



NAHU Board of Trustees Meeting

Tuesday, February 20, 2018

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

NAHU'S VISION STATEMENT

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

Reading of Antitrust Statement

Rusty Rice read the antitrust statement.

Roll Call (*Eugene Starks*)

Attendees:

President Mike Embry
President Elect Rusty Rice
Vice President Pat Griffey
Treasurer Dane Rianhard
Secretary Eugene Starks
Immediate Past President Jim Stenger
NAHU Executive VP & CEO Janet Trautwein
Region I Vice President Jeannie Comins
Region II Vice President Erica Hain

Region III Vice President Mike Deagle
Region IV Vice President Alycia Riedl
Region V Vice President Paige Phillips
Region VI Vice President Kelly Fristoe
Region VII Vice President Ray Magnuson
Region VIII Vice President Linda Rose Koehler
Legislative Council Chair Annette Bechtold
Membership Council Chair Deb Crouch
Professional Development Chair Ashley Kapostins

Absent: None

Staff:

Farren Baer
Marcy Buckner
Megan Caputo (Absent)

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 Vice-Chair Karen Kirkpatrick

Governance Committee Chair David Smith
Chapter and Leadership Development Chair Lou Reginelli
Region VI RVP Candidate Ed Oleksiak

Call to Order & Reading of Antitrust Statement (*Mike Embry*)

Roll Call of Attendees (*Eugene Starks*)

Approve Agenda (*Mike Embry*)

Adoption of Agenda

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

MOTION: Motion passed unanimously



Consent Agenda A (*Mike Embry*)

- BoT Meeting Minutes – January 15, 2018

MOTION: Deb Crouch made a motion to approve Consent Agenda A.

MOTION: Motion passed unanimously

Consent Agenda B (*Mike Embry*)

Committee Reports

- Awards Committee
- Chapter and Leadership Development Committee
- Governance Committee
- Legislative Council
- Finance Committee
- HUPAC Committee
- LPRT Committee
- Media Relations
- Membership Council
- Professional Development Committee
- Amended Chapter Bylaws
- South Sound AHU

MOTION: Ashley Kapostins made a motion to approve Consent Agenda B

MOTION: The Motion to pass Consent Agenda B passed unanimously

Finance Report (*Dane Rianhard*)

NAHU December Financials

2019 Dues Increase Memo

2019 Dues Increase Supporting Information

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

DISCUSSION: Dane Rianhard reviewed the financial reported and responded to a few clarification questions from the BoT. The BoT discussed different ideas to cut budget expenses related to meals and travel for the BoT and NAHU Committee Members.

After some discussion on this issue, Mike Embry appointed a task force to look at BoT and Committee member reimbursements. Mike Embry appointed Eugene Starks to Chair the task force. Eugene asked Mike Deagle and



Alycia Riedl to serve on the task force. Eugene stated that he may recruit additional members to the task force. The BoT and Committee Member Reimbursement Task Force will provide a report at the April BoT meeting.

2019 Dues Increase: Dane introduced the 2019 Dues Increase Memo and Dues Increase Supporting Information drafted by the Finance Committee. The Finance Committee Recommended a dues increase of \$5 per month, \$60 per year starting January 1, 2019. The Finance Committee also recommended implementing an annual dues escalator of \$8 per year starting January 1, 2020.

DUES INCREASE MOTION: Eugene Starks made a motion to approve the 2019 Dues Increase and 2020 Annual Dues Escalator as recommended by the Finance Committee. The motion included presenting the Dues Increase and Annual Dues Escalator as separate motions during the House of Delegates meeting and the 2018 Annual Convention in Kansas City.

The motion to accept the **2019 Dues Increase and 2020 Annual Dues Escalator** as recommended by the Finance Committee passed by majority vote. Rusty Rice voted No, Jim Stenger Abstained.

FINANCIAL REPORT MOTION: Motion to accept the December Financial Report passed unanimously.

RVP Report: Ray Magnuson delivered the RVP report. He reported that the RVPs continued their discussion on the Role of the RVP. The RVPs also discussed meals reimbursements when traveling for NAHU duties. The RVPs agreed that meals reimbursements should be capped at \$50 per day.

CEO Report: Janet Trautwein reported that all NAHU staff is focused on Membership. She stated they are “Asking with Different Words,” and measuring the effectiveness of different membership recruitment messages. Janet also reported that Capitol Conference registration should end up at 800 plus. Janet also stated that they are seeing positive results from the SHRM Broker Finder affinity partnership.

Agency Membership Task Force Update: Rusty Rice reported that initial research on developing an Agency Membership strategy is completed he is recommending the formation of an Agency Membership Task-Group for develop a formal Agency Membership plan. Rusty reported that initial research suggests targeting agency strategies toward agency sizes, 50-99, 20-49, and 10 or less. Janet Trautwein and senior staff would on strategies for agencies of 100 plus.

Strategic Discussion

Vision 20/20 Tracking

Role of Today's Board Member – The Role of Competency

Janet Trautwein reported that all NAHU Committee reporting templates have been returned and that all committees are on target. More discussion on Vision 20/20 tracking and the Role of the Board will be held at the BoT meeting at Capitol Conference.



Motion for Adjournment: Eugene Stark made a motion to adjourn, BOT unanimously agreed.

Respectfully submitted,
Eugene Starks
NAHU Secretary



NAHU Board of Trustees Meeting Agenda
Monday, February 20, 2018
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 – January 15, 2018

Consent Agenda B (*Mike Embry*)

Committee Reports

- Awards Committee
 - Updated Landmark Award Application
 - Updated Pacesetter Award Application
- Chapter and Leadership Development Committee
 - 2020 Strategic Planning Updated
- Governance Committee
- Legislative Council
- Finance Committee
- HUPAC Committee
- LPRT Committee
- Media Relations
- Membership Council
 - Membership Project Plan
- Nominations
- Professional Development Committee
- Vanguard Council

Amended Chapter Bylaws

- Coastal Bend AHU
- Dallas AHU
- South Sound AHU



Finance Report (*Dane Rianhard*)

NAHU December Financials

2019 Dues Increase Memo

2019 Dues Increase Supporting Information

RVP Report (*Ray Magnuson*)

CEO Report (*Janet Trautwein*)

Agency Membership Task Force Update (*Rusty Rice*)

Strategic Discussion

Vision 20/20 Tracking (*Janet Trautwein*)

Role of Today's Board Member – The Role of Competency (*Mike Embry / Pat Griffey*)

Motion for Adjournment

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

*CONSENT AGENDA per Sturgis

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

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



NAHU Board of Trustees Meeting

Monday, January 15, 2018

Meeting called to order at 4:02 P.M. EDT by Rusty Rice, NAHU President Elect

NAHU'S VISION STATEMENT

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Reading of Antitrust Statement

Rusty Rice read the antitrust statement.

