



## **NAHU Board of Trustees Meeting Agenda** **Monday, May 21, 2018 (Video Conference Call)**

### ***NAHU'S MISSION STATEMENT***

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

### **Roll Call**

#### **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 Michael Grinnell  
Region II Vice President Erica Hain

Region III Vice President Mike Deagle  
Region IV Vice President Alycia Riedl  
Region V Vice President Paige Phillips  
Region VI Vice President 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:**

Farren Baer  
Marcy Buckner  
Megan Caputo

Chris Hartman  
Kelly Loussedes  
Illana Maze

Jennifer Murphy  
Bob Tretter  
Brooke Willson

#### **Guests:**

Legislative Council Vice Chair Nick Moriello  
Membership Council Vice Chair Michelle Howard  
Professional Development Council Chair Karen Kirkpatrick  
Governance Committee Chair David Smith

Chapter and Leadership Development Chair Lou Reginelli  
Region VI VP Candidate Ed Oleksiak  
Region VIII VP Candidate Jolene Bryant  
Region VIII VP Candidate Pat Burns

### **Call to Order & Reading of Antitrust Statement\***

Mike Embry called the meeting to order at 4:03 pm, (ET) and read the Antitrust Statement

### **Roll Call of Attendees by Eugene Starks**

### **Approve Agenda**

Rusty Rice made a motion to approve the Agenda. The motion was approved unanimously.

### **Consent Agenda A**

BoT Meeting Minutes – April 16, 2018



EC Meeting Minutes – April 9, 2018

**Motion:** Ray Magnuson made a motion to approve Consent Agenda A.  
The motion passed unanimously.

## **Consent Agenda B**

### **Committee Reports**

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

### **Newly Chapter Charter**

- Central Missouri AHU

### **Amended Bylaws**

- Orange County AHU
- Greater Northern Indiana AHU
- Ohio AHU
- Utah AHU

**Motion:** Paige Phillips made a motion to pass Consent Agenda B, removing the Professional Development Committee report for additional discussion.  
The motion passed unanimously.

**Discussion:** Paige inquired about updating the PPACA Certification program. The board was advised that the PPACA Certification program was undergoing a total overhaul, not just minor amendments to the certification. Paige asked if there would be the possibility of providing discounts to members who already completed the PPACA Certification program under its old format. The request is being taken under advisement.

**Motion:** Mike Deagle made a motion to pass Consent Agenda B, following the discussion of the Professional Development Committee report.  
The motion passed unanimously.



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

NAHU March 2018 Financials

Financial Trends – March 2018

**Motion:** Kelly Fristoe made a motion to accept the Financial Report.

**Discussion:** There was brief discussion about a \$12k non-budgeted line item, “Information Services.” Janet explained that the expense is for the NAHU Daily News Wire which costs \$4k per month to maintain. Staff is working on getting sponsorships for the Daily News Wire and is considering a vendor change to help reduce the cost of the daily news wire publication.

Dane Rianhard encouraged the BOT to look at the membership numbers as “revenue numbers,” rather than membership count. Dane encouraged that the BOT focus be on driving more revenue to the organization, not just member numbers. Rust Rice noted that the line item, “Investment Revenue” is down because money was moved out of the Investment account last year and placed into the NAHU operating budget.

**Motion:** Following discussion the motion passed unanimously.

**RVP Report:** Mike Deagle delivered the RVP Report. Mike reported that the RVPs discussed RVP training that will be done at the NAHU Annual Convention in Kansas City. RVPs also discussed the proposed NAHU Dues Increase and that the feedback they received was mostly positive. The RVPs also discussed presenting the Board Training Prezi prepared by David Smith at Regional Leadership Conferences. They are focused on developing uniform training for Regional Leadership Conferences across all Regions. The RVPs also discussed the need to have a job description for state and local Vanguard chairs. Erica Hain added that RVPs discussed the need to develop short-term and long-term membership development strategies.

**CEO Report:** Janet Trautwein delivered the CEO report. Janet reported that membership numbers have been trending upward over the past few months. She added that NAHU staff has been aggressively calling former and prospective new members based off lists they have put together.

Janet reported that Professional Development (PD) programs revenue has been growing and that the PD Committee is developing and marketing new programs that should continue to have a favorable impact on revenue. Janet also reported that the NAHU affinity partners program is being evaluated and that revenue and member engagement has been increasing. Janet shared that the NAHU staff is seeking new sponsors for various NAHU events and programs.

Janet gave an update on the upcoming NAHU National Convention in Kansas City. Approximately 340 members are currently registered, the attendance goal is 500. Janet encouraged BOT members to attend a breakout sessions at Annual Convention and asked members to post about the convention on social media. The “Yapp” app for Annual Convention should be much more functional than prior apps used for NAHU events and asked the BOT to promote use of the app.



She and Mike Embry will be holding Prezi webinars promoting the proposed Membership Dues increase. Two webinars are scheduled one for NAHU past presidents and one for convention delegate and alternates delegates.

The Government Affairs department has been busy, recently attending President Trump's Rose Garden ceremony announcing efforts to reduce the cost of prescription drugs. Janet also reported that the response to the updated content and format of America's Benefits Advisor publication has been really favorable.

### Old Business

- **Membership – What are we doing?**

Erica Hain lead an extensive BOT discussion about membership development strategies. Erica stressed the need to measure “pilot programs” initiated to grow membership and suggested that NAHU needs to design tools and training to help local chapters “sell” NAHU and its value to employee benefits professionals. Erica expressed concern that NAHU is lacking a clear strategy for building and maintaining membership. Numerous BOT members shared Erica's concerns. The BOT agreed to continue the discussion at the next BOT meeting.

### New Business

- **Professional Development Request:** This discussion was postponed until the next meeting.
- **Strategic Discussion:** Janet gave a brief report stating that Membership Services and Professional Development are on track with their strategic plan implementation.

### Motion for Adjournment

**Mike Deagle made a motion to adjourn**

**Mike Embry adjourned the meeting at 5:03 p.m. EDT**

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

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



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



**NAHU Board of Trustees Meeting Agenda**  
**Monday, May 21, 2018**  
**Video 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 – April 16, 2018  
EC Meeting Minutes – April 9, 2018

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

**Committee Reports**

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

**Amended Bylaws**

- Utah AHU
- Orange County AHU
- Greater Northern Indiana AHU
- Ohio AHU

**Newly Chartered Chapter**

- Central Missouri AHU



**Finance Report** (*Dane Rianhard*)  
NAHU March 2018 Financials  
Financial Trends – March 2018

**RVP Report** (*Mike Deagle*)

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

**Membership Beyond Corporate Partners – What are we doing?** (*Erica Hain*)

**NAHU Futures Group** (*Rusty Rice*)

**Strategic Discussion**

**Motion for Adjournment**

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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, April 16, 2018**

**Meeting called to order at 4:02 P.M. EDT**

## **NAHU'S VISION STATEMENT**

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## **Roll Call**

### **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 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:** None

### **Staff:**

Farren Baer (Absent)  
Marcy Buckner  
Megan Caputo

Chris Hartman  
Kelly Loussedes  
Illana Maze

Jennifer Murphy  
Bob Tretter  
Brooke Willson

### **Guests:**

Legislative Council Vice Chair Nick Moriello  
Membership Council Vice Chair Michelle Howard  
Professional Development Council Chair Karen Kirkpatrick  
Governance Committee Chair David Smith

Chapter and Leadership Development Chair Lou Reginelli  
Region I VP Candidate Michael Grinnell  
Region VIII Candidate Pat Burns

## **Call to Order & Reading of Antitrust Statement\***

Mike Embry called the meeting to order and read the Antitrust Statement

**Roll Call of Attendees** by Eugene Starks

## **Approve Agenda**

Rusty Rice made a motion to approve the Agenda. The motion was approved unanimously.

## **Consent Agenda A**

BoT Meeting Minutes – March 16, 2018

Executive Committee Minutes – March 9, 2018





**Motion:** Ashley Kapostins made a motion to approve Consent Agenda A. The motion passed unanimously.

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

**Committee Reports**

- Awards Committee
- Chapter and Leadership Development Committee
- Finance Committee
- Governance Committee
- HUPAC Committee
- Legislative Council
- LPRT Committee
- Media Relations
- Membership Council
  - Spring into Action Flyer
  - Membership Survey Results
  - Membership Survey Results - Extended Answers
- Professional Development Committee
- Vanguard Council

**Motion:** Linda Rose Koehler made a motion to pass Consent Agenda B. The motion passed unanimously.

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

- February 2018 Financials
- Financial Trends - February 2018
- 2019 Budget Meeting Timeline
  - Meeting Dates: September 14 & 15, Washington DC

**Motion:** Dane Rianhard made a motion to accept the Financial Report.

**Discussion:** Dane Rianhard made the point that financial expenditures are as low as they have ever been, he added that NAHU is experiencing a “Top-Line” revenue struggle.

**Motion:** The motion to accept the February 2018 Financial Report passed unanimously.

**RVP Report**

Erica Hain delivered the RVP Report. Erica reported that the RVPs are focused on strengthening the programing of regional leadership conferences. The RVPs are working to develop a core curriculum to cover NAHU leadership fundamentals. The RVPs are also working with Professional Development to revise RVP training to assure that training covers all duties under the RVP job description.



## **CEO Report**

Janet Trautwein gave the CEO report. Janet discussed the talking points and Prezi for messaging the proposed \$5 dollar per month dues increase. The goal is to get the talking points out to Chapter Presidents across the country and schedule Prezi webinars to share the messaging. Janet said that a timeline for distributing the talking points and Prezi webinar schedule will be sent to BOT members. RVPs were asked to share the dues increase talking points on their monthly Regional Leadership calls.

Janet also shared that they are growing the list of sponsors for the 2018 NAHU Annual Convention. She also reported that the Florida Medicare Summit was very successful, and that they picked up 17 new members at the event.

## **Old Business**

- Region I Vice President Update – Jim Stenger reported that all filing and consent criteria had been met on the nomination of Michael Grinnell to fill the role of Region I RVP that was vacated when Jeannie Comins stepped down from that post. (see Nominations Report)

**Motion:** Jim Stenger made a motion to approval of Michael Grinnell for Region I Vice President. The motion passed unanimously.

## **New Business**

- Membership Beyond Corporate Partners - What are we doing? Discussion: Erica Hain inquired about membership development efforts that go beyond the focus on Corporate Partners. She stressed the importance of continuing efforts of developing the Medicare FAO market. Janet reported that progress is being made in that market, but development has been slower than expected. Erica also stressed the importance of focusing on lapsed members to understand their reason for letting their membership lapse and encourage them to rejoin. BOT members agreed that energy and effort needs to continue to be focused on expanding membership development efforts.
- NAHU Futures Group (Rusty Rice) – This discussion was deferred until the next BOT meeting.

**Strategic Discussion** – This discussion was deferred until the next BOT meeting.

## **Motion for Adjournment**

Eugene Starks made the motion for the meeting to adjourn, it passed unanimously.

Respectfully submitted,

Eugene Starks  
NAHU Secretary



## **AWARDS**

**Chair: Joy Gardner**  
**Board: Eugene Starks**  
**Month: May 2018**

### **Criteria Follow Up**

- Any additional changes should be communicated to Joy and Luann
- Working the Presidential Citation Award criteria into the Landmark and Pacesetter Awards in order to be able award the PCA if an LA or PA applicant satisfies enough criteria.

### **Annual Convention**

- Who is going: LuAnn, Michele, Judy (*leaving Monday*), Kathy, Vicky, Krista, Becky, Cerrina
- Joy will follow up with Anissa and Alexis
- Awards training is Sunday morning, 7:00, Luann will host
- Awards Ceremony starts at 10, be at there at 9:15

### **2018-2019 Committee Members**

- All are returning except Cerrina and Anissa

### **Monthly Emails**

- May – Vicky
- June – Luann

### **Awards Ceremony Timing**

- Discussed the timing of this event
- Concerns that it will be poorly attended
- No food, no reason to stay
- Gordon is the night before
- Chapters need to be supported for their hard work



## CHAPTER & LEADERSHIP DEVELOPMENT

**Chair: Lou Reginelli**  
**Board Liaison: Pat Griffey**  
**Month: May 2018**

- Annual Convention
  - Committee encouraged to complete their complimentary registration.
  - Everyone will be attending the convention except Sam.
- Website Overview
  - A brief overview of the website was given.
  - The search feature and special buttons were clarified
  - Issues should be directed to NAHU this allows for a review and changes as needed
- Regional Reports
  - They were developed to provide the committee chair and vice chair with as much information as possible
  - The report is to be used to assess all of the states in a region
- Chapter Case Studies
  - Case Study #1: Local Chapter with two year terms. Two board members (1 elected, 1 appointed) are very disruptive to board meetings. These board members are well liked/respected by the membership; neither is interested in leaving the board. What can you do in this situation?
    - This is a communication issue
    - Look to the bylaws to determine what is involved with removing both board members.
    - Work to have someone run against the elected officer
    - Use the bylaws and P&Ps as tools to direct the board's efforts.
  - Case Study #2: Small state chapter with a large geographic area and no locals. President-elect has resigned, the current president has no desire to stay on, the chapter is having difficulty filling positions in general.
    - Look to creating a nomination committee. Have the focus and charge to have one-on-one discussions with members to run for positions.
    - Focus on the future of the chapter, build now.
    - Encourage president to stick around, possibly create a mentor process for the new president-elect/vice president.
    - Possibly combine or eliminate board and committee positions to only essential positions.
- New Business
  - Delaware chapter is going strong. Meeting led by Nick Moriello and Erica Hain had over 40 people in attendance.

**Committee Name: Chapter Leadership and Development – Chair – Lou Reginelli****Project:** Creation of mentorship program**From our strategic plan:**

We will provide national, state and local chapter services of the highest quality, and leadership tools to allow them to effectively provide service to our members.

**How it relates to strategic plan:**

Mentoring is important to the long term growth of chapters. Presidents must have updated resources to fulfill their responsibilities but also have advisors they trust to guide, help and support them through difficult situations. The CLD committee is committed to the mentoring process. This will help presidents be the best leader they can be which will lead to chapter growth and stability. I will update the BOT on these projects through my monthly committee report.

