Cash and Cash Equivalents	613,522.26	295,286.68	318,235.58	107.77%
Accounts Receivable, Net	399,206.98	792,409.71	(393,202.73)	-49.62%
Prepaid Expense	70,605.41	83,072.91	(12,467.50)	-15.01%
Note Receivable	2,500.00	5,000.00	(2,500.00)	-50.00%
Total Current Assets	1,085,834.65	1,175,769.30	(89,934.65)	-7.65%
<b>SHORT TERM INVESTMENTS, at Fair Value</b>				
Operating Investments	317,694.03	511,297.81	(193,603.78)	-37.87%
Federal Legislative Defense Fund Investments	236,384.82	368,189.41	(131,804.59)	-35.80%
Total Short Term Investments	554,078.85	879,487.22	(325,408.37)	-37.00%
<b>LONG TERM INVESTMENTS, at Fair Value</b>				
Equity Securities	1,818,865.72	1,612,607.03	206,258.69	12.79%
Total Long Term Investments	1,818,865.72	1,612,607.03	206,258.69	12.79%
<b>PROPERTY AND EQUIPMENT, at Cost</b>				
Office Furniture and Equipment	360,321.09	637,637.01	(277,315.92)	-43.49%
Leasehold Improvements	460,953.93	460,953.93	0.00	0.00%
Less: Accumulated Depreciation & Amortization	(482,228.95)	(764,016.84)	281,787.89	-36.88%
Total Property and Equipment	339,046.07	334,574.10	4,471.97	1.34%
<b>LONG TERM ASSETS</b>				
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%
<b>DEPOSITS</b>				
Note Receivable	37,161.60	37,161.60	0.00	0.00%
	2,500.00	0.00	2,500.00	0.00%
TOTAL ASSETS	3,887,486.89	4,039,599.25	(152,112.36)	-3.77%
<b>LIABILITIES AND NET ASSETS</b>				
<b>CURRENT LIABILITIES</b>				
Accounts Payable and Accrued Expenses	626,698.23	202,699.34	423,998.89	209.18%
State and Local AHU Dues Payable	187,435.87	156,216.52	31,219.35	19.98%
Deferred Revenue - Membership	1,903,707.14	1,963,587.69	(59,880.55)	-3.05%
Deferred Revenue - Conferences	10,000.00	10,000.00	0.00	0.00%
Total Current Liabilities	2,727,841.24	2,332,503.55	395,337.69	16.95%
<b>LONG TERM LIABILITIES</b>				
Deferred Rent Obligation	245,754.57	247,945.41	(2,190.84)	-0.88%
Deferred Tenant Allowance	196,267.41	241,559.85	(45,292.44)	-18.75%
Total Long Term Liabilities	442,021.98	489,505.26	(47,483.28)	-9.70%
TOTAL LIABILITIES	3,169,863.22	2,822,008.81	347,854.41	12.33%
<b>NET ASSETS</b>				
Net Assets, Beginning of Year	803,996.01	1,142,797.60	(338,801.59)	-29.65%
Current Year Activity	(86,372.34)	74,792.84	(161,165.18)	-215.48%
TOTAL NET ASSETS	717,623.67	1,217,590.44	(499,966.77)	-41.06%
TOTAL LIABILITIES AND NET ASSETS	3,887,486.89	4,039,599.25	(152,112.36)	-3.77%