Roll Call (*Eugene Starks*)

Attendees:

President Mike Embry	Region III Vice President Mike Deagle
President Elect Rusty Rice	Region IV Vice President Alycia Riedl
Vice President Pat Griffey	Region V Vice President Paige Phillips
Treasurer Dane Rianhard	Region VI Vice President Kelly Fristoe
Secretary Eugene Starks	Region VII Vice President Ray Magnuson
Immediate Past President Jim Stenger	Region VIII Vice President Linda Rose Koehler
NAHU Executive VP & CEO Janet Trautwein	Legislative Council Chair Annette Bechtold
Region I Vice President Jeannie Comins	Membership Council Chair Deb Crouch
Region II Vice President Erica Hain	Professional Development Chair Ashley Kapostins

Absent: None

Staff:

Farren Baer	Chris Hartman	Jennifer Murphy
Marcy Buckner	Kelly Loussedes	Bob Tretter
Megan Caputo	Illana Maze (Absent)	Brooke Willson

Guests:

Legislative Council Vice Chair Nick Moriello	Governance Committee Chair David Smith
Membership Council Vice Chair Michelle Howard	Chapter and Leadership Development Chair Lou Reginelli

Adoption of Agenda

MOTION: Alycia Riedl made the motion to adopt the posted agenda.

DISCUSSION: None



MOTION: Motion passed unanimously

Consent Agenda A

- BoT Meeting Minutes – December 18, 2017

MOTION: Linda Rose Koehler made a motion to approve Consent Agenda A.

DISCUSSION: None

MOTION: Motion passed unanimously

Consent Agenda B

Committee Reports

- Awards Committee (Removed from Consent Agenda B)
 - Landmark Award application
 - Pacesetter Award application
- Chapter and Leadership Development Committee
- Governance Committee
- Legislative Council
- Finance Committee
- HUPAC Committee
- LPRT Committee
- Media Relations
- Membership Council
 - Newly Licensed Agent's Pilot Plan
- Professional Development Committee
- Vanguard Council (Removed from Consent Agenda B)
 - Purpose change

Amended Chapter Bylaws

- Coastal Bend AHU
- Dallas AHU

MOTION: Deb Crouch made a motion to approve Consent Agenda B

DISCUSSION: Eugene Starks asked that the Vanguard Council Report be removed from the agenda, and Paige Phillips asked that the Awards Committee report be removed from the Agenda.

Eugene relayed the request of Vanguard Council Chair, Megan Chiarello for RVPs to gather the following information:



- How many state chapters in your region have a VC board position?
- How many local chapters in your region have a VC board position?

The data is intended to help Vanguard Council to identify the voids in VC leadership across the association.

MOTION: A motion was made by Mike Deagle to approve the Vanguard Council Report with the updates reported by Eugene Starks. The Motion passed unanimously.

Paige Phillips asked if the Awards Committee report included changes to awards points calculation. Eugene Starks and Brooke Willson clarified that the Awards Committee report did not include any amendments to awards points calculations, and that the Awards Committee has focused on putting all relevant awards information in one location and simplifying the awards application process.

MOTION: Page Phillips made a motion to approve the Awards Committee Report. The Motion passed unanimously.

MOTION: The Motion to pass Consent Agenda B passed unanimously

Financial Report

- NAHU November Financials

MOTION: Mike Deagle made a motion to accept the November Financial Report.

DISCUSSION: Dane Rianhard reported that reserves are down due to the continuing decline in projected membership numbers. The BOT agreed that NAHU CEO, Janet Trautwein, needed to have full flexibility to negotiate NAHU membership deals with “Jumbo” agencies across the country. The BOT also discussed the possibility of proposing an increase to Association dues, to be voted on at the 2018 NAHU Annual Convention. The Finance Committee will review options and make recommendations at the February BOT meeting. Eugene Starks also challenged all NAHU BOT members to recruit 5 new NAHU members before the NAHU Capitol Conference starting February 25.

MOTION: Motion to accept the November Financial Report passed unanimously.

RVP Report

Kelly Fristoe reported that they continued to work to clarify the Role of the RVP to help improve orientation and training for new RVP BOT members. The RVPs also discussed nominations to the upcoming open RVP seats. Additionally, RVPs requested that time during the BOT meetings at Capitol Conference and Annual Convention be dedicated to Association Business.



CEO Report

Janet Trautwein reported on the utilization of outside consultants to help support the mission of NAHU. (See attached NAHU Consultant Report). Janet also reported that the 2020 Strategic Plan is 85% to 90% on track. Janet also encouraged BOT members to utilize their “Centers of Influence” to help build NAHU membership. Janet challenged BOT members to recruit the maximum number of NAHU members from each of their agencies. Janet also challenged BOT members to consider their other areas of influence outside their agency and to use their influence to recruit new members to NAHU.

Chris Hartmann gave a Legislative Update as a part of the CEO Report. Chris Hartman reported the following:

1. The US Department of Labor released proposed rules for Association Health Plans in accordance with the Executive Order issued by Donald Trump. The proposed rules will be in their initial comment period until the week of March 5.
2. NAHU is still advocating for passage of the MLR (Medical Loss Ratio) legislation and for regulatory relief, particularly pertaining to Employer Reporting. Chris reported that they are working on these initiatives at all levels, the Senate, the Congress and the Trump Administration.
3. Chris reported that a delay of the Health Insurance Tax (HIT) and the Cadillac Tax, and on-going funding for CHIP was passed with the Government Funding Continuing Resolution passed on January 19, 2018.
4. Chris also reported that NAHU staff is working on the Observation Status Rule for Medicare.

Agency Membership Task Force Update

Rusty Rice gave an update on Agency Membership strategies. After some discussion Rusty recommended that an Agency Membership Taskforce be established to make recommendations for an ongoing agency membership strategy. The following NAHU members and NAHU staff members were appointed to the Task Force: Rusty Rice, Pat Griffey, Kevin Trokey, Michelle Howard, Deb Crouch, David Smith, Megan Caputo, Illana Maze, and Janet Trautwein.

Strategic Discussion

Role of Today's Board Member-The Role of Competency

Tabled until next BOT meeting.

Vision 20/20 Tracker

Janet updated the board on the status of the committees' reports, stating that all committees are on task.

Motion for Adjournment

MOTION: Mike Deagle moved to adjourn the meeting at 5:20 P.M. EDT

DISCUSSION: No Discussion

MOTION: Motion passed unanimously



Respectfully submitted,
Eugene Starks
NAHU Secretary



AWARDS

Chair: Joy Gardner

Board: Eugene Starks

Month: January 2018

The Awards Committee has done a lot of work updating and revamping the awards applications to include the specific criteria documentation as well as be more user-friendly for online submission. The updated Pacesetter and Landmark Award applications are being submitted for your review.