**BOT Suggested actions for 2017**

<b>Action</b>	<b>Date Completed</b>	<b>Notes</b>
Determine what types of mentoring programs are being used by other associations and the nature of these programs.	1/10/2018	Brooke and Lou are researching other entities that have and promote mentoring programs. They have found mentoring programs are part of leadership training courses with group or individual coaching sessions. AHIP & Chamber of Commerce have these types of programs.
Determine whether other NAHU national committees have attempted mentoring programs and what challenges they have encountered in setting up these programs.	10/24/2017	Vanguard Council has in the past tried a member to member mentoring program with few positive results. Other than committee training and monthly calls, no other mentoring program is active.
Determine whether any local or state NAHU chapters have engaged in mentoring or related programs and what the nature of those programs have been and what successes or challenges have been encountered.	2/1/2018 but continually reviewed by CLD committee.	Little to no leadership mentoring in local or state chapters. Some larger states (North Carolina, California) have leadership training for local presidents. Other chapters have mentoring from past president if past president stays engaged with chapter.
Based on the results of the above research, determine the appropriate length and content of a NAHU mentoring program.	2/1/2018 with yearly review by CLD committee.	Keep leadership training in the Leadership Forum meeting at Cap Con. CLD committee continually mentoring chapter presidents.
Begin the process of creation of a NAHU mentoring program.	9/30/2017	Mentoring strategic plan was created by Arthur Accardo and task force.

**BOT Actions for 2018**

<b>Action</b>	<b>Date Completed</b>	<b>Notes</b>
Complete creation of a mentorship program.	Will be on going.	CLD committee continually mentoring leaders.
Consult with Awards	Ongoing	Lou started conversation with

committees to determine incentives for participation by chapter/chapter members and how they use size distinctions in current awards.		Awards chair. Will continue discussions until Cerrina is able to work with Awards committee.
Based on discussion with Awards committee, consider what incentives could be added to chapter certification programs to encourage participation in the program.	Ongoing	CLD committee continues to discuss this issue. Team does not think incentives are needed but more communication and clearly defined differences between Awards and CLD Certifications is needed. Specific timelines for certifying are being discussed. This could help with explaining the differences and ease staff responsibilities during Awards weekend.
Create timeline for outreach – one suggestion would be to target larger chapters first for greatest immediate penetration into the program.	Ongoing	CLD committee working on being a trusted advisor to state presidents. This will give the presidents the proper mentoring and training for a successful year. Also give presidents the proper information and guidance to qualify for chapter certification.
Determine what local and state champions would be needed for the success of the program.	2-25-18. Ongoing review.	CLD committee believes if they help one chapter have a better foundation then the certification process is worth it.
Create materials for outreach to chapters. Coordinate with NAHU staff for branding consistency.	Ongoing	CLD committee has completed reviews of all guidebooks, tri fold and new chapter programs. They have completed a video to promote leadership.
Begin outreach to chapters electronically through e-mail, Podcasts, video, and social media.	Ongoing	Will work with Vanguard, PDC and Membership to promote the value of membership.
Repeat outreach and include personal follow-up with chapter leaders.	Ongoing	CLD committee are contacting the state presidents to verify roster submissions, succession and strategic planning is being done.

Continue outreach and follow-up	Ongoing	CLD committee to continue to contact presidents.
Measure results	Ongoing	Measure results by roster submissions, verifying strategic and succession plans, number of chapters that receive chapter certification.





## **GOVERNANCE**

**Chair: David Smith**  
**Board Liaison: Rusty Rice**  
**Month: May 2018**

**On May 17, 2018, Governance held its monthly conference call and discussed a number of matters, and offer the following for the Board of Trustees consideration for its May 2018 Board call:**

### **The future of the Governance Committee**

Beth Ashmore has agreed to serve on the committee 2018-2019.

### **Board Training:**

The training Prezi has been narrated and is available on the Board Resources page. It will be distributed to 2018-2019 Board candidates for viewing. Follow up email(s) with questions will be sent to verify viewing.

<https://www.dropbox.com/s/a7rt3dfw9q2gz65/NAHU%20BOT%20Training%20v1%20DRAFT.mp4?dl=0>

### **Job Descriptions**

Final review of the committee chair job descriptions will be finalized during June meeting.

### **Committee Manager Position for Legislative and Professional Development Councils**

The committee discussed adding, as a part of the succession planning and leadership preparation, the position of Manager to the Legislative Council and Professional Development Council for 2018-19. This position would be similar to the way that the position has operated with the Membership Council, and will add reference to their role in committee leadership and in preparation for their future role as Chair of the standing committee.

Governance will complete discussion and provide proposed language for consideration by the Board of Trustees during its June meeting.

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



## **HUPAC**

**Chair: Steve Selinsky**  
**Board Liaison: Jim Stenger**  
**Month: May 2018**

**The HUPAC Board met on May 14, 2018..**

- **Board approved additional funding and cuts from the candidate fund**
- **Candidate fund contribution level is currently ahead of budget and on target to meet our record year**
- **Discussed strategies to encourage chapters to support the Administrative fund at convention**
  - **We need BOT, RVP and regional chairs to encourage locals and state to bring their HUPAC Admin fund check to the town hall at convention.**
- **Reviewed convention and HUPAC Board member responsibilities during the convention**
  - **Board meeting Saturday morning**
- **Discussed the recent HUPAC telethon and that we didn't get any traction**
  - **Competed with too many local and state expos**
  - **Materials and webinar were perfect, just need to provide more timing and better promotion to the local level when we try this next year.**



## LEGISLATIVE

**Chair: Annette Bechtold**  
**Board Liaison: Rusty Rice**  
**Month: April 2018**

The Legislative Council met on 5/1/18. Here are the highlights and NAHU Leg Council activities:

### ***Legislative Update***

#### Legislative Outcomes and Priorities

- Continuing to work with house representatives Kelly and Blumenauer on HR 5138 that expands HRAs through focus on how funds can be used. It appears that Ways and Means are committed to move HAS legislation through regular order so are in the process of marking-up existing bills
- Concerns were raised regarding the Senate HELP committee's mark-up of a proposal which allows the DOL to issue monetary penalties against employers whose plan does not provide mental health parity – the amendment was defeated during a committee vote but NAHU will remain vigilant should verbiage be contained in the full bill or when the House does its mark-up
- MLR bill is being reviewed by the CBO. NAHU anticipates a lower score than the \$1 billion it was originally scored at, primarily due to bill modifications and reduction in commissions. Additional guidance and review are taking place to determine if any additional modifications are needed.

### ***Regulatory Update***

- Executive order
  - Association Health Plans (AHPs) – the final rule has been drafted and is now at the Office of Management and Budget (OMB), which is the last stop before release.
  - Short Term Limited Duration Insurance - comments were submitted on time – recommendations included extending policies for up to six months with one renewal and making sure that state regulatory officials have a role in determining appropriateness for their markets.
  - HRA expansion – proposed rules have yet to be released. The Departments were given 120 days to propose the rules, unlike AHP and STLDI rules that were required after 60 days. All three agencies will need to work together, DOL, IRS, and HHS, to draft these rules, which will add to the timeline.

- Departmental update
  - HSAs – the Tax Cuts and Jobs Act changed the calculation of limit escalators which modified the family contribution maximum from the previously communicated \$6,900 to \$6,850. Due to comments/complaints for those who prefunded HSA accounts for the whole year, the IRS issued guidance allowing individuals and employers to maintain the \$6,900 for 2018
  - Mental Health Parity and Addiction Equity Act (MHPAEA) – new guidance out from the Departments regarding non-quantitative treatment limitations and disclosure requirements in connection with MHPAEA. Public comments are due June 22. The Employer Working Group is reviewing and will provide staff with input for commentary.
  - Staff continues to actively work to set up meetings with all regulatory agencies, including the new HHS Secretary, Alex Azar and the White House
    - The Principal's Council Fly-In took place on May 7 – 8. Meetings included White House senior health policy advisor, bill sponsors in the House and Senate for the Commonsense Reporting Act, HR 3919 and S1908.
    - NAHU has partnered with new group called Catalyst for Payment Reform (CPR) to raise awareness to transparency and the cost of health care. They are an organization that works on transparency and value-based design. They do advocacy for value based design and work with agents and brokers on designing their own plans and the space of self-insurance design networks and how to put value based design into the employer space.

### ***Additional Discussion Topics***

- Leg Council applications are in and in the process of being reviewed.
  - Calls are being made to some applicants to clarify whether they were applying to Leg Council, a working group, or both.
  - We are also reaching out to existing Leg Council participants who have not applied to determine their intentions.
  - Existing applications are being scored and a call is set for early June to discuss and determine new council members and working groups
- Compliance Corner Update –
  - Compliance Corner webinar on May 17 – employer contributions rules and strategies
  - June 21st is a Compliance Update part of the Live from NAHU series.
  - Relaunch of NAHU podcast

- State issue tracking project – status

*As a follow-up to the idea brought forward in the last Leg Council meeting to improve communication across states, to understand activities, successes, best practices, etc., we will take action on the following:*

1. *Creation of a uniform template to capture state activity – [template created](#)*
2. *Introduction of final template to leg council regional liaisons - [introduced to the Leg Council regional liaisons](#)*
3. *Implementation of final form with 3-month pilot to observe and modify, as needed – [Rolling out final template this month to regions and state leg chairs](#)*
4. *Future communication to all state leg chairs with responsibilities for update and maintenance*



## **LPRT**

**Chair: Reid Rasmussen**

**Board Liaison: Eugene Starks**

**Month: May 2018**

The LPRT Committee is planning 2 strong events for National Convention:

- A lunch session for Soaring Eagle qualifiers: we'll discuss a custom survey of client priorities vs. LPRT broker priorities.
- The annual LPRT Party

### **April – LPRT Numbers**

	<u>2018</u>	<u>Goal</u>
NEW-Agency	25	16
NEW-Carrier Mgmt	7	3
Soaring Eagle	154	183
Golden Eagle	85	64
Eagle	55	78
President's Council	20	13
Leading Producer	24	16
Lifetime	19	57
	<hr/> 389	<hr/> 430



## **MEDIA RELATIONS**

**Chair: Marilyn Stenger**  
**Board Liaison: Rusty Rice**  
**Month: May, 2018**

The MRC had our monthly call on April 25. The attendance on this call was not as it had been in the past. We were missing 5 Regions. Those that did attend, were very helpful with the agenda items.

Kelly has been receiving a lot of chapter requests for our Media tools on single-payer. She has been extremely helpful with those chapters to steer them to the op-eds, Letter to the Editors and Press Releases we already have prepared and can be found on our website.

We had an extensive discussion on our breakout session will have during Annual Convention. During the session, we will review the media tools on the website. Kelly will prepare a packet with go-to information on creating press releases and how to distribute them. Suzy Alberts will provide a few press release examples which will assist with the “How to” initiative. We will conclude the training with an open discussion on media strategies and how to get more press coverage for their chapters. The focus of this breakout will be on the new Media Relations Chairs and to help them get started in their new endeavor.

Prior to Annual Convention we will be hosting another webinar for the Media Militia and MRC. Kelly is working with FOX News Producer Kenicia Cross again to be our presenter on the webinar. The goal is to give a focus to the Militia and make sure they are ready to go when needed and to help them be proactive and make the contact with Broadcast Media before they come to us.

We let all on the call know the applications for next year’s committee have been distributed and encouraged all to apply. Our next call will be on May 23 at 1:00 PM EST. We will also meet during Annual Convention to ensure a smooth transition to the next NAHU year.

It has been a true pleasure working with committee this year.





## MEMBERSHIP

**Chair: Deb Crouch**

**Month: May 2018**

### **April Numbers:**

- ❖ New members: 323 (March was 265 -> approximately 22% increase)
- ❖ Lapsed: 293 (March was 228 -> approximately 29% increase)
- ❖ Total: 16,058 members as of the end of April 2018

This is up from 16,002 for the month of March. The 5<sup>th</sup> consecutive month of overall growth for membership. Not huge numbers but still moving in the right direction.

The entire council continues to work with the all of their states (and locals) to keep reaching out to the lapsed members. Put this together with what staff is doing and we are not letting them go without a fight.

### **“Spring into Action” Membership Drive:**

The campaign ended on April 22, 2018. After reviewing the numbers, we brought on 157 new members. Of those, 36 are on auto deduction via a credit card and 4 are on a list bill. Those on the auto deduction are KEY as these tend to renew each year without issue.

### **“Value of Membership” training webinar:**

Now that the “Value” piece has been updated and released, we are moving forward. It has been decided that we will do two ½ hour webinars instead of just one hour-long one. After discussion, it was determined that we could get a better response by shortening it into two webinars. The webinars will be recorded and placed on the website so that they can be watched at a time that is convenient for all.

The first webinar will base off of the Prezi that has been done but dig deeper into what each circle represents in detail. I have input from the other committees and from staff. We will use this to proceed.

The second webinar is going to be a “training” webinar. Reviewing the website and where all of the membership items are located, how to pull reports, WHEN to pull reports, outreach and so on. This will be aimed at Membership and it will be required viewing for all membership chairs (down to the locals as well) as we can track who has watched the video. However, it will be able to be viewed by anyone in a leadership capacity under the “Leadership Resources” when available.

**2018-2019 Membership Council:**

Applications are being accepted for the next council. As with last year, it is not an automatic renewal of a regional seat if you are a council member. The chairs need to reapply if they want to stay on council. Michelle Howard is working with the respective RVP's to decide who will represent each region as a regional membership chair and a regional retention chair.



## PROFESSIONAL DEVELOPMENT

**Chair: Ashley Kapostins**

**Board Liaison: Dane Rianhard**

**Month: May 2018**

Monthly calls are the fourth Monday of the month at 4:00 pm EST.