2018 NAHU LANDMARK AWARD

Official Application Information and Instructions

Description: The Landmark Award honors state chapters for outstanding achievements and excellence in service to their members, the industry and the public.

Landmark Awards will be presented to the highest scoring chapters as follows: In each chapter size category an award will be presented to the top highest 50% of the submitted awards in each size category.

Membership size category as follows (No change): Small chapter = 1 to 100 members; small to medium chapter = 101 to 250 members; medium chapter = 251 to 500 members; and, large chapter = 500+ members. The April 2018 Membership Report will be used to determine the size category.

Instructions:

- The official application must be completed, including the scoring for all items.
- Enter scores in the blue boxes, everything else will auto-populate.
- Documentation must accompany the application.
- All documentation requirements are listed in the box(es) below each criterion.
- Documentation must be organized in the submission to follow the order of the application.
- The timeframe for the award criteria is April 1 through March 31, unless otherwise stated.
- Make a copy of everything you submit for your own records.
- Submissions received without an official application will be disqualified.
- Applications received after the posted due date will not be considered.

Send completed application and documentation to:

NAHU Awards Committee
1212 New York Avenue, NW
Suite 1100
Washington, DC 20005

Due date:

THE DEADLINE FOR RECEIPT OF THE APPLICATION AND ALL ITS SUPPORTING DOCUMENTATION, REGARDLESS OF DELIVERY METHOD, IS April 5.



2018 NAHU PACESETTER AWARD

Official Application Information and Instructions

Description: The Pacesetter Award honors local chapters for outstanding achievements and excellence in service to their members, the industry and the public.

Pacesetter Awards will be presented to the highest scoring chapters as follows: In each chapter size category an award will be presented to the top highest 50% of the submitted awards in each size category with a minimum of 3 chapters potentially awarded in each size category.

Membership size category as follows: Small chapter = 1 to 50 members; small to medium chapter = 51 to 100 members; medium chapter = 101 to 175 members; and, large chapter = 176+ members. The April 2018 Membership Report will be used to determine the size

Instructions:

- The official application must be completed, including the scoring for all items.
- Enter scores in blue boxes, everything else will auto-populate.
- Documentation must accompany the application.
- All documentation requirements are listed in the box(es) below each criterion.
- Documentation must be organized in the submission to follow the order of the application.
- The timeframe for the award criteria is April 1 through March 31, unless otherwise stated.
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NAHU Awards Committee
1212 New York Avenue, NW
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Washington, DC 20005

Due date:

THE DEADLINE FOR RECEIPT OF THE APPLICATION AND ALL ITS SUPPORTING DOCUMENTATION, REGARDLESS OF DELIVERY METHOD, IS April 5.



CHAPTER & LEADERSHIP DEVELOPMENT

Chair: Lou Reginelli

Board Liaison: Pat Griffey

Month: January

2017 Year End Report was emailed to the committee with a list of completed projects:

- Updates on Chapter Binder
- Tri Fold and Leadership Guidebook
- Leadership Success and Succession Plan in Business and Outline formats
- Power point on Leadership Responsibilities

205 chapter leadership roster submissions were completed. Here are the results:

- 20 chapters inactive
- 10 chapters with limited leadership listed

2018 focus will be on Vision 20/20 strategic plan. The January call with the committee will focus on 2018 strategic plan.

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

Action	Date Completed	Notes
Determine what types of mentoring programs are being used by other associations and the nature of these programs.	TBD	Brooke to get info.
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.	TBD	CLD committee will get info in 2018.
Based on the results of the above research, determine the appropriate length and content of a NAHU mentoring program.	TBD	TBD
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

Action	Date Completed	Notes
Complete creation of a mentorship program.	Will never be completed. Will be on going.	CLD committee continually mentoring leaders.
Consult with Awards committees to determine incentives for participation by chapter/chapter members and how they use size distinctions in current awards.	Ongoing	Lou started conversation with 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	Lou started discussion with Awards chair. Lou will discuss issue with Arty on CLD Pre Call meetings. Arty & Cerrina will continue discussions during their year as chair.
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.	TBD	Asked CEO for clarification on this issue.
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: January 2018

In response to requests from different groups, we chose to cancel our January 2018 call and will follow up on our P&P review for our February call. Here are the outstanding P&Ps that still require revisions and return to the BOT for consideration:

P&P for REVIEW	Recommendation/Notes
NAHU Travel & Entertainment Policy PP 98-01-F	Received comments from one BOT member, but awaiting more comprehensive feedback from RVPs based on their request of 1/2/2018
Membership Council Structure PP 06-02-MB	Consideration of revisions after review by the Membership Council (sent back to Governance on 11-2017 BOT call)
Special Committees of NAHU PP 06-01-CMT	Integrating into P&P 06-02-CMT
Structure & Operation of Special Cmts PP 06-02-CMT	Integrating in 06-01-CMT, modifying to conform with other P&Ps and to more closely match similar P&Ps for standing committees. Need to request further guidance from BOT and Vanguard about purpose statement for this P&P

NAHU Board of Trustees Guidance Requested: The Governance Committee has not yet been made aware of any proposed amendments to the NAHU Bylaws for consideration at the 2018 House of Delegates but notes that any such proposal ought to be ready for discussion and distribution to the membership before the 2018 Capitol Conference. For this reason, we request that proposed amendment(s) (if any) (with language for the amendment and/or purpose) be provided by mid-January to ensure a full, timely discussion by the NAHU membership prior to consideration at the House of Delegates.

Other Updates:

BOT Training

- Did voiceover for first section of BOT training – would like Mike, Rusty, Pat, Janet to also contribute...
- Integrating Whistleblower P&P into training

Job Descriptions

- Still missing Governance (me), Media Relations
- Received sample of a Board member job description for our review before going to Board (Feb call)
- Asked the RVPs to create a job description (Mar call)

2020 Strategic Plan Status. Governance has been assigned two tasks for 2017. Here is the status on each one:

Action	Notes
Make recommendations on improvements and additions to board training	BOT training draft has been reviewed and approved by the BOT and will be recorded so that it will be used for candidates for election in June 2018, and all remaining Board members prior to July 1, 2018.
Make recommendations on changes to P&Ps and policy procedures	Only four remaining to be completed, which will be done for our February 2018 call.

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



LEGISLATIVE

Chair: Annette Bechtold
Board Liaison: Rusty Rice
Month: January 2018

The Legislative Council met on Tuesday, January 2, 2017. During December, many of the working groups or regions postponed their meetings due to fourth quarter activities but are resuming in January.

Here are the monthly highlights and NAHU Leg Council activities:

Legislative Update

Tax reform

- Congress passed tax reform legislature and President Trump signed the bill
 - It zeros out the individual mandate effective 2019
- The medical deduction threshold is lowered back to 7.5% of adjusted income (pre-ACA provision) for the next two years

Government funding

- Congress passed a Continuing Resolution (CR) that will keep the government open through January 19th
- The CR Includes CHIP funding through March 31st providing either a cushion to states before dis-enrolling participants or giving Congress time to pass other funding legislation

Year-end package legislation

- Although the year has ended, Congress will still move forward to pass this package bill
- The next look at government funding, January 19, should consider and may include other open items, such as:
 - Two year delay on Cadillac tax, delay on HIT tax and would include the method for reimbursing individuals and businesses on the current year in progress (2018)
 - Delay of medical device tax
 - Changes to HSAs for OTC medicine
 - A host of other issues that Congress plans on dealing with in this final package
 - DACA – dealing with issues surrounding immigrants who came as young children

Regulatory Update

- IRS' December 22 announcement delaying the deadline for ALE employers to furnish employee statements was consistent with NAHU staff's discussions with IRS earlier this year

- It is anticipated that proposed rules, in response to the Executive Order, will be out soon – these include association health plans and short-term limited duration policies
- NAHU will respond to HHS' request for information regarding last year's Executive Order from President Trump asking for agencies to do what they could to increase competition in the health insurance market
- Staff are actively working to set up a meeting with the new HHS Secretary, Alex Azar

Capitol Conference

- Registration is looking good, however, 300 additional attendees are needed to meet the budget goal
- 80% of the room block is filled
- The Spirit of Independence Award winner has been chosen

Update of Regional Discussion Topics

- Continued watch on single payer (NY, NJ, MA)
- Association Health Plans (AHPs)
- Health Care Sharing Ministries (HCSM) – new research completed on HCSMs and information provided to staff for member communication

Region 4

- One issue on MN radar is losing Medicare cost plan
- WI also did a statewide operation shout to support Medicare neighbors
- What kind of feedback are we hearing in DC – getting pushback in MN because they are looking at it from a business perspective only
- Sending out any chapter newsletters to all the other newsletters

Region 5

- Everyone's session is starting this month
- AL wrapped up with senate election
- FL – opioids is hot topic, a number of special elections probably happening because of some discrimination issues, day on the hill in FL at the end of January
- SC – Christian sharing ministries – South Carolina has a bill that would exempt them permanently
- TN – talking about opioids, BlueCross is back in the 78 counties it abandoned but the rates are astronomical

Region 8

- AK working on some transparency within their state
- CA Single Payer
 - Single payer system/initiative in CA - there is a working group at the legislature to talk about universal healthcare
 - There is still the initiative and the nurses' union is still very strident on this single payer and a lot of Californians who are single payer proponents – will be a state wide voter initiative
 - The current voter initiative is in process of gathering signatures and need to raise about \$2 million to get signatures

Update of Working Group Initiatives

- Individual
 - Results of open enrollment show that many clients who did not receive tax credits were decreasing coverage due to escalating costs
 - Additional carriers are needed to make the market competitive
 - Health care sharing ministries are becoming popular options
- Employer – three subcommittees continue to work on main initiatives
 - Group will host a breakout session at Capitol Conference on level-funded plans
- Medicare –
 - CMS has proposed a number of regulatory changes for 2019 that are favorable for insurance carriers and producers and consumers to increase competition and limit opioid prescriptions being made
- Cost Containment
 - Final draft of revised white paper is under review
 - Medical transparency and Rx savings subcommittees have been formed to draft text on these issues – both working on sessions and materials for the June convention



HUPAC

Chair: Steve Selinsky
Board Liaison: Jim Stenger
Month: January 2018

The HUPAC Board will meet on January 8, 2018.

We are busy planning our annual Bowling event, Legislative reception and Capitol Club Luncheon. Sponsors are still needed and if anyone knows of potential sponsors please let Steve, Cathy Cooper or Anthony know.

We will also be recognizing our contributors who have given for ten straight years at Cap Conference and

Our end of the year appeals went well and we will update membership on how we performed during calendar year 2017 at the conference.

We will be conducting HUPAC training for local and state board chairs at Capitol conference and we really could use the RVPS assistance in making sure chairs know about it and attend. It will take place Monday morning.



LEGISLATIVE

Chair: Annette Bechtold
Board Liaison: Rusty Rice
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- 80% of the room block is filled
- The Spirit of Independence Award winner has been chosen

Update of Regional Discussion Topics

- Continued watch on single payer (NY, NJ, MA)
- Association Health Plans (AHPs)
- Health Care Sharing Ministries (HCSM) – new research completed on HCSMs and information provided to staff for member communication

Region 4

- One issue on MN radar is losing Medicare cost plan
- WI also did a statewide operation shout to support Medicare neighbors
- What kind of feedback are we hearing in DC – getting pushback in MN because they are looking at it from a business perspective only
- Sending out any chapter newsletters to all the other newsletters

Region 5

- Everyone's session is starting this month
- AL wrapped up with senate election
- FL – opioids is hot topic, a number of special elections probably happening because of some discrimination issues, day on the hill in FL at the end of January
- SC – Christian sharing ministries – South Carolina has a bill that would exempt them permanently
- TN – talking about opioids, BlueCross is back in the 78 counties it abandoned but the rates are astronomical

Region 8

- AK working on some transparency within their state
- CA Single Payer
 - Single payer system/initiative in CA - there is a working group at the legislature to talk about universal healthcare
 - There is still the initiative and the nurses' union is still very strident on this single payer and a lot of Californians who are single payer proponents – will be a state wide voter initiative
 - The current voter initiative is in process of gathering signatures and need to raise about \$2 million to get signatures

Update of Working Group Initiatives

- Individual
 - Results of open enrollment show that many clients who did not receive tax credits were decreasing coverage due to escalating costs
 - Additional carriers are needed to make the market competitive
 - Health care sharing ministries are becoming popular options
- Employer – three subcommittees continue to work on main initiatives
 - Group will host a breakout session at Capitol Conference on level-funded plans
- Medicare –
 - CMS has proposed a number of regulatory changes for 2019 that are favorable for insurance carriers and producers and consumers to increase competition and limit opioid prescriptions being made
- Cost Containment
 - Final draft of revised white paper is under review
 - Medical transparency and Rx savings subcommittees have been formed to draft text on these issues – both working on sessions and materials for the June convention



LPRT

Chair: Reid Rasmussen

Board Liaison: Eugene Starks

Month: January 2018

The LPRT application is in its final beta testing phase and should be available next week.