- Medicare Summit templates have been finalized and available on the website:  
<https://nahu.org/resources/leadership-resources/revenue-generators>
- Committee is continuing to finalize details for PD Day at Annual Convention and looking for board and national committee chair involvement. We would like to have someone from national leadership available in each room to support the PD committee emcee, ensure classes are starting and ending on time, greet attendees and increase the overall success of PD Day, as well as build on the approachability of the leadership team. There are three tracks we are looking to fill (table included below). Please reach out to myself, Karen Kirkpatrick or Farren to get involved. Also wanted to call out the efforts of Karen Kirkpatrick and Yolanda Webb, who were instrumental in getting an additional \$23,100 in sponsorships for our Medicare Extreme track.
- We have received a few LEAD RFPs from potential leadership vendors in consideration and expect to get the additional RFP's by end of month.
- NAHU's Self Funding and Advanced Self Funding is trending to more than half of total student enrollments. The course has been hugely popular among members. In addition, turn out for industry trade shows for the course as a preconference workshop has been unprecedented in attendance.
- Knowing that agents/brokers tend to part into the winds during summer vacation months, NAHU will remind graduates and prospective graduates to keep their eye on the REBC target by offering summer promotion discounts. More to come in June.
- NAHU's PPACA certification will be undergoing a complete facelift summer 2018. - *Affordable Care Act in Today's Marketplace*
  - The rework of the NAHU PPACA certification course would include at least eight modules covering how the ACA is affecting agencies, employers and individuals today. However, the remodel could potentially include ten modules if to separate the Mandate and Reporting and then follow up with a "conclusion" module. The development on this is currently under the discovery stages.
  - The curriculum will present real life examples, what you need to know, when you need to find information that is updated annually and where you should go to find it. Some of the factual data will obviously translate, but a total redo of the curriculum is necessary. Curriculum guidelines are not finalized.
- Curriculum updates are under way to the NAHU Medicare Certification course and should be completed by the end of the month.
- Look for NAHU REBC advertising in other trade publications! Our reach is expanding it's viewers!
  - Professional Development has a consorted effort with certification programs and membership recruitment.
  - Most all of our marketing efforts, chapter involvement and industry partner agreements include elements of member recruitment. Whether during housekeeping for classroom study, ad space or chapter recruitment incentive, you can count on gaining new members through PD.
- Running Your Business will host a series of programs this summer covering various topics supported by relevant sponsors. The goal is to not only increase the value of a member benefit, but as well to get sponsorship dollars behind it. Series summary:

- ***Your doctor wants you to get a regular check-up to make sure you remain in optimal health. If you engage in personal life check-ups, and your clients are reviewing their service providers, then shouldn't you be making time for regular evaluations of your agency business too?*** ERISA requires your group health plan clients to routinely review vendor performance to ensure efficient and fiscally responsible plan operations. You automatically schedule maintenance sessions for your car, your home heating and cooling systems, and even your smoke detectors, or at least you know that you should! These online accessible programs will launch NAHU's new Running Your Business on-demand webinar series, geared at providing you and your agency with much-needed resources to check up on essential business function elements like your online presence, your finances, your client and agency management resources, your benefit technology partners and more.

TRACK	Don't be a Square – Think Outside of the Box – Vanguard Partnership	What About You: Professional and Personal Development	Creative Plan Design Options
9:45-10:45 a.m.	Help Wanted: How to Design and Build a Sustainable Internship Program for Agency Growth – <i>Presented by Megan Chiarello</i>	Best Practices in Employee Education on Pain Management – <i>Presented by Cristy Gupton</i>	Health Care Affordability Solutions – Real Cost Cutting Today! – <i>Presented by Daniel R. Meylan, Bill Ashley, Dr. Josh Umbher, Sean Kelley, David Berman, &amp; Gregory Everett</i>
11 a.m.-12 p.m.	Strategic Philanthropy: Move over CSR (Corporate Social Responsibility), the New Trend is Shared Social Responsibility! – <i>Presented by Dan Rashke</i>	Come Ready to Deliver: Extemporaneous Speaking – <i>Presented by Karen Kirkpatrick</i>	Looking For EBITDA? Aiming to Consult? Try Ancillary Optimization! – <i>Presented by Kevin Curran &amp; Matt Masone</i>
1:30-2:30 p.m.	Data and Quality Driven Reference Based Pricing: Objective, Transparent, Defensible – <i>Presented by Jon Jablon &amp; Heath Potter</i>	The Cross Sale: Organic Growth Just Across the Hall – <i>Presented by Billy Bridwell</i>	Why a Plan for Extended Care is a Critical Component in a Retirement Portfolio – <i>Presented by Harley Gordon</i>
2:45-3:45 p.m.	Running Your Business – <i>Presented by Jessica Waltman</i>	Preparing for Life After Your Deal – <i>Presented by Jim King</i>	What it Means to be a Group Health Plan Fiduciary – <i>Presented by Cynthia Smith</i>
4-5 p.m.	Changing the Primary Care Delivery Model: Innovative Strategies Using Onsite Practitioners to Save Lives – <i>Presented by Christopher Yarn</i>	Burst the Leadership Bubble – <i>Presented by Dr. Karen Keller</i>	Workplace Wellness Incentive Laws: New Cases, ACA, ADA and GINA – <i>Presented by Barbara Zabawa</i>

The committee's next meeting will be May 28, 2018 at 4:00pm EST. As always if there is anything I can help you with, feel free to reach out, 321-247-0057.



# Vanguard Council

## May 2018 Report

*Prepared by: Megan Chiarello*

### HIGH-LEVEL UPDATES

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- Benefits Expo Recap:
  - Face of Change session was a big success
  - Promoted the VC Goes to College program during the session and asked panelist what they believe agency owners can do to mentor young professionals for agency growth
  - Leverage social media to mention Vanguard Council and NAHU's involvement with the session
  - Would like to do a follow up story in HIU Magazine
  
- VC Goes to College Program
  - Upcoming webinar May 29 for Chapter Presidents, PD Chairs and Executive Directors
  - Goal is to share the playbook details and how chapters can implement the guide for their members/support them
  - We'll also share how chapters can partner with universities and help their members craft internship positions for college credit
  - Webinar will be hosted by Megan Chiarello, Mark Fox and Crystal Hoffman
  
- Annual Convention – *Vanguard Council is having a major moment!*
  - Educational session on PD Agenda -*Saturday AM*
  - Moderating an entire track on PD Agenda -*Saturday AM*
  - Hosting a networking breakfast on Saturday morning -*Saturday AM*
    - Flow of event will include designated tables for certain topics, moderated by a NAHU leader or expert. Members can move from table to table to join the multiple discussions

- Will have smaller discussion tables for more informal conversations, such as 'Ask the Presidents' where past Presidents can share advice and stories from their presidency
- Hosting our annual VC Kick-Off Party – *Sunday Evening*
  - Location TBD – Near of LPRT event
  - Looking for sponsors – Would like to have a selfie stand for a fun, easy photo booth to capture the memories.
- State and Local Chair VC Descriptions
  - In Progress
  - Will help chapters find/delegate a VC role to carry out national initiatives

**BYLAWS  
of the  
Utah Association of Health Underwriters  
March 14, 2018**

**ARTICLE I – NAME AND TERRITORIAL LIMITS**

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

**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
- 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.

#### **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 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 1 of each year.**
- Section 4 This Association's books of accounts shall be reviewed and/or audited at least once each fiscal year. The Board of Directors shall name the auditors/reviewers.
- Section 5 The Board of Directors shall determine the official depository(ies) for Association funds and shall designate one or more Board members in addition to the Treasurer to sign or countersign checks or other documents for the disbursement of such funds.

#### **ARTICLE VI – OFFICERS**

- Section 1 The officers of this Association shall be: President, President-Elect, Immediate Past President, Vice President, Secretary, and Treasurer and, a non-voting **Executive Director/Administration Executive**. The offices of Secretary and Treasurer may be combined into one office of Secretary/Treasurer.
- Section 2 Each officer shall be an active member of this Association, and the local and National Associations of Health Underwriters.
- Section 3 All officers, **except the Executive Director/Association Executive**, shall serve without compensation.
- Section 4 **The Vice President shall take office on the first day of July of the year following his/her election and shall serve for a term of one year.**
- Section 5 **The President-Elect shall immediately assume the office of President following the adjournment of the annual Sales Congress meeting, or in the event of a vacancy as outlined in Article VI, Section 7.**

- Section 6 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 7 If the office of the President shall become vacant due to death, disability, resignation, or removal by due process, the President-Elect shall assume the office for its unexpired term and the term of President for the succeeding year and the office of President-Elect shall become vacant until the next regular election. If the office of President becomes vacant and there is no President-Elect, the order of succession shall be Vice President, then Treasurer, and then Secretary.
- Section 8 The office of President Elect shall be filled automatically by the outgoing Vice-President. 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 9 If the offices of Vice President, Secretary and/or Treasurer become vacant due to death, disability, resignation, recall or removal by due process, or by succession under Article VI., Section 6, the office(s) shall be filled by appointment by the President. The appointment shall be subject to three-fourths (3/4) vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s). Appointees shall assume the title and duties of the office(s).

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

- Section 1 The duties of the officers shall be as follows:
- 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. 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 of Board of Directors.
  - E. 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.
  - F. 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 his 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.

- G. Executive Director/Association Executive—The Executive Director/Association Executive 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 Executive Director/Association Executive shall have no vote.

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

- Section 1 The Board of Directors shall consist of the officers and one (1) elected director of each local association within the state
- 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.
- 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-third (2/3) majority of the entire Board returns affirmative votes. The members of the Board of Directors shall be advised of the results of such balloting no less than seven (7) days after the vote is tabulated.
- Section 8 A majority of the Board of Directors shall constitute a quorum for the transaction of business.
- Section 9 In the event a director position becomes vacant due to death, disability, resignation or removal by due process, or by succession under Article VI., Section 6, the position shall be filled by appointment by the President. The appointment shall be subject to three-fourths (3/4) vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s).

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

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

## **ARTICLE X – COMMITTEES**

- Section 1      There shall be the following standing committees:  
                  A. Awards  
                  **B. Professional Development**  
                  C. Legislative  
                  D. Membership  
                  E. Nominations  
                  **F. Media Relations**  
                  **G. Communications**  
                  **H.HUPAC**
- Section 2      The President shall appoint the chairs and members of all standing, special or ad hoc committees and task forces, subject to the approval of the Board of Directors.
- Section 3      The Board of Directors shall establish guidelines for all committees and task forces regarding usual duties, terms of office, and requirements for reports unless otherwise specified in these bylaws.
- Section 4      The administration of the fiscal affairs of all standing, special and ad hoc committees and task forces are vested in the Board of Directors.

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

- Section 1      An officer, member of the Board of Directors, committee member or chair, or task force member or chair may be removed from office in the event of such acts of dishonesty, fraud, misrepresentation, or other reasonable cause as would prevent the effective performance of his/her duties.
- Section 2      No elected officer or board member, or appointed committee member or chair, or appointed task force member or chair may be removed from office without a three-fourths (3/4) vote of the Board of Directors at any regular or special meeting at which a quorum is present.
- Section 3      Notice of recall or removal must be sent by registered mail to the affected individual advising him/her of the action taken or about to be taken. Removal by due process requires notification prior to the vote for removal from office. The Board of Directors and/or twenty-five percent (25%) of this Association's membership can initiate recall. Recall can only be achieved by a three-fourths (3/4) vote of the Board of Directors.
- Section 4      Failure to achieve the required vote for removal will cause the immediate reinstatement of the recalled individual to office. Any appointee replacing the recalled officer shall also immediately be discharged.
- Section 5      Any individual member of this Association shall lose all rights and privileges of office under this Association if his/her license to sell insurance is revoked or if he/she is convicted of a felony or gross misdemeanor.

## **ARTICLE XII – PARLIAMENTARY AUTHORITY**

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

## **ARTICLE XIII – AMENDMENTS**

- Section 1      Amendments to these bylaws, if in conformity with the policy of the National Association of Health Underwriters, may be adopted by a two-thirds (2/3) vote of the active members of this Association present at any meeting of this Association, 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. In an effort to assist chapters in attaining a quorum at meetings so they could do legal business.

#### **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 3 This Association's charter with the National Association of Health Underwriters may be suspended or revoked in accordance with appropriate sections of the bylaws of the National Association of Health Underwriters.
- Section 4 This Association shall use funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure or be distributed to its members in the event this Association is dissolved or its charter revoked for cause in violation of the bylaws of the National Association of Health Underwriters. Immediately upon dissolution or revocation of its charter, this Association's Board of Directors shall return all remaining Association funds to the National Association of Health Underwriters for placement in escrow. Funds placed in escrow will be distributed in accordance with the procedures outlined in the bylaws of the National Association of Health Underwriters.

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

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

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

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

To keep paramount the needs of those whom I serve.

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  
ORANGE COUNTY ASSOCIATION  
OF HEALTH UNDERWRITERS**

**May 22, 1989**

**Revised May 15, 2007**

**Revised May 8, 2018**



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

### **Section 1.       Name**

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

### **Section 2.       Officers 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 Corporation shall be the boundaries of the County of Orange and shall include zip codes from 92600 to 92899, inclusive.

## **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 interest of those involved in the health insurance industry.

### **Section 2.       Specific Purposes**

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

1. To promote education, legislation, regulations, and practices that are in the best interests of the health insurance industry and the insured public.
2. To coordinate with, support and encourage the efforts, goals, and aims of the State and National Association of Health Underwriters.
3. To provide and promote a program of continuing education and self-improvement for the Corporation's Members.
4. To advance public knowledge for the need and benefit of health insurance and/or disability insurance and the role of the health insurance industry in meeting those needs.
5. To support chosen charitable organizations by participating in events and making donations as chapter resources allow.
6. To promote the adoption and applications of high standards of ethical conduct in the health insurance industry.
7. To support and encourage the efforts of the State and National political action committees.
8. To provide for the creation of, and the coordination between, the various local associations of Health Underwriters that may be created in the future within the jurisdiction of the Corporation.