The speaker for the LPRT breakout at Cap Con is being finalized. LPRT will sponsor an education track at Annual Convention. Sponsor(s) are being identified for the exclusive luncheon during Annual Convention as well as the LPRT event on Monday night.



MEDIA RELATIONS

Chair: Marilyn Stenger
Board Liaison: Rusty Rice
Month: December, 2017

On our next call, we would be strategizing on how have more broadcast media presence and to discuss our breakout session at CAP Conference.

We are so lucky to have Kelly and ReDonah to help us on a daily basis!



MEMBERSHIP

Chair: Deb Crouch
Month: January 2018

Membership Information:

Preliminary numbers for December:

New members:	92
Lapsed members:	393
Total members:	15,837

October 2017

Start of month 16,309 members
End of month 16,136 members
79.88% retention

November 2017

Start of month 16,136 members
End of month 15,914 members
79.46% retention

Regional Retention:

	<u>October</u>	<u>November</u>
Region 1	81.84 %	80.24%
Region 2	81.43%	81.85%
Region 3	83.41%	83.27%
Region 4	81.97%	82.01%
Region 5	80.82%	80.44%
Region 6	80.45%	80.15%
Region 7	70.66%	68.57%
Region 8	78.39%	77.49%

Unfortunately, 6 out of 8 regions' retention is down. The membership committee is asking every local and state chapter to complete reports on membership. The chairs have been charged with asking WHY they are leaving the association and they should be providing this information on their reports to the regional chairs on a quarterly basis.

We cannot do anything if someone leaves the business. It is what it is... However, we should be trying to bring them back into the fold if there is ANY OTHER reason. If the reason is cost, the value of NAHU is supposed to be discussed and they are to be provided with the details on monthly auto-draft. If the reason provided is anything else, they are asked to get DETAILS.

In doing so, we can try to address that issue- -whether it be local, state, national, programming, leadership, legislative, etc. WE cannot fix it if we do not know what the problem is...

New Agent Pilot Program (Program details attached):

We are finalizing the states that we will begin to work in with the RVP's. To date, the following states have been selected:

Region 1:	CT
Region 2:	To be determined
Region 3:	OH
Region 4:	To be determined
Region 5:	GA
Region 6:	TX
Region 7:	To be determined
Region 8:	OR

Ulla is working on purchasing a list of newly licensed agents in the chosen states. An email has been sent to the RVP's in regions 2, 4 and 7 to request their selected states.

Once we have the lists procured, the MC will work on sharing the lists with the states selected and review the procedure on how the program will work. The lists will also be shared with the Professional Development Committee, Vanguard Council and Chapter & Leadership Committee.

Membership Newly Licensed Agent's Pilot Plan

1-Each RVP is to pick one state in their region as a "test/pilot" state. This state should be one that has the best chance of a good list AND has the chapter leadership that will have the drive to follow through.

2-Once the state is picked by the RVP, NAHU staff will purchase a list of newly licensed agents in that particular state. These lists will be distributed to the regional membership chairs for process to begin. The regional chairs will then work with the states to reach out to the individuals on the list. The states in question will ultimately determine as to how this will be done. However, it is recommended that there are multiple means of communication as the list will have emails, phone numbers and addresses. To add to the enticement, we will offer a \$50 "credit" towards a professional development course.

3-Once a member joins, membership is to reach out to the new member at 6 weeks. They are to make inquiries about attending meetings, electronic pieces being received, magazine receipt and thoughts on their membership so far. A reminder about the \$50 credit will be given as well.

4-At three months, Vanguard Council will reach out to member to offer mentorship and ask about what needs they may have since they are new to the business in that focus.

6-At six months, Professional Development is to reach out to the member to inquire about educational needs. Remind the member that they have that \$50 credit to use and it will expire within xx days. (PD can make that determination)

7-At eight months, Chapter and Leadership is to reach out to the member to see if they are interested in working on a committee or comments.

8-Also at eight months, retention chairs need to follow up with member, inquire about their experience and remind them to renew. What does the member find useful in their membership and what is lacking, if anything, in their membership.



NOMINATIONS

Chair: Jim Stenger
Board Liaison: Jim Stenger
Month: January

Currently nominated for the open 2018-2019 Board of Trustee positions are:

President-Elect: Pat Griffey

Vice President

Treasurer: Eugene Starks

Secretary: Kelly Fristoe

Region 2 Vice President: Erica Hain

Region 4 Vice President: Alycia Riedl

Region 6 Vice President: Ed Oleksiak (TX)

Region 8 Vice President: Jolene Bryant (AK) and Pat Burn (CA)

The next deadline for nominations is May 25. This nomination requires nominations from three chapters, with at least one chapter being a state chapter.



PROFESSIONAL DEVELOPMENT

Chair: Ashley Kapostins
Board Liaison: Dane Rianhard
Month: January 2018

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

- The Advanced Self-Funded Certification course is not available online. There are CE credits still pending for some states (AK, CA,GA,KY, LA, ME, NH, NM and NY). The cost of the course is \$259 for NAHU members and \$339 for non-members.
- Professional Development's LEAD committee have met with all potential vendors are in the process of creating RFPs for completion. Next team meeting to discuss overview of vendors and move forward with recommended next steps will be 1/19/18.
- The committee is continuing along the process of identifying speakers for Annual Convention. We have sifted through speaker submissions and the committee has made recommendations regarding potential topics and speakers. We do have a few slots left to fill and should have the majority finalized this month.
- Strategic Plan breakdown with current PD incentives was submitted.
- New NAHU Ethics course *free* for REBC graduates - Graduates with the American College who were compliant and or non-compliant with maintaining their designation were "reset" to January 1, 2017 and given 24 months to obtain 24 continuing professional credits (CPCs). When NAHU CPC requirements have been met and at time of the renewal period, graduates will be given access to an NAHU Ethics training course to satisfy their state requirements.
- The new year has also started a large focus on several additional incentives
 - There has been and continues to be a good amount of participation in the NAHU Benefit Account Manager Certification. The account manager's role has become increasingly more critical and even more vital in the world of compliance. Due to the demand and ever changing industry, account managers have asked that NAHU provide the higher level/next step training. We look forward to providing an advanced level of training first quarter of 2018.
 - Medicare Summit template – content has been created – the PD committee will be going through content to create a generic NAHU branded document, as well strategy on how to disseminate.
 - Will be finalizing the next Running Your Business topic and date for first quarter delivery.
 - Human Resource Professional Continuing Education - NAHU's membership demographic is changing. Not only are agents, brokers, attorneys and consultants seeking NAHU higher education programs.....so are human resource specialist. HRCI and SHRM credits are on the horizon.

The committee's next call is January 22th at 4:00 pm EST. As always if there is anything I can help you with, feel free to reach out, 321-247-0057.



Propose Purpose Statement changes.