### **Section 3.       Code of Ethics:**

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: TYPE OF CORPORATION**

This Corporation is not organized, nor shall 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 insure 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)(6) of the Internal Revenue Code.

### **ARTICLE IV: RECOGNITION OF LOCAL ASSOCIATIONS OF HEALTH UNDERWRITERS**

Local Associations of Health Underwriters that are Members of the National Association and are within the territorial jurisdiction of this Corporation ("Local Association(s)") shall be recognized by the Corporation upon submission of a written application to the Corporation's Board of Directors and proof that the Local Association is a Member of the National Association.

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

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

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

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

Active Members shall be individuals engaged in the distribution of health and/or disability 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 membership shall be individuals who hold primary membership in another local association of the National Association of Health Underwriters. Those members are engaged in the distribution of health and/or disability insurance products and are agents, brokers, supervisors, general agents, managers, home office personnel, and others engaged in management and distribution. The Board of Directors shall determine dues for this membership category. To be eligible to vote, Associate Members must be in good standing with their dues paid current in the Corporation.

#### **Section 4. Affiliate Membership**

Affiliate membership shall be available to individuals that are support staff of agents, brokers, supervisors, general agents, managers, home office personnel, and others engaged in management and distribution. The Board of Directors shall determine dues for this membership category. To be eligible to vote, Affiliate Members must be Members in good standing with their dues paid current in the Corporation.

#### **Section 5. 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 granted 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 6.      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 7.      Voting Members**

Active, Associate, Affiliate and Life Members shall be designated as "Voting Members of the Corporation" and shall be entitled to vote as set forth in these Bylaws. Voting Members shall vote on the appointment of representatives to the Corporation's Board of Directors, and on any other business that the Board of Directors elects to bring before the Members for a vote.

## **Section 8.      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 9.      Membership Dues**

The Corporation shall have the power to fix its own schedule of dues payable by its Members, subject to ratification of the schedule by at least two-thirds (2/3) of the Board of Directors of the Corporation, as defined below. The National Association shall be notified with changes in dues at such time designated by the National Association.

# **ARTICLE VI: REPRESENTATIVES**

## **Section 1.      Representatives**

The Voting Members of the Corporation shall be represented at all state, regional and national events of the National Association of Health Underwriters through Representatives ("Representative(s)" or ("Voting Representatives")) as provided in Section 7152 and 7153 of the California Corporations Code and these Bylaws.

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

A Representative of the Corporation shall serve for no more than a one-year term or subsequent terms as approved by the Board of Directors, and elected by the membership.

## **Section 3.      Selection of Representatives and Alternate Representatives**

Representatives shall be nominated by the President and approved by the Board of Directors. Representatives must be Members in good standing of the Corporation and be qualified to fulfill the responsibilities of the duties for the post to which they are appointed. The President may nominate and the Board of Directors may approve Alternate Representatives who are qualified to represent the Corporation. If a Representative is unable to attend any meeting for which he has been nominated and approved by the Board of Directors, an Alternate Representative may attend the meeting and vote in lieu of the Representative who was unable to attend the meeting. All reference herein to Representatives shall include Alternate Representatives.

## **Section 4.      Number of Representatives from The Corporation**

The number of Representatives from the Corporation shall be determined by the majority vote at any regular meeting of the Board of Director of the Corporation and shall be limited to the allowable number of Representatives as defined for any state, regional or national event of the National Association of Health Underwriters.

## **Section 5.      Notification of Representative Selected**

The President of the Corporation after the nomination of the Representative and approval of the majority of the Board of Directors of the Corporation shall notify the Representative of the specific duties and limitations of his appointed position. Such specific duties and limitations shall be defined by the rules governing the state, regional or national event of the National Association of Health Underwriters to which the Representative has been appointed and shall be further defined by any specific duties and limitations defined by the Board of Directors of the Corporation at the time of the Representative's selection or at any future time by the Board of Directors.

## **Section 6. Removal of Representatives or Alternate Representatives**

Any Representative nominated by the President and approved by the Board of Directors of the Corporation may be removed by the Board of Directors with a simple majority vote. Removal will be subject to any applicable state and federal laws. Removal need not be for cause. Any Representative who is subject to removal proceedings shall be given at least a two week notice (14 calendar days) of such proceedings and shall be given an opportunity to present argument to the Board of Directors of the Corporation for why such a removal should not occur.

# **ARTICLE VII: MEETINGS OF MEMBERSHIP**

## **Section 1. Annual Meeting**

An annual meeting of the Membership shall be held in the fourth quarter of each fiscal Board year at any place within or outside of the State of California as designated by the Corporation's Board of Directors for the purpose of electing the Corporation's Officers/Directors and for the transaction of such other business as may come before the meeting of the Membership. The annual meeting of the Membership shall be pursuant to the provisions of these Bylaws and in accordance with applicable state and federal laws.

Board of Directors will select and approve a date for the annual meeting of the Membership to be approved no later than August 31st. Any Member in good standing of the Corporation shall be permitted to attend annual meetings of the Membership.

## **Section 2. Special Meetings**

A special meeting of the Membership 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 ten percent (10) or more of the active Membership. The party or parties who call the special meeting shall serve a written request to the President or any Vice President of the Corporation specifying the general nature of the business proposed to be transacted. The President or Vice President 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 Voting Members. The written notice to the Membership 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 the Membership shall be in writing and shall be given at least fourteen (14) 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 Voting Member, at the address of that Member 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 Voting 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 Membership 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. Filling of vacancies on the Corporation's Board;

- c. Amending the Corporation's Articles of Incorporation;
- d. 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;
- e. Electing to wind up and dissolve the Corporation;
- f. 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 VII, 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**

Ten percent (10) of the Membership, attending in person, or voting as defined in Article VII, Section 5, shall constitute a quorum for a meeting of the Annual Membership. If a quorum is present, a vote of the majority of Membership 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 Membership required to constitute a quorum. If a quorum is not present at the Annual Meeting, a majority of the Membership 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 Officer/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 Membership.

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

Any action required or permitted to be taken by the Membership 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 the Annual Meeting of the Membership. The action by written consent shall have the same force and effect as the unanimous vote of the Membership.

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

The transaction of any meeting of the Membership, however called or noticed and whenever held, shall be as valid as though taken at a meeting held after a regular call and notice, if (1) 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 the Membership, except that if action is taken or proposed to be taken for approval of any of those matters specified in Article VII, Section 3 of these Bylaws, the waiver of notice, consent, or 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 VIII: 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 Corporations 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 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. Designation of Delegates to the House of Delegates of the California and National Associations**

The President of the Corporation shall nominate and the Board of Directors shall approve those Members of the Corporation who shall represent the Corporation at the Annual Convention of the House of Delegates of the California and National Associations. The Board shall designate the number of Delegates to the House of Delegates of the California and National Associations to which the Corporation is currently entitled pursuant to the Bylaws of the California and National Associations. The Corporation shall assist those Delegates to the Annual Convention in fulfilling their obligations as Delegates.

## **Section 3. Number and Tenure**

The Corporation shall not have less than three (3) or more than fifty (50) voting Directors. The exact number of Directors shall be fixed, within the specified limits, by a resolution adopted by the Board of Directors.

The Board of Directors shall be comprised of Executive Board Members and General Board Members nominated and approved by the Executive Board. The Executive Board Members are the Officers of the Corporation, including the Immediate Past President.

The Membership shall elect Members to serve on the Executive Board at the annual meeting of the Membership provided in these Bylaws. Each Director shall hold office until the next Annual Meeting of the Membership or until a successor has been elected or appointed and qualifies to serve.

## **Section 4. 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 a Director or Officer of the Corporation by the Board of Directors if his/her election will result in more than thirty percent (30) of the Board Members having the same employer.

## **Section 5. 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 one per quarter.

## **Section 6. Special Meetings**

Special meetings of the Board of Directors may be called by the President, or by a majority of the Directors pursuant to noticing provisions set forth in Article VIII, Section 7, of these Bylaws.

## **Section 7. 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) business 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 8. 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 9. 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, or these Bylaws.

#### **Section 10. 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 11. 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 by written communication, telegram, facsimile, email or other electronic means or first class mail.

#### **Section 12. 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 13. Attendance at Meetings**

Members of the Board of Directors shall be encouraged to attend at least seventy-five percent (75) of all regular and special meetings of the Board of Directors. Members of the Board of Directors shall be encouraged to attend at least seventy-five percent (75) of all regular monthly meetings of the Membership. Members of the Board of Directors shall be encouraged to attend every event of the State, Regional or National organizations for which Corporation money has been committed in advance on their behalf.

If an Officer of the Board of Directors during his term of office has more than two (2) absences from any regular Board of Directors meeting or regular meeting of the Membership that have not been approved by the President of the Corporation, that Officer is subject to removal from office as described in Article VIII, Section 16.

#### **Section 14. Vacancies on the Board of Directors**

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

The Board of Directors shall vote to fill any vacancy occurring in the Board of Directors of the Corporation. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors of the Corporation.

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 15. Resignations**

Any Director may resign effective upon giving written notice to the President, Executive Director, 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 of Directors of the Corporation, 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 16. Recall and Removal from Office**

No Director of the Board may be removed from office without three-fourths (3/4) vote of the entire Board of Directors of the Corporation. The Board of Directors of the Corporation may be convened for purposes of removing an Officer in accordance with Article VII, Sections 1, 2, and 3, of these Bylaws.

The General Membership may remove a member of the Board of Directors as articulated in Article VII, Section 3. To initiate the removal of a Director as stated in Article VII, Section 3, a minimum of twenty-five percent (25) of the Voting Members must request the removal in writing. In accordance with Article VII, Section 3, written notice of recall or removal must be sent by registered mail to the Officer advising him/her of the action proposed to be taken.

Notwithstanding the above, any Officer who misses meetings as described in Article VIII, Section 13, may be subject to removal by a vote of two-thirds (2/3) of the Board of Directors.

#### **Section 17. 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 of the Corporation.

### **ARTICLE IX: ELECTION AND APPOINTMENT OF DIRECTORS**

#### **Section 1. Election or Appointment of Officers/Directors**

The Membership shall elect nine (9) Officers of the Corporation who shall also serve as Members of the Board of Directors. The Officers of the Corporation include the President, President-Elect, Immediate Past President, Vice President of Communications and Public Affairs, Vice President of Membership, Vice President of Legislation, Vice President of Professional Development, Vice President of Finance, and Vice President of Political Action.

#### **Section 2. Nomination of Officers**

The Nomination Committee shall select candidates to serve as Officers on the Board prior to the close of nominations.

The report of the Nominations Committee along with the names of additional nominees for Officers shall be included in the written notice of the Annual Meeting of the Membership. Any other nominations must be made from the floor during the Annual Meeting of the Membership.

The Nominating committee report must be communicated to the general membership no less than thirty (30) calendar days in advance of the Annual Meeting of the Membership. Such communication may be by written or electronic communication or posting on the Corporation's website.

#### **Section 3. 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 the Membership the nominee's qualification 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 X: OFFICERS**

#### **Section 1. Officers**

The Officers of the Corporation shall be a President, President-Elect, Immediate Past President, Vice President of Communications and Public Affairs, Vice President of Membership, Vice President of Legislation, Vice President of Professional Development, Vice President of Finance, and Vice President of Political Action. 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**

All Officers of the Corporation, with the exception of the President, and the Immediate Past President shall be elected annually by the Members at the Annual Meeting of the Membership. Each officer shall hold office for a one (1) year term or until a successor shall have been elected and qualifies. Terms shall commence on July 1st of each year.

## **Section 3. Resignation**

Any Officer may resign in accordance with the provisions set forth in Article VIII, Section 15, of these Bylaws.

## **Section 4. Vacancies**

Vacant offices may be filled in accordance with Article VIII, Section 14, of these Bylaws.

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

Any Voting Member of the Corporation who meets the qualifications set forth in Article VIII, 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 the 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 committees, task forces, and study groups of the Corporation and shall be an ex-officio Member of all such bodies. The President shall make appointments of General Board Members to the Board of Directors.

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 Membership, 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 designated 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 assume the Presidency of the Corporation and a replacement will be elected at the next Annual Meeting of the Membership. 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 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. The President-Elect shall assume the office of President effective July 1<sup>st</sup> following the Annual Meeting of the Membership.
- C. The President-Elect shall 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 assigned by the President and the Board of Directors.

## **Section 9. Vice President of Communications and Public Affairs**

The Vice President of Communications and Public Affairs shall serve as Chairperson of the Communications and Public Affairs Committees, shall oversee the meetings and activities of the Communications and Public Affairs

Committees, and shall report on its activities to the President and the Board of Directors upon request. He/she shall serve as editor and be responsible for the management of any Corporation communications and shall oversee all social media sites (ex. Facebook, LinkedIn, Twitter, etc.).

The Vice President of Communications and Public Affairs will also be responsible for consumer and media relations, and providing educational materials for consumers and legislators, town hall meetings, or consumer-based educational meetings.

#### **Section 10. Vice President of Membership**

The Vice President of Membership shall serve as Chairperson of the Membership Committee, shall oversee the meetings and activities of the Membership Committee, including retention and Vanguard, and shall report on its activities to the President and the Board of Directors upon request.

#### **Section 11. Vice President of Legislation**

The Vice President of Legislation shall serve as Chairperson of the Legislation Committee, shall oversee the meetings and activities of the Legislation Committee, and shall report on its activities to the President and the Board of Directors upon request. The Vice President of Legislation, shall chair any legislative symposiums or conferences.

#### **Section 12. Vice President of Professional Development**

The Vice President of Professional Development, shall serve as Chairperson of the Education and Programs Committees, shall oversee the meetings and activities of the Education and Programs Committees, and shall report on its activities to the President and the Board of Directors upon request. He/she will be primarily responsible for the monthly programs for the general membership, LPRT, California Department of Insurance communications and the continuing education activities as related to the Corporation's continuing education programs.