Current Purpose Statement:

The purpose of the Vanguard Council is to recruit, retain, educate and support new and young agents, meeting their needs to ensure success in the benefits industry.

Proposed Purpose Statement:

The purpose of the Vanguard Council is to lead the movement for change and innovation within the association. As a Research & Development incubator, the council will pilot, test and conceptualize new programming for long-term growth, retention and engagement.

**Official By-Laws of
The Coastal Bend Association of Health Underwriters**

Adopted: June 1, 1997

Amended: September 15, 2017

Article I. Name and Territorial Limits.

- Section 1. This professional organization shall be known as the Coastal Bend Association Of Health Underwriters, Inc., hereafter referred to as the Association, a not for profit corporation in and under the laws of the State of Texas and chartered by the National Association of Health Underwriters (NAHU) and the Texas Association of Health Underwriters (TAHU).
- Section 2. The territorial limits of this association shall be confined to the following counties known as Nueces, Aransas, San Patricio, Kleberg, Bee, Jim Wells, Refugio, Jim Hogg, Duval, Brooks, Kenedy, Victoria, and Calhoun counties in the state of Texas.

Article II. Association Objectives.

- Section 1. The objectives of the association shall be:
- A. To increase the knowledge of members concerning the principles, functions and application of health insurance and related insurance products and services.
 - B. To place the sale and service of health insurance and related insurance products upon the highest possible standard.
 - C. To advance public knowledge for the need and benefit of the insurance industry.
 - D. To provide, and/or promote continuing education, legislative activity and guidance, regulations, practices and self-improvement which are in the best interest of the insurance industry, the public, and our members.
 - E. To be active as an association in public services and to encourage its members to support and contribute to community services.
 - F. To promote the CODE OF ETHICS of NAHU, hereby made part of these by-laws. (See Addendum 1)
 - G. To promote the common business interest of those engaged in the insurance industry.

Article III. National and State Affiliation.

- Section 1. This association agrees to be bound by the by-laws of the TAHU and NAHU 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 TAHU and NAHU.
- Section 3. Insofar as possible, this association shall be represented by its proper delegates, or their duly appointed alternates, at the annual meeting of NAHU.

Article IV. Membership.

Section 1. The classes of membership are as follows:

- A. **Individual Members.** An individual member may be any individual licensed by the state licensing authority for the sale of health insurance and related insurance products and services. Individual members may also include non-licensed individuals engaged in the distribution of insurance products. Individual members may also be referred to as Active Members.
- B. **Associate Members.** Persons who are the support staff of individual members, and not working in a sales capacity, and non-industry professionals may be Associate members. The Associate member will be considered a member of the association and will pay association dues. Associate members will not be members for census or voting purposes, but shall enjoy all other membership privileges such as discounts for educational tools, and for attendance at symposiums and luncheons.
- C. **Affiliate Members.** Members of other TAHU Chapters, but who desire to participate in association activities may be Affiliate members. Affiliate members will pay association dues, but since an Affiliate member is already a member of another TAHU Chapter, Affiliate members will not be members for census or voting purposes, but shall enjoy all other membership privileges as described above.
- D. **Honorary Members.** Members within the territorial limits of the association who have distinguished themselves as having made significant contributions to the advancement, support and enhancement of association objectives may be named Honorary members by some manner determined by the Board of Directors.

Article V. Membership Application, Responsibilities, and Removal.

- Section 1. Application for membership shall follow the guidelines established by NAHU and TAHU.
- Section 2. Members shall be responsible for adhering to the NAHU CODE OF ETHICS, and for representing themselves to the public only upon the highest of professional standards.
- Section 3. Any individual member of the association shall lose all rights and privileges of the association if their license to sell insurance is revoked, or if they are convicted of a felony or gross misdemeanor, or found to be in violation of guidelines established by NAHU or TAHU.
- Section 4. Reinstatement of members shall follow guidelines as established by NAHU and TAHU.

Article VI. Officers.

- Section 1. The officers of the association shall be President, President-Elect, Vice President, Treasurer, Secretary (the office of the Secretary/Treasurer may be combined), Immediate Past President, and if applicable, a non-voting association executive or staff person.
- Section 2. Each officer shall be an active member in good standing, and shall serve without compensation. An active member in good standing is defined as a member who is current in their membership dues, and who serves the association in at least one annual local activity, including but not limited to, service on a committee, or participation in a symposium or educational event.
- Section 3. All officers shall take office on the first day of July of each year following their election, and shall serve for a term of one year, or until their successor shall be duly elected and qualified.
- Section 4. The duties of the officers shall be as follows:
- A. **President.** The president shall be the Chief Executive Officer of the association and shall preside over all meetings of the association and the Board of Directors. The President shall be an ex-officio member of all standing and special committees. If the office of the President should become vacant due to death, disability, resignation, recall or removal by due process, the President-Elect shall assume the office for the unexpired term and the term of President for the succeeding year. If the office of President becomes vacant and there is no President-Elect, the order of succession shall be the Vice President, Treasurer and then Secretary, provided they are willing and able to serve.
 - B. **President-Elect.** The President-Elect, in the absence of the President, shall preside at all meetings and shall perform such duties as may be assigned by the President or Board of Directors. The President-Elect shall immediately assume the office of President when that office becomes vacant by reason of death, disability, resignation, recall, or removal by due process.
 - C. **Vice President.** The Vice President, in the absence of the President and President-Elect, shall preside at all meetings of the association and the Board of Directors, and perform others duties as assigned by the president of the Board of Directors. The Vice President shall immediately assume the office of President-Elect when that office becomes vacant by reason of death, disability, resignation, recall or removal by due process. If the office of Vice President becomes vacant by reason of death, disability, resignation, recall by due process, the president shall appoint an active member 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.

- D. **Treasurer.** The Treasurer shall be responsible for receiving all funds and dues paid to the association, shall deposit such funds and dues in the association's official depositories, and shall distribute such funds on the order of the Board of Directors. The accounts and books of the Treasurer shall at all times be open to the inspection by the President, Board of Directors, and an authorized auditor(s). The Treasurer shall be responsible for the completion and submission of forms required by laws governing the administration and/or tax status of the association. The association must always require an expense voucher with two (2) signatures for checks over two hundred fifty dollars (\$250) that are not for administration matters such as payment of meal expenses or registration matters.
- E. **Secretary.** The Secretary shall be responsible for keeping records of the membership, attendance, membership dues and minutes of the meetings of the association and Board of Directors, and shall perform other duties as may be assigned by the President or Board of Directors.
- F. **Immediate Past President.** The Immediate Past President shall serve as an advisor to the Board of Directors, chair the Retention sub-Committee, and perform other duties as assigned by the President or Board of Directors.