#### **Section 13. Vice President of Finance**

The Vice President of Finance shall act as the Corporation's Secretary and Chief Financial Officer of the Corporation's funds and financial records and shall keep, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Vice President of Finance 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 therefore;
9. In general, perform all duties incident to the office of Secretary of the Corporation 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 Vice President of Finance may be required to give the Corporation a bond at the discretion of the Board of Directors. The Vice President of Finance shall preside over the meetings and activities of the Finance Committee and shall report on its activities to the President and the Board of Directors upon request.

In the capacity of Secretary of the Corporation, the Vice President of Finance 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, Membership, 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 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 XV;
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.

The Vice President of Finance shall serve as Chair of the Finance Committee and the Ways and Means Committee, if such committees exist. He/she presides over meetings and activities of the Finance Committee and the Ways and Means Committee and shall report on the committees' activities to the President and Board of Directors upon request.

The Vice President of Finance shall oversee all charitable activities of the Corporation.

#### **Section 14. Vice President of Political Action**

The Vice President of Political Action, shall serve as Chairperson of the Political Action Committee, shall oversee the meetings and activities of the Political Action Committee, and shall report on its activities to the President and the Board of Directors upon request. He/she shall oversee Political Action Committee contributions, reporting, and fund raising activities. It is the responsibility of the Vice President of Political Action to attend all State monthly conference calls, and State and National legislative conferences.

#### **Section 15. Interim President**

The Board of Directors may appoint an Interim President only when the office of the President is vacated for any reason and on the same day that the President's office is vacated, there is no person serving as the President-Elect. An Interim President must be appointed and approved by two-thirds (2/3) vote of the Board of Directors. An Interim President need not have served immediately preceding his appointment.

An Interim President shall serve until a new President of the Corporation is appointed as called for in Article XIII, Section 14, or when a new President of the Corporation is elected at the next Annual Meeting as described in Article X, Section 2, whichever comes first.

The Interim President shall have all of the rights, duties and responsibilities as described for the President of the Corporation in these by-laws.

#### **Section 16. General Board Members**

General Board Members shall serve as ex officio (non-voting) Members of the Board of Directors. General Board Members shall not be counted towards the calculation of a quorum for any regular or special meetings of the Board of Directors.

There are no limits as to the total number of General Board Members that may be appointed.

General Board Members may be nominated only by the President of the Corporation and must be approved by two-thirds (2/3) vote of the Board of Directors.

General Board Members shall hold office for a one-year term or until July 1st of each year, whichever comes first.

General Board Members may be removed from office as described in Article XIII, Section 16 and are subject to the meeting attendance requirements of Article XIII, Section 13.

General Board Members shall perform such duties as may be assigned by the President of the Corporation or the Board of Directors.

General Board Members shall be designated by the President and subject to approval by the Board of Directors to serve on Standing or special committees. General Board Members may be appointed by the President and subject to approval by the Board of Directors to serve as the Chairperson of any special committee. General Board Members may be appointed by the President and subject to approval by the Board of Directors to serve as the Chairperson of any Standing Committee only if such a Standing Committee has no Chairperson due to the vacancy of a position on the Board of Directors.

#### **Section 17. 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 Annual Membership.

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 Board of Directors.

### **ARTICLE XI: COMMITTEES**

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

The Corporation shall maintain the following standing committees:

- a. Communications and Public Affairs Committee: The Communications and Public Affairs Committee shall coordinate all correspondence between the Corporation and membership and shall develop programs designed to inform other industry organizations 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 this Corporation's standing in the public arena.
- b. Membership Committee: The Membership Committee shall encourage and increase membership within the Corporation.
- c. Legislation Committee: The Legislation Committee shall examine laws and regulations, existing or proposed, that affect the health insurance and/or disability industry and those engaged therein, and submit its recommendations and resolutions concerning such laws and regulations to the Board of Directors.
- d. Education and Programs Committee: The Education and Programs Committee shall coordinate the development and promotion of continuing education programs for the benefit of the Membership, and shall create, schedule and coordinate all general monthly meetings.
- e. Finance Committee: The Finance Committee shall be responsible for management and oversight of the Corporation's finances and investments.
  - e1. Ways and Means Committee: The Ways and Means Committee shall annually 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.
  - e2. The Ways and Means Committee may also recommend changes in investment and fiscal policies subject to approval and adoption by the Board of Directors.
- f. Political Action Committee: The Political Action Committee shall receive contributions and make expenditures to support or oppose candidates for state and local office and support the State or National Political Action Committees. The Committee will operate in accordance with federal, state and local laws.



- g. Awards Committee: The Awards Committee will be chaired by the Immediate Past President. The Committee nominates award candidates for the Local, State and National Association awards. The Committee submits award nominees to the National Association for the National Convention.
- h. Nominations Committee: The Nominations Committee shall be composed of the President, President-Elect, and the Immediate Past-President. The President-Elect of the Corporation shall serve as the Chairperson of the Nominations Committee. If the position of the President-Elect is vacant, the Immediate-Past President will serve as the Chairperson of the Nominations Committee. If the Immediate-Past President is unavailable, any other Past-President may serve on the committee. The appointment of any Past-President to the committee must be nominated and approved by the Board of Directors.  
Any Past-President nominated and approved by the Board of Directors to serve on the Nominations Committee may in the event of the Immediate Past-President's absence serve as the Chairperson. The Nominations Committee shall recruit candidates for all offices of the Corporation to be elected at the Annual Meeting of the Membership. In the case of a vacancy in an office or in the case of the inability or ineligibility of an Officer-elect to serve in his/her elected position, the Committee shall nominate a replacement candidate and shall submit a recommendation to the Board of Directors.
- i. Special Events Committee: The Special Events Committee shall be responsible for the planning and implementation of the Annual Meeting, the annual convention and other meetings as directed by the Board of Directors.

## **Section 2. 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 advice 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. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **Section 3. 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.

## **ARTICLE XII: FISCAL YEAR**

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

## **ARTICLE XIII: 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 of 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 the Membership. At that meeting, the Membership 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 Membership 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 XIV: 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 by 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 Vice President Finance and countersigned by the President of the Corporation.

## **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 Purposes of this Corporation.

# **ARTICLE XV: 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 the Membership 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.

## **Section 3. Member's 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 photocopy records of all Members' names, addresses, and voting rights at reasonable times, upon written request of the Secretary of the Corporation. This 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 Voting Members entitled to vote at 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 Membership list shall be made available within no more than ten (10) calendar 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;
4. 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.

## **ARTICLE XVI: 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 XVII: 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 Voting Members.

## **ARTICLE XVIII: 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 Orange County Association of Health Underwriters.

## APPENDIX A NAHU CODE OF ETHICS

To hold the selling, service and distribution of health, financial and retirement security products and services 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 health, financial and retirement security products and services 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 extend honest and professional conduct to my clients, associates, and fellow agents and brokers, and the company or companies whose products I represent.

### CERTIFICATION OF AN OFFICER

I, BARBARA A. SALVI, hereby certify:

That I am the duly elected and acting Vice President of Finance of the Orange County Association of Health Underwriters, A California Nonprofit Corporation; and

That the foregoing Bylaws, consisting of 17 pages, including this one, constitute the Bylaws of said Corporation, as duly adopted by the Board of Directors at a meeting held on MAY 8, 2018.

IN WITNESS WHEREOF, I hereunto set my hand this 9<sup>th</sup> day of May, 2018.

Signed: Barbara A. Salvi





# CHAPTER BYLAWS

Amended: 2/9/2016

**BYLAWS  
Of the  
GNIAHU of St. Joseph County (Indiana). Inc. Association of Health  
Underwriters**

**Adopted (09/28/2010)  
Amended (2/9/2016)**

**ARTICLE I – NAME AND TERRITORIAL LIMITS**

- Section 1. This organization shall be known as the GNIAHU of St. Joseph County Inc. of the Association Health Underwriters, hereinafter referred to as this Association, a non-profit corporation incorporated as such under the laws of the state of Indiana and chartered by the National Association of Health Underwriters.
- Section 2. The territorial limits of this Association shall be confined to *St. Joseph, Elkhart and Marshall Counties of Indiana*. 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 Indiana 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
- 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.

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

- Section 1. This Association agrees to be bound by the bylaws of the State 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 State 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 State 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. *(The NAHU fiscal year is January 1 – December 31.)*
- Section 4. This Association's books of accounts shall be reviewed and/or audited at least once each fiscal year. The Board of Directors shall name the auditors/reviewers.
- Section 5. The Board of Directors shall determine the official depository (ies) for Association funds and shall designate one or more Board members in addition to the Treasurer to sign or countersign checks or other documents for the disbursement of such funds.

## **ARTICLE VI – OFFICERS**

- Section 1. The officers of this Association shall be: President, President-Elect, Immediate Past President, Vice President, Secretary, and Treasurer. *A maximum of two non-voting Association Executives (Advisor). The Local President may appoint the Advisor(s) with majority board approved. No entity or association may have more than two (2) board members serving during the same period of time.*
- Section 2. Each officer shall be an active member of this Association, and the State 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. *The GNIAHU Board may approve the nomination of the current President for a second consecutive term with 75% board approval.*
- Section 5. The office of Immediate Past President shall be filled automatically by the outgoing President. In the event there is no outgoing President, this office shall remain vacant.
- Section 6. If the office of the President shall become vacant due to death, disability, resignation, or removal by due process, the President-Elect shall assume the office for its unexpired term and the term of President for the succeeding year and the office of President-Elect shall become vacant until the next regular election. If the office of President becomes vacant and there is no President-Elect, the order of succession shall be Vice President then Treasurer, and then Secretary.
- Section 7. If the office of President-Elect shall become vacant due to death, disability, resignation, or removal by due process, or by succession to the Presidency under Article VI., Section 6, the President shall, within thirty (30) days of the effective date of vacancy, appoint a member of this Association in good standing to fulfill the duties of the office for its unexpired term. The appointment shall be subject to a three-fourths (3/4) vote of approval by the Board of Directors. The office itself shall remain vacant until the next regular election.
- Section 8. If the offices of Vice President, Secretary and/or Treasurer become vacant due to death, disability, resignation, recall or removal by due process, or by succession under Article VI., Section 6, the office(s) shall be filled by appointment by the President. The appointment shall be subject to three-fourths (3/4) vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s). Appointees shall assume the title and duties of the office(s).

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

- Section 1. The duties of the officers shall be as follows:

- 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. Vice President – The Vice President in the absence of the President and the President-Elect shall preside at all meetings of this Association and the Board of Directors and shall perform such other duties as may be assigned by the President or Board of Directors.
- E. Secretary – 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.
- F. 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 up to 2 Association Executive Advisor(s).
- Section 2. Each director shall be an active member of this Association, and the State 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.)  
The GNIAHU Board may approve the nomination of the current President for a second consecutive term with 75% board approval.
- 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. Nominations
  - F. Programs
  - G. Hospitality
  - H. Media
  - I. HUPAC
- 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. 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 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.



## **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 this 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 this may be false or misleading.

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

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

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

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

# **BYLAWS**

## **of the**

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

***Adopted May 4, 1993***  
***Amended May 3, 1994, May 2, 1995, May 19, 1998, May 4, 1999***  
***Revised May 17, 2007***  
***Revised November 30, 2010***  
***Revised April 23, 2018***

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

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

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

#### **ARTICLE II – PURPOSES**

Section 1. The objectives of this Association shall be:

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

Section 2. This Association and its members recognize an obligation to present accurately, honestly and completely every fact essential to the client's decision as expressed in the National Association of Health Underwriters Code of Ethics, contained in Appendix A and which is considered a part of these bylaws.

#### **ARTICLE III – MEMBERSHIP**

Section 1. Membership in this Association will be available under the following designations:

- A. Individual Members
- B. Associate Individual Members
- C. Local Association Members
- D. Life Members
- E. Associate Company Members
- F. Affiliate Members

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

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

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

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

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

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

#### **ARTICLE IV – NATIONAL AFFILIATION**

Section 1. This Association agrees to be bound by the bylaws of the National Association of Health Underwriters as adopted and amended.

Section 2. The Board of Directors shall provide for the prompt review, approval and forwarding of all reports required or requested by the National Association of Health Underwriters.

Section 3. Insofar as possible, this Association shall be represented by its proper delegates, or their duly appointed alternates, at the annual meeting of the National Association of Health Underwriters.

#### **ARTICLE V – DUES AND FINANCE**

Section 1. Each active member of this Association shall pay local, state and national annual dues. Such annual dues shall be payable on the first day of the member's anniversary month as recorded by the National Association of Health Underwriters. All dues shall be submitted to and through the National Association

of Health Underwriters. Any individual member more than ninety (90) days in arrears in payment of dues shall be dropped from the rolls as a member in good standing.

Section 2. The Board of Directors shall determine the amount of annual dues of this Association, subject to the ratification of a majority of the local associations in the state. This Association's dues may only be changed once a year and will be in effect from January 1 through December 31 of each year. Not later than the fifteenth (15th) of September of each year, or a date specified by the National Association of Health Underwriters, if this Association plans to increase or decrease its state chapter dues for the following calendar year, the President shall advise the National Association of Health Underwriters in writing of the Board-approved dues for the following year.

Section 3. The fiscal year of this Association shall begin on the first day of January of each year.

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

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

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

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

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

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

#### **ARTICLE VII – OFFICERS**

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

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

Section 3. All officers shall serve without compensation.

Section 4. All officers shall take office on the first day of July of each year following their election, and shall serve for a term of one year.

Section 5. The office of Immediate Past President shall be filled automatically by the outgoing President. In the event there is no outgoing President, this office shall remain vacant.

Section 6. If the office of the President shall become vacant due to death, disability, resignation, or removal by due process, the President-Elect shall assume the office for its unexpired term. The office of President-Elect shall become vacant until the next regular election. If the office of President becomes vacant and there is no President-Elect, the order of succession shall be Vice President, and then Secretary/Treasurer.

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

Section 8. If the offices of Vice President and/or Secretary/Treasurer become vacant due to death, disability, resignation, recall or removal by due process, or by succession under Article VI., Section 6, the office(s) shall be filled by appointment by the President. The appointment shall be subject to a majority vote of approval by the Board of Directors and shall be only for the unexpired term of the office(s). Appointees shall assume the title and duties of the office(s).

#### **ARTICLE VIII – DUTIES OF OFFICERS**

Section 1. The duties of the officers shall be as follows:

- A. President – The President shall be the chief elected officer of this Association and shall preside over all meetings of this Association and the Board of Directors. The President shall be an ex officio member of all standing and special committees except the Nominations Committee.
- B. President-Elect – The President-Elect, in the absence of the President, shall preside at all meetings of this Association and the Board of Directors and shall perform such other duties as may be assigned by the President or Board of Directors.
- C. Immediate Past President – The Immediate Past President shall serve as an advisor to the Board of Directors and perform other duties as assigned by the President or Board of Directors. The Immediate Past President shall be the chair of the nominations committee.
- D. Vice President – The Vice President, in the absence of the President and the President-Elect, shall preside at all meetings of this Association and the Board of Directors and shall perform such other duties as may be assigned by the President or Board of Directors.
- E. Secretary/Treasurer – The Secretary/Treasurer shall be responsible for overseeing all records of membership, attendance, membership dues and minutes of the meetings of this Association and the Board of Directors and shall perform other duties as may be assigned by the President or Board of Directors. Any dues received shall be forwarded to the National Association of Health Underwriters, where they will be deposited and the local portion remitted back to this Association monthly. The Treasurer/Administrator shall be responsible for the completion and submission of forms required by laws governing the tax status of this Association.

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

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

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

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

Section 4. All directors shall take office on the first day of July of each year following their election, and shall serve for a term of one year. (See Article VII, Section 4.)

Section 5. The Board of Directors shall determine the policies and activities of this Association, approve the budget, authorize all expenditures and disbursements, and has the authority and responsibility to manage this Association's affairs.

Section 6. The Board of Directors shall meet no less than four (4) times per year or at the call of the President or at the request of three (3) presidents of Local Associations. The meetings shall be held at such times and places as may be determined by the President or Board of Directors. A written notice of the time and place of all regular meetings of the Board of Directors of this

Association shall be distributed to each member of the Board by the President not less than thirty (30) days prior to the meeting.

Section 7. The Board of Directors may transact business by mail or electronic means by voting upon proposals presented to them. Any such proposal shall be adopted if a majority of the entire Board returns affirmative votes. The members of the Board of Directors shall be advised of the results of such balloting no less than seven (7) days after the vote is tabulated.

Section 8. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 9. In the event a director position in this Association becomes vacant due to death, disability, resignation or removal by due process, or by succession under Article VII., Section 6, the position shall be filled in accordance with the Bylaws of the State or local association where the vacancy occurred. A vacancy in the position of Chair of the Legislative Council shall be filled by appointment by the President. The appointment of the Legislative Chair shall be subject to a majority vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s).

#### **ARTICLE X – ADMINISTRATOR**

Section 1. The Administrator is appointed by the Board of Directors, for such period, such compensation, and with such authority, duties, facilities and assistance as the Board of Directors may determine.

Section 2. The Administrator shall have no vote.

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

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

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

Section 2. The election of Voting directors shall be held by the local associations prior to the annual meeting of this Association.

Section 3. At least three (3) months prior to the date of the OAHU annual meeting, the President shall appoint a Nominations Committee. The duties of this committee shall be to solicit and receive nominations and to prepare a slate of candidates. The Nominations Committee shall have general charge of the election process including the preparation, distribution, collection and counting of ballots, and reporting the results.

Section 4. Defining a Nominee. A nominee must be a past local president. There shall be no more than two (2) officers from one local on the board at the same time.

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

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

\*See article XIII, Section 2

#### **ARTICLE XII – COMMITTEES**

Section 1. There shall be the following standing committees:

A. Awards

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

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

Section 3. The Board of Directors shall establish guidelines for all committees and task forces regarding usual duties, terms of office, and requirements for reports unless otherwise specified in these bylaws.

Section 4. Special committees may be appointed by the President, with the approval of the Board of Directors, and shall perform such duties as may be defined in their creation.

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

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

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

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

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

### **ARTICLE XIII - OAHU DELEGATES**

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

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

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

Section 4. The number of OAHU delegates selected from each local association shall be based upon the

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

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

Section 6. Any delegate or alternate delegate representing a local association may be removed by that local association. Any delegate or alternate delegate who is the subject of removal proceedings shall be given reasonable notice of such proceeding and an opportunity to respond.

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

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

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

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

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

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



Approval by the delegates of any of the following proposals, other than unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice, pursuant to Article XIV, Section 8 of these bylaws, state the general nature of the proposal or proposals: (a) removing a director; (b) amending the Articles of Incorporation; (c) approving a contract or transaction between this Association and one or more directors, or between this Association and any entity in which a director has a material financial interest; (d) electing to wind up and dissolve this Association; (e) approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the Articles of Incorporation or Bylaws, when this Association is in the process of winding up.

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

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

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

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

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

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

Section 1. An officer, member of the Board of Directors, committee member or chair, or task force member or chair may be removed from office in the event of such acts of dishonesty, fraud, misrepresentation, or other reasonable cause as would prevent the effective performance of his/her duties.

Section 2. No elected officer or board member, or appointed committee member or chair, or appointed task force member or chair may be removed from office without three-fourths (3/4) vote of the Board of Directors at any regular or special meeting at which a quorum is present.

Section 3. Notice of recall or removal must be sent by registered mail to the affected individual advising him/her of the action taken or about to be taken. Removal by due process requires notification prior to the vote for removal from office. The Board of Directors

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

Section 4. Recall from office of an officer or director of the Association shall cause the office to be vacant until removal from the office is achieved as described in Section 2 of this article and a successor is appointed.

Section 5. Failure to achieve the required vote for removal will cause the immediate reinstatement of the recalled individual to office. Any appointee replacing the recalled officer shall also immediately be discharged.

Section 6. Any individual member of this Association shall lose all rights and privileges of office under this Association if his/her license to sell insurance is revoked or if he/she is convicted of a felony or gross misdemeanor.

#### **ARTICLE XVI – PARLIAMENTARY AUTHORITY**

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

#### **ARTICLE XVII – AMENDMENTS**

Section 1. Amendments to these bylaws, if in conformity with or if not contrary to the policy of the National Association of Health Underwriters, may be adopted by a majority vote of the delegates of this Association present at any meeting of this Association, provided that written notice of the meeting and of the proposed amendment(s) shall have been given to the delegates at least one month prior to the meeting, and provided further that a quorum is present at the meeting.

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

#### **ARTICLE XVIII – INDEMNIFICATION**

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

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

Section 3. The Association may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the Association, against any such expenses, judgments, etc. arising out of such persons' actions taken in the capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article or under Ohio Revised Code.

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

#### **ARTICLE XIX – DISSOLUTION**

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

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

Section 3. This Association's charter with the National Association of Health Underwriters may be suspended or revoked in accordance with appropriate sections of the bylaws of the National Association of Health Underwriters.

Section 4. This Association shall use funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure or be distributed to its members in the event this Association is dissolved or its charter revoked for cause in violation of the bylaws of the National Association of Health Underwriters. Immediately upon dissolution or revocation of its charter, this Association's Board of Directors shall return all remaining Association funds to the National Association of Health Underwriters for placement in escrow. Funds placed in escrow will be distributed in accordance with the procedures outlined in the bylaws of the National Association of Health Underwriters.

#### **ARTICLE XX – PREVIOUS BYLAWS SUPERCEDED**

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

**##END##**

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

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

To keep paramount the needs of those whom I serve.

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

To give all service possible when service is needed.

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

To use no advertising which may be false or misleading.

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

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

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

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



## Request for Chapter Chartering

### Section I: Charter

1. This organization hereby requests approval and status within the organizational structure of the National Association of Health Underwriters.
2. We agree to be known as the Central Missouri Association of Health Underwriters, a not-for-profit professional association chartered by the National Association of Health Underwriters.
3. The territorial limits of this association shall be confined to the following zip code areas composed of the counties, parishes, townships or cities known as: Boonville, Brunswick, California, Camdenton, Carrollton, Chillicothe, Cole Camp, Columbia, Concordia, Fulton, Hannibal, Jefferson City, Kirksville, Linn, Macon, Marshall, Mexico, Moberly, Montgomery City, Sedalia and Warrensburg.
4. Zip codes to be included are: 63361, 63401, 63501, 63552, 64020, 64093, 64601, 64633, 65018, 65051, 65065, 65101, 65102, 65109, 65110, 65201, 65202, 65203, 65233, 65235, 65236, 65251, 65265, 65270, 65301, 65302, 65340
5. We hereby agree to be bound by the national bylaws now in force, as amended; a copy of which is attached to this request. We further agree to be bound by and operate within the scope of those bylaws as they may be amended in the future. We agree to be bound by the operational resolutions of our state association.
6. This association is to bear the responsibility of managing, supervising, directing and controlling the business, funds, assets, and property of this association and is expected to create and submit to NAHU through the state association operative resolutions to accomplish the above.
7. This association will appoint an interim Board of Directors to be composed of an executive board and two (2) or more members representing the membership at large, but not less than six (6) total. If a state association, the Board of Directors shall be composed of a state executive board plus one duly elected delegate or alternate from each local association within the state association territorial boundaries.
8. This association has opened a bona fide banking account for the purpose of transacting association business.
9. We understand that this association must have its own free-standing Internal Revenue Service Identification Number, and we agree to or have applied for a business identification number from the Internal Revenue Service.
10. This association has or will apply for its own qualifying not-for-profit federal tax status under current Section 501(c)(6) of the Internal Revenue Code or applicable section as hereafter amended.
11. The fiscal year of this association shall be July 1 through June 30.



## Request for Chapter Chartering



## Request for Chapter Chartering

### Section II: Officer List

#### Board of Directors for: Central Missouri Association of Health Underwriters

Effective Dates of Office: Starting: July 1, 2018 Through: June 30, 2019

Position	Name	Address	E-mail & Phone Number
*President	Clint Guier	Senior Benefit Services, 801 Gray Oak Drive, Columbia, MO 65202	800/689-2800 clint.guier@sbsteam.net
*Vice President	Becki Jennings	4732 Osage Beach Parkway, Suite C, Osage Beach, MO 65065	573/693-9443 becki@jenningsinsurancegroup.com
*Secretary	Sandy Schlesselman	Paul Kelly Insurance, 119 N. Maple, PO Box 204, Cole Camp, MO 65325	660/668-3995 sandy@paulkellyinsurance.com
*Treasurer	Steven Hermann	Propartners Wealth, 410 S. Glewood, Columbia, MO 65203	573/693-4233 steven@propartnerswealth.com
Membership/ Retention	TBA		
Legislative	TBA		
Professional Development/Programs	TBA		
*Director at Large:	Tiffany Jaegers	Winter-Dent, 101 E. McCarty Street, PO Box 1046, Jefferson City, MO 65102	573/449-8100 tiffany@winterdent.com
*Director at Large:	Dan Mangus	Senior Marketing Specialists, 801 Gray Oak Drive, Columbia, MO 65202	800/689-2800 Dan.mangus@smsteam.net

## Request for Chapter Chartering

Name	Address, E-mail & Phone Number	New/Transfer From Chapter
1)Becki Jennings	4732 Osage Beach Parkway, Suite C, Osage Beach, MO 65065 573/693-9443 becki@jenningsinsurancegroup.com	MOST Louis
2)Byron Miner	Benefit Specialists LLC, 2502 Lilac Drive, Columbia, MO 65202 573/446-6133 Byron_minor@benefitspecialistsllc.com	MOSTLouis
3)Charlotte Parsons	Parsons & Associates, 5013 Sharon Drive, Jefferson City, MO 65109 573/893-6992 caep@aol.com	MOSTLouis
4)Tiffany Jaegers	Winter-Dent, 101 E. McCarty Street, PO Box 1046, Jefferson City, MO 65102 573/449-8100 tiffany@winterdent.com	MOSW
5)Kristy Schriefer	Winter-Dent, 101 E. McCarty Street, PO Box 1046, Jefferson City, MO 65102 573/634-2122 kristy@winter-dent.com	MOSW
6)Lee Wilbers	Wallstreet Group, 1530 Rax Court, Jefferson City, MO 65109 573/636-3222 leew@wallstreetins.com	MOSW
7)Randy Lueckenotte	Wallstreet Group, 1530 Rax Court, Jefferson City, MO 65109 573/636-3222 randyl@wallstreetins.com	MOSW
8)Dan Mangus	Senior Marketing Specialists, 801 Gray Oak Drive, Columbia, MO 65202 800/689-2800 Dan.mangus@smsteam.net	MOSpringfield
9)Clint Guier	Senior Benefit Services, 801 Gray Oak Drive, Columbia, MO 65202 800/689-2800 clint.guier@sbsteam.net	MOSpringfield
10)Chad Rosenstengel	Gallaher Insurance Group, 110 N. Coal, PO Box 798, Mexico, MO 65265 573/581-8330 x 1602 chad@gallaherinsurance.com	NEW
11)Larry Mertens	Central Bank Insurance Agency, 2316 St. Mary's Blvd., Suite 130, Jefferson City, MO 65109 573/634- 1384 larry.mertens@centralbank.net	MOSW
12)Steven Hermann	Propartners Wealth, 410 S. Glewood, Columbia, MO 65203 573/693-4233 steven@propartnerswealth.com	NEW
13)Tom Kayser	Sunvold Financial, 1000 West Nifong, Building 4, Suite 104, Columbia, MO 65203 573/443-1000 TKayser@Sundvold.com	NEW
14)Sandy Schlesselman	Paul Kelly Insurance, 119 N. Maple, PO Box 204, Cole Camp, MO 65325 660/668-3995 sandy@paulkellyinsurance.com	NEW
15)Bobby D. Richardson	Senior Benefit Services, 801 Gray Oak Drive, Columbia, MO 65201 573/443-5007 Bobby.Richardson@gowithmmg.com	MOSpringfield







## **Request for Chapter Chartering**

### **BYLAWS of the Central Missouri Association of Health Underwriters**

**Adopted May 3, 2018**

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

- Section 1. This organization shall be known as the Central Missouri Association of Health Underwriters, hereinafter referred to as this Association, a non-profit corporation incorporated as such under the laws of the state of Missouri and chartered by the National Association of Health Underwriters.
- Section 2. Territorial limits of this Association shall be confined to: 63361, 63401, 63501, 63552, 64020, 64093, 64601, 64633, 65018, 65051, 65065, 65101, 65102, 65109, 65110, 65201, 65202, 65203, 65233, 65235, 65236, 65251, 65265, 65270, 65301, 65302, 65340

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 Missouri 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



## Request for Chapter Chartering

- 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.