Section 5. Election of Officers

- A. The President-Elect, Vice President, Treasurer, and Secretary shall be elected by the association's members. Their term of office shall be for one year, or as defined by the position's term limits.
- B. The nomination committee composed of the Immediate Past President, President, and President-Elect shall formulate a slate of officers during the third quarter (3rd) of the association year and present their recommendations to the Board of Directors for review and approval. The slate will be presented to the general membership during the third quarter of the association year for consideration, and the nominating committee will accept further nominations of officers. During the fourth quarter (4th) of the association year, an election shall be held at a regular membership meeting. Should there be a contested position, each applicant for office will be afforded the opportunity to present their qualifications without other candidates for that office present. The election will then be held by secret ballot and the majority position of the members present will determine the participant for the position.

Article VII. Executive Committee.

Section 1. Composition. The Executive Committee shall consist of all officers of the association.

Section 2. Authority and Responsibility. It shall be the duty of the Executive Committee to conduct the affairs of the association at such time as the Board of Directors is not in session, except those specifically reserved to the Board by the By-laws pursuant to delegation of authority to the Executive Council by the Board.

Section 3. Quorum. A majority of the Executive Committee shall constitute a quorum at any duly called meeting or vote of the Executive Council. The President shall call all such meetings as the business of the association may require, or a meeting shall be called by the President upon the request of any three (3) members of the Executive Council.

Section 4. The Executive Council may transact business by mail or electronic means.

Article VIII. Board of Directors.

Section 1. The Board of Directors shall consist of the Officers of the Association, Chairpersons of the Standing Committees, and Association Trustees.

A. Officers are defined in Article VI.

B. Standing Committees are defined in Article IX.

C. Association Trustees shall consist of the most recent five (5) presidents of the association that are willing to serve in such capacity, and have remained active members in good standing. Trustees will have no voting privileges unless they are present at a Board meeting where no quorum exists. In such cases, any Trustee(s) present will have full voting privileges in order to facilitate a quorum.

D. Once a Past President has served in the capacity of Trustee for three (3) years, said trustee will be extended the title of "Trustee Emeritus" for life. One year of service may be counted for each year of service as an elected officer of TAHU/NAHU. Trustee Emeriti will be invited to all Board meetings of the association and will act in the capacity of advisors. A Trustee Emeritus shall have no voting power, unless appointed as a Standing Committee Chair as defined elsewhere in these by-laws.

Section 2. Each director shall be an active member in good standing, and shall serve without compensation.

Section 3. All directors shall take office on the first (1st) day of July of each year following their election, and shall serve for a term of one (1) year.

Section 4. The Board shall determine the policies and procedures of the activities of the association, approve the budget, approve all expenditures, authorize all disbursements, and have the authority and responsibility to manage the association's affairs. Policy and Procedure (P&P) statements shall be added to these by-laws with an index of all current procedures, updated as necessary. Each Board of Directors shall review the P&Ps during the first meeting of each association year, and approve or rescind the P&Ps as appropriate.

Section 5. Meetings

A. Regular meetings of the Board of Directors shall be held at least monthly. Notification of the meeting shall be the responsibility of the President.

- B. Special meetings may be called on the order of the President, or by a majority of the Board of Directors. Notice for this meeting shall be the responsibility of the calling party.
- C. All meetings of the Board of Directors will be open to any active member.
- D. A majority of the Board shall constitute a quorum for the transaction of business.
- E. Prompt and regular attendance at Board of Director meetings is required for all directors. In the event of a planned absence by a director, it is the director's responsibility to notify the President prior to the meeting. Any director, except a trustee, who has been absent from two (2) regular meetings of the Board during a single administrative year may face expulsion from the Board. In order to expel a member from the Board, a two-thirds (2/3) majority of the Board is required. The Board shall consider each absence circumstance and may expressly waive such absence by affirmative majority vote.

Section 6. Indemnification. Each Director and Officer shall be indemnified by the association against all expenses and liabilities including legal counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or which they may become involved, by reason of being or having been a Director or Officer of the association or any settlement thereof, whether the person is a Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which the indemnified may be entitled.

Section 7. Vacancies, Removal and Recall

- A. Other than as described elsewhere in this document, any vacancy occurring on the Board between annual meetings shall be appointed by the president with the advice and consent of the majority of the Board of Directors. A person so appointed shall serve the unexpired term of the predecessor.
- B. An officer or director of the association may be removed for malfeasance of the office.
 - 1. Recall from office of an officer or director shall cause the office to be vacant until removal from the office is achieved and a successor is appointed. Recall will be initiated by the Board of Directors and can be achieved by a three-fourths (3/4) vote of the Board of Directors.
 - 2. Failure to achieve the required vote for removal will cause the immediate reinstatement of the recalled officer or director, and any appointees replacing the recalled officer or director shall be immediately discharged.
 - 3. The Board of Directors may be convened for purposes of removing an officer or director if the President receives written request from a minimum of 25% of the membership. Notice of Recall or Removal must be sent by certified or registered mail to the affected individual, advising the individual of the action taken or about to be taken. Removal by due process requires notification prior to the vote for Removal from office.

Article IX. Standing Committees.

- Section 1. Chairpersons. The President shall appoint, with the advice and consent of the Board of Directors, from the membership, the chairpersons for each of the Standing or Special Committees.
- Section 2. Committees. The Standing Committees shall, as a minimum, consist of the following committees:
- A. Awards
 - B. Education/Programs
 - C. Hospitality/Sponsors
 - D. Legislation/GRIP
 - E. Media Relations
 - F. Membership/Retention
 - G. Newsletter/Care Chair
 - H. Public Service
 - I. Technology/Website
- Section 3. Special Committees. The President shall appoint, subject to confirmation by the Board of Directors, such Special Committees as necessary.
- Section 4. Action by Committees. Any action by a committee shall be subject to the approval of the Board of Directors.
- Section 5. Organization. All committees shall be of such size and shall have such duties, function and powers as may be assigned to them by the President, except as otherwise provided in these by-laws.
- Section 6. Creation and Dissolution of Committees. The President shall monitor actions of the committees of the association and shall make recommendations as needed to the Board of Directors concerning the creation, dissolution and consolidation of these committees.

Article X. Duties of the Committees.

- Section 1. Awards: shall have the responsibility for the promotion and participation in the RHU, REBC, LPRT, HIQA, and HITC programs. The awards committee shall also be responsible for submission of award applications to TAHU and NAHU.
- Section 2. Education/Programs: shall have the responsibility for promotion, development and extension of educational programs for members of the association.
- Section 3. Hospitality/Sponsors: shall have the responsibility to secure a facility to conduct monthly meetings and other venues as necessary, to host association business meetings, and to negotiate with said facility on cost, menu, and meeting set-up. This committee shall further endeavor to secure sponsors for each monthly membership meeting.
- Section 4. Legislation/GRIP: shall have the responsibility of disseminating information of legislative activity that may affect the members. The committee shall notify

members of meetings and activities where attendance is encouraged and recommended. The committee shall also recruit members who will contribute to the national and state legislative efforts, including, but not limited to: GRIP, HUPAC, and TAHUPAC.

Section 5. Media Relations: shall promote the educational efforts, recognitions and awards, and contributions of the association and its individual members to the insurance industry through local, state, and national awards. The committee shall further promote association events, distribute public service announcements, and inform the public of health insurance related matters through the local media.

Section 6. Membership/Retention: shall encourage membership among all licensed agents, general agents and managers, brokers, home office personnel, marketing representatives and management, third party administrators, carriers, and others who support services involved in the sale and service of health insurance and related insurance products and services.

Section 7. Newsletter/Care Chair: shall establish and maintain open lines of communication among the members through a monthly Newsletter including, but not limited to, notice of association functions, and to provide information regarding legislation, education and items of concern or of interest to the membership. The Care Chair shall utilize the Newsletter to communicate individual membership issues that warrant care and concern from the association.

Section 8. Public Service. shall provide guidance to the association of activities which would allow members the opportunity to assist the local community through financial or volunteer means.

Section 9. Technology/Website. shall establish, maintain and promote the association's programs and services using information technology. The committee shall further support and maintain the association's website to improve communication with, and enhance customer service among members, and to insure the website provides accurate information to the community of our programs and services.

Article XI. Dues and Finance.

Section 1. Establishment of Dues: Dues shall be established upon recommendation of the Board of Directors. Any change in dues shall require approval of a two-thirds (2/3) vote of the Board of Directors. The association's dues may only be changed once a year and will be in effect from January 1 through December 31 each year. Not later than the fifteenth (15th) of September of each year, or a date specified by NAHU, if the association plans to change its local chapter dues for the following calendar year, the President shall advise NAHU in writing of the Board-approved dues for the coming year.

Section 2. The fiscal year of the association shall be July 1 through June 30.

Section 3. The association's book of accounts shall be reviewed and/or audited at least once each fiscal year. The Board of Directors shall name the reviewer/auditor.

- Section 4. The Board of Directors shall adopt a budget for the fiscal year not later than August 15 of the fiscal year.
- Section 5. All disbursements of the association shall be made solely by voucher checks which shall show the payee, the item(s) of service rendered or materials purchased, the amount of payment, and any applicable invoice number. All voucher checks greater than two hundred fifty dollars (\$250) must be signed by two (2) approved board members.
- Section 6. Disbursement shall not exceed gross annual receipts, unless approved by three-fourths (3/4) vote of the Board. The association may not borrow funds from any source.
- Section 7. The Executive Committee shall have the power to authorize such individuals as in its judgment may seem advisable to execute the voucher checks aforementioned.
- Section 8. The Executive Committee shall designate the depository(ies) of all funds of the association.
- Section 9. As soon as possible after the receipt of the reviewer/auditor's annual report following the close of the fiscal year, the Treasurer shall deliver to the Board of Directors the balance sheet and a statement of receipts and the expenditures of the association for the previous year which has been duly certified by the reviewer/auditor.
- Section 10. Each active member of this association shall pay local, state, and national dues. Such annual dues shall be payable on the first (1st) day of the member's anniversary month as recorded by NAHU. All dues shall be submitted to and through NAHU. Any individual member more than sixty (60) days in arrears in payment of dues shall be dropped from the membership rolls.
- Section 11. The association shall use funds only to accomplish the objectives and purposes specified in the by-laws and no part of said funds shall insure or be distributed to the members of the association.

Article XII. Delegates to NAHU and TAHU Functions.

- Section 1. All officers and members of the associations are encouraged to attend these activities, and any reimbursement will be determined by the Board of Directors. The Board of Directors may authorize the reimbursement of its members for expenses incurred on behalf of the association, or in attendance of association, TAHU or NAHU functions.
- A. NAHU and TAHU will advise the association of the number of allotted delegates the association may send to the House of Delegates at the respective meetings. The association delegates shall be, in order of available funded slots, the President, President-Elect, Vice President, Treasurer, and then Secretary. A number of alternate delegates may be determined by the Board of Directors as deemed necessary.

- B. The Association will reimburse delegates to the House of Delegates for the expenses of registration, round-trip airfare where appropriate, and lodging up to the maximum amount approved by the Board. To promote development of association officers, financial consideration shall be given first to delegates, and then to alternate delegates in amounts determined by the Board. The maximum amount of reimbursement will be set annually by the Board. The delegate or alternate delegate will be reimbursed provided the responsibilities of a delegate are met, including, but not limited to:
 - 1. Attendance at all state meetings at the event.
 - 2. Attendance at all regional meetings at the event.
 - 3. Attendance at all House of Delegates meetings at the event.
 - 4. Provide a summary report of the event's activities to the membership within thirty (30) days of the close of the event.
- C. Exceptions to these responsibilities must be approved by the Board of Directors.

Section 2. Capitol Conference, and Day at the Capitol.

- A. Delegates to the Capitol Conference, and Day at the Capitol shall be the Chair of the Legislation Committee, President, and President-Elect. Provided funds are available, alternate delegates may be appointed to attend with the advice and consent of the Board of Directors. To promote development of association officers, financial consideration shall be given first to delegates, and then to alternate delegates.
- B. Provided funds are available, the association will reimburse delegates for expenses of registration, round-trip airfare where appropriate, and lodging up to the maximum amount set annually by the Board. Delegates or alternate delegates will be reimbursed provided the responsibilities of a delegate are met, including, but not limited to:
 - 1. Attendance at the regularly scheduled general sessions.
 - 2. Provide a summary report of the event's activities to the membership within thirty (30) days of the close of the event.

Article XIII. Parliamentary Authority.

- Section 1. Robert's Rules of Order (current) shall be the Parliamentary Authority for all matters of procedure not specifically covered by these by-laws.

Article XIV. Dissolution.

- Section 1. In the event the association is disbanded or the Charter revoked for cause in the violation of the by-laws of TAHU or NAHU, the last treasurer of record or other

person in possession of the funds or assets shall submit them to the treasurer of TAHU to be placed in an escrow account. After a period of one (1) year, if the association has not been reactivated or a new association organized and chartered, escrowed funds shall become part of the general funds of TAHU.

Article XV. Amendments.

- Section 1. Any amendments to these by-laws, if in conformity with the policy of TAHU and NAHU, may be adopted by a two-thirds (2/3) vote of the active members present at any meeting of the association, provided that written notice of the meeting and of the proposed amendments shall have