### ARTICLE IV – NATIONAL AND STATE AFFILIATION

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

### ARTICLE V – DUES AND FINANCE

- Section 1. Each active member of this Association shall pay local, state and national annual dues. Such annual dues shall be payable on the first day of the member's anniversary month as recorded by the National Association of Health Underwriters. All dues shall be submitted to and through the National Association of Health Underwriters. Any individual member more than 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.

### ARTICLE VI – OFFICERS

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



## Request for Chapter Chartering

- Section 2. Each officer shall be an active member of this Association, and the State 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.
- 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 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 office of Vice President 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. Vice President – The Vice President, 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 Vice President 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 Vice President 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.



## Request for Chapter Chartering

- 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 two elected directors.
- Section 2. Each director shall be an active member of this Association, and the State 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 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.



## **Request for Chapter Chartering**

- 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
  - D. Nominations
  - E. Professional Development
- 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. 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.



## **Request for Chapter Chartering**

### **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 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, supersede all provisions of any previous bylaws of this Association.

**##END##**



## **Request for Chapter Chartering**

### **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.





## **Finance Committee Teleconference**

**Date: May 14, 2018**

### **MINUTES**

1. Roll Call

Present: Dane Rianhard, Patricia Griffey, Kelly Fristoe, Alycia Riedl, Mike Deagle, Eugene Starks, Janet Trautwein, Jennifer Murphy

Excused: Marsha Tellesbo,

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

3. Comments and discussion concerning the monthly financial report

March 2018 Financial Statements & Trend Analysis – the committee reviewed the statements and analysis and discussed any questions. Motion to accept the financials as presented was made by Kelly, second by Mike, motion carried.

4. Reimbursement Subcommittee Discussion - Eugene will be meeting with the subcommittee on Thursday and will report out at our next meeting.

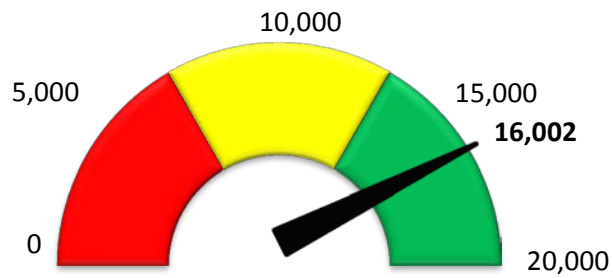
5. New Business –. None

6. Adjourn

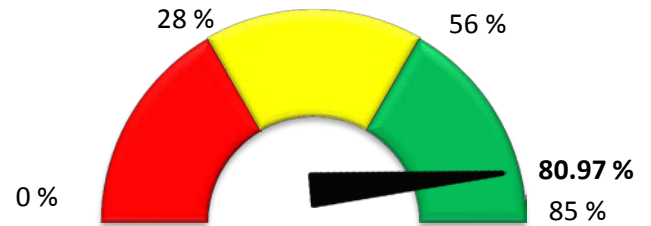


# NAHU BOARD OF TRUSTEES KEY INDICATORS REPORT MARCH 2018

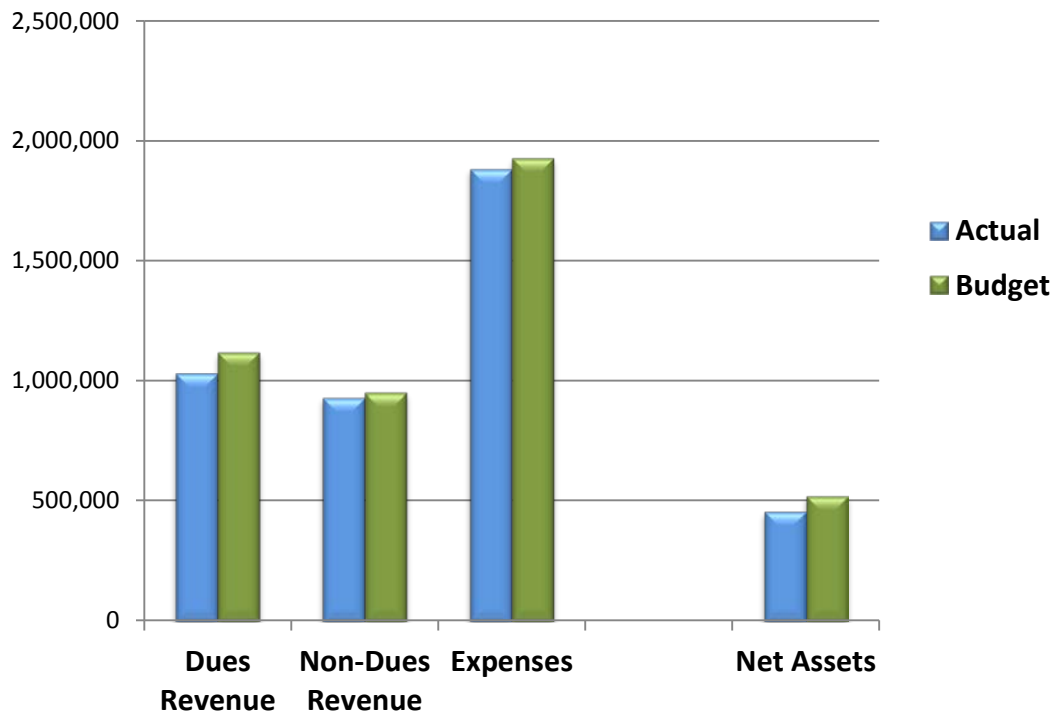
## MEMBERSHIP



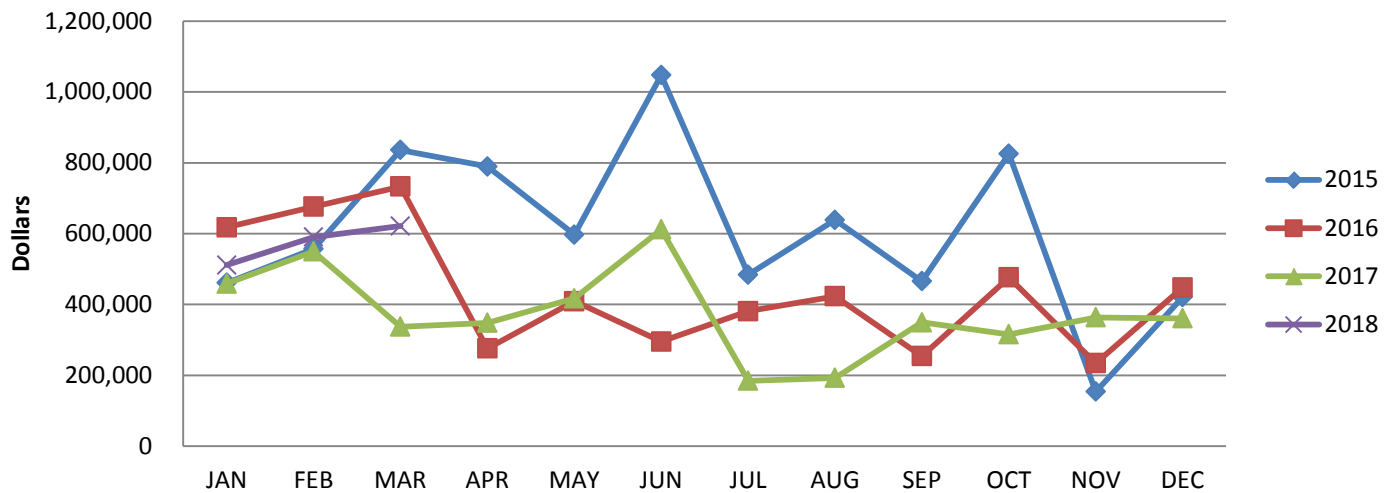
## RETENTION



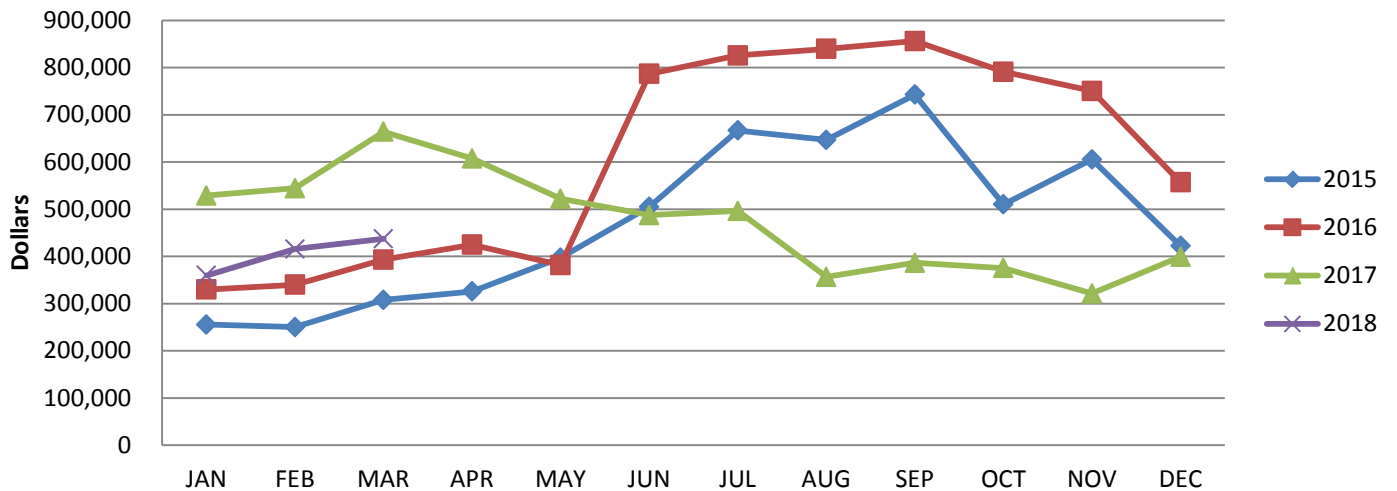
## 2018 TOTAL FINANCIAL RESULTS



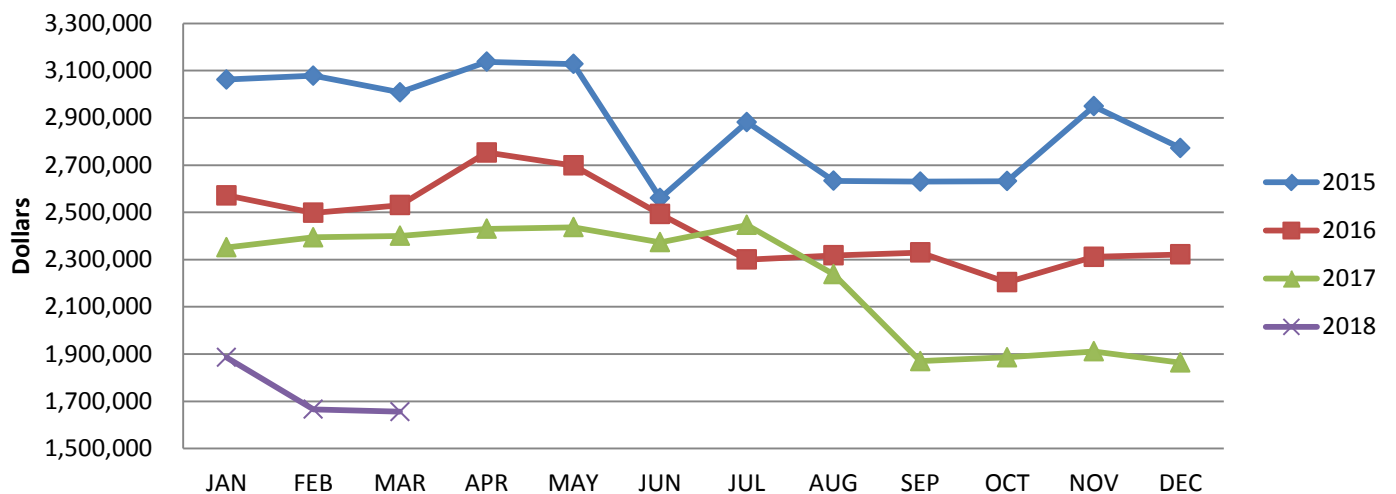
## CASH



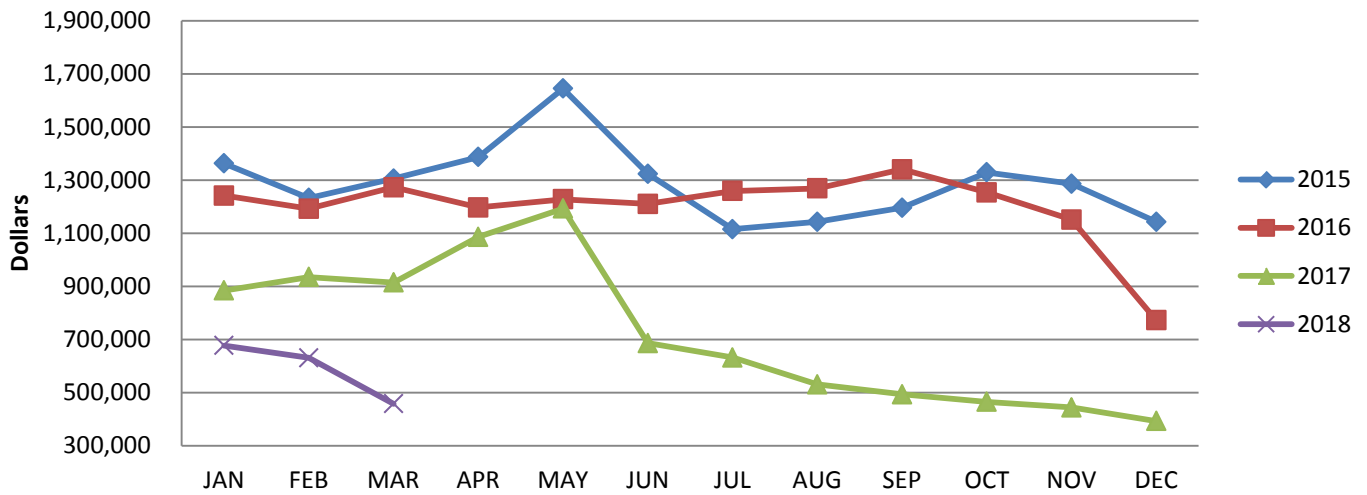
## ACCOUNTS RECEIVABLE



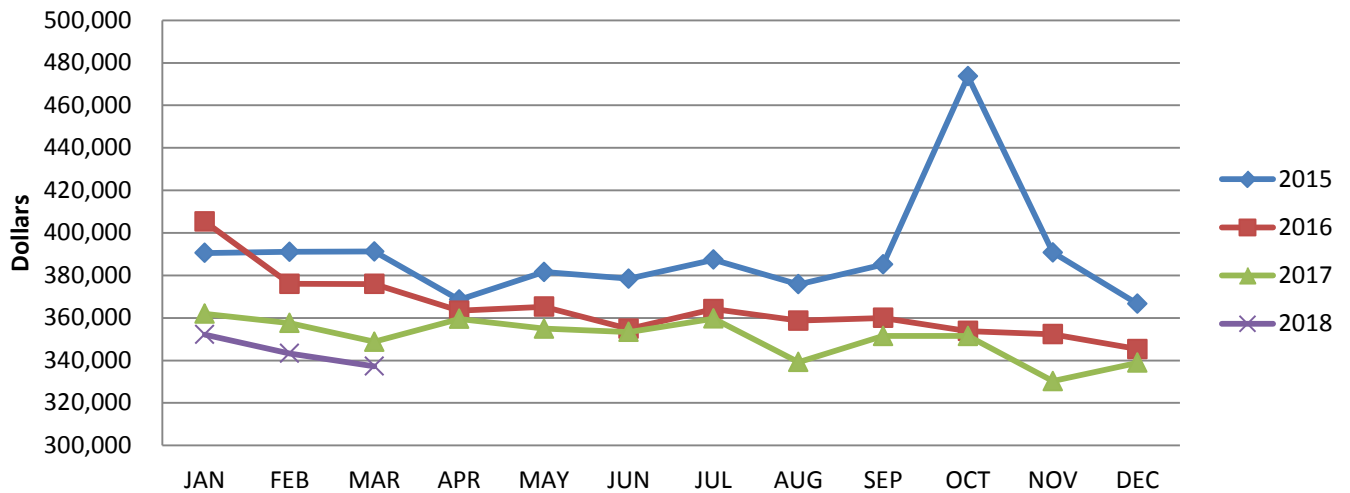
## INVESTMENTS



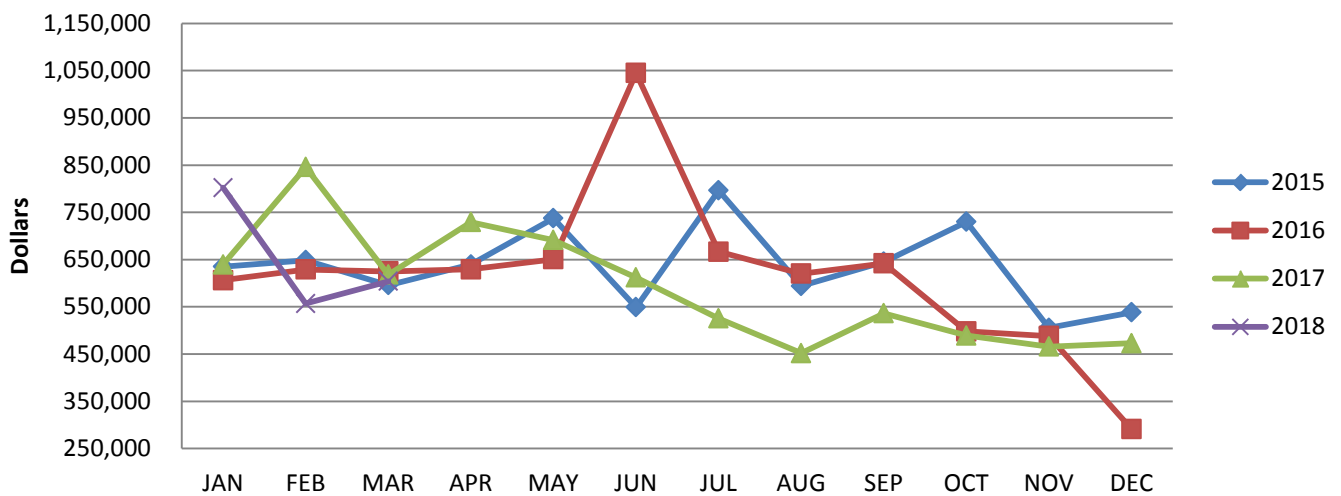
## NET ASSETS



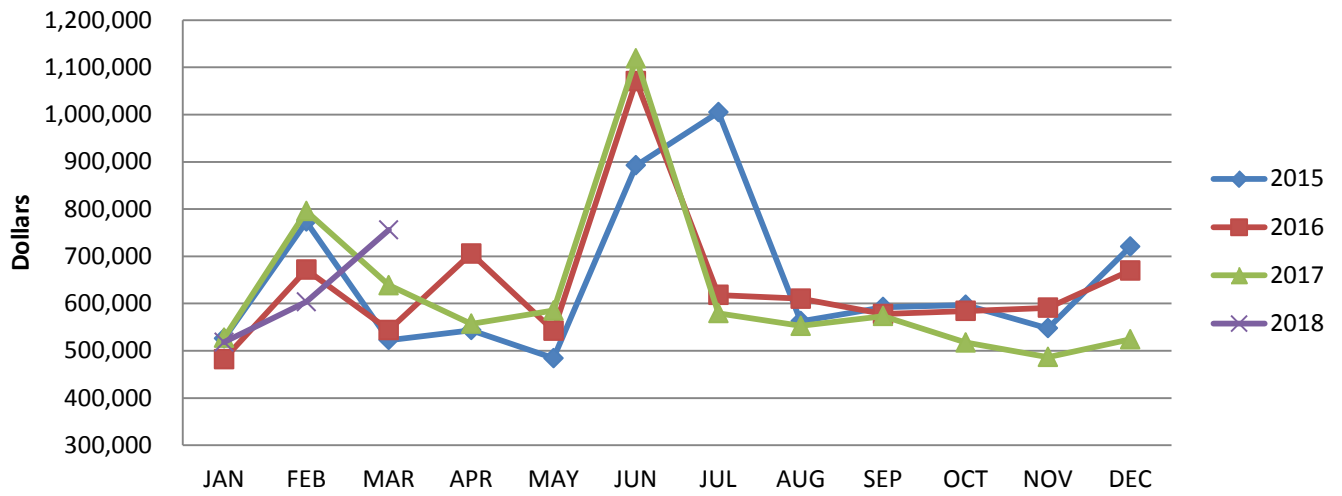
## DUES



## TOTAL REVENUE



## TOTAL EXPENSES



National Association of Health Underwriters  
BALANCE SHEET  
March 31, 2018

	This Year	Last Year	Variance	% Increase(Decrease)
<b>ASSETS</b>				
<b>CURRENT ASSETS</b>				
Operating Cash and Cash Equivalents	621,413.28	337,212.70	284,200.58	84.28%
Accounts Receivable, Net	437,407.94	664,179.03	(226,771.09)	-34.14%
Prepaid Expense	56,409.28	132,214.57	(75,805.29)	-57.34%
Note Receivable	2,500.00	2,500.00	0.00	0.00%
	-----	-----	-----	-----
Total Current Assets	1,117,730.50	1,136,106.30	(18,375.80)	-1.62%
<b>SHORT TERM INVESTMENTS, at Fair Value</b>				
Operating Investments	0.00	354,854.54	(354,854.54)	-100.00%
Federal Legislative Defense Fund Investments	0.00	265,858.44	(265,858.44)	-100.00%
	-----	-----	-----	-----
Total Short Term Investments	0.00	620,712.98	(620,712.98)	-100.00%
<b>LONG TERM INVESTMENTS, at Fair Value</b>				
Equity Securities	1,655,998.13	1,779,821.19	(123,823.06)	-6.96%
	-----	-----	-----	-----
Total Long Term Investments	1,655,998.13	1,779,821.19	(123,823.06)	-6.96%
<b>PROPERTY AND EQUIPMENT, at Cost</b>				
Office Furniture and Equipment	380,011.09	281,955.09	98,056.00	34.78%
Leasehold Improvements	460,953.93	460,953.93	0.00	0.00%
Less: Accumulated Depreciation & Amortization	(564,602.11)	(460,515.12)	(104,086.99)	22.60%
	-----	-----	-----	-----
Total Property and Equipment	276,362.91	282,393.90	(6,030.99)	-2.14%
<b>LONG TERM ASSETS</b>				
Intangible Assets-REBC Designation	50,000.00	50,000.00	0.00	0.00%
	-----	-----	-----	-----
Total Long Term Assets	50,000.00	50,000.00	0.00	0.00%
<b>DEPOSITS</b>				
Note Receivable	37,161.60	37,161.60	0.00	0.00%
	-----	-----	-----	-----
TOTAL ASSETS	3,139,753.14	3,908,695.97	(768,942.83)	-19.67%
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<b>LIABILITIES AND NET ASSETS</b>				
<b>CURRENT LIABILITIES</b>				
Accounts Payable and Accrued Expenses	277,787.86	339,827.26	(62,039.40)	-18.26%
State and Local AHU Dues Payable	212,588.01	244,089.70	(31,501.69)	-12.91%
Deferred Revenue - Membership	1,752,612.26	1,939,801.38	(187,189.12)	-9.65%
Deferred Revenue - Conferences	45,300.00	15,000.00	30,300.00	202.00%
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Total Current Liabilities	2,288,288.13	2,538,718.34	(250,430.21)	-9.86%
<b>LONG TERM LIABILITIES</b>				
Deferred Rent Obligation	230,953.97	247,913.07	(16,959.10)	-6.84%
Deferred Tenant Allowance	162,298.08	207,590.52	(45,292.44)	-21.82%
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Total Long Term Liabilities	393,252.05	455,503.59	(62,251.54)	-13.67%
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TOTAL LIABILITIES	2,681,540.18	2,994,221.93	(312,681.75)	-10.44%
<b>NET ASSETS</b>				
Net Assets, Beginning of Year	377,656.74	772,731.01	(395,074.27)	-51.13%
Current Year Activity	80,556.22	141,743.03	(61,186.81)	-43.17%
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TOTAL NET ASSETS	458,212.96	914,474.04	(456,261.08)	-49.89%
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TOTAL LIABILITIES AND NET ASSETS	3,139,753.14	3,908,695.97	(768,942.83)	-19.67%
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## Professional Development Request for Annual Convention

Committee is continuing to finalize details for PD Day at Annual Convention and looking for board and national committee chair involvement. We would like to have someone from national leadership available in each room to support the PD committee emcee, ensure classes are starting and ending on time, greet attendees and increase the overall success of PD Day, as well as build on the approachability of the leadership team. There are three tracks we are looking to fill (table included below). Please reach out to myself, Karen Kirkpatrick or Farren to get involved. Also wanted to call out the efforts of Karen Kirkpatrick and Yolanda Webb, who were instrumental in getting an additional \$23,100 in sponsorships for our Medicare Extreme track.

TRACK	Don't be a Square – Think Outside of the Box – Vanguard Partnership	What About You: Professional and Personal Development	Creative Plan Design Options
9:45-10:45 a.m.	Help Wanted: How to Design and Build a Sustainable Internship Program for Agency Growth – <i>Presented by Megan Chiarello</i>	Best Practices in Employee Education on Pain Management – <i>Presented by Cristy Gupton</i>	Health Care Affordability Solutions – Real Cost Cutting Today! – <i>Presented by Daniel R. Meylan, Bill Ashley, Dr. Josh Umbher, Sean Kelley, David Berman, &amp; Gregory Everett</i>
11 a.m.-12 p.m.	Strategic Philanthropy: Move over CSR (Corporate Social Responsibility), the New Trend is Shared Social Responsibility! – <i>Presented by Dan Rashke</i>	Come Ready to Deliver: Extemporaneous Speaking – <i>Presented by Karen Kirkpatrick</i>	Looking For EBITDA? Aiming to Consult? Try Ancillary Optimization! – <i>Presented by Kevin Curran &amp; Matt Masone</i>
1:30-2:30 p.m.	Data and Quality Driven Reference Based Pricing: Objective, Transparent, Defensible – <i>Presented by Jon Jablon &amp; Heath Potter</i>	The Cross Sale: Organic Growth Just Across the Hall – <i>Presented by Billy Bridwell</i>	Why a Plan for Extended Care is a Critical Component in a Retirement Portfolio – <i>Presented by Harley Gordon</i>
2:45-3:45 p.m.	Running Your Business – <i>Presented by Jessica Waltman</i>	Preparing for Life After Your Deal – <i>Presented by Jim King</i>	What it Means to be a Group Health Plan Fiduciary – <i>Presented by Cynthia Smith</i>
4:00-5:00 p.m.	Changing the Primary Care Delivery Model: Innovative Strategies Using Onsite Practitioners to Save Lives – <i>Presented by Christopher Yarn</i>	Burst the Leadership Bubble – <i>Presented by Dr. Karen Keller</i>	Workplace Wellness Incentive Laws: New Cases, ACA, ADA and GINA – <i>Presented by Barbara Zabawa</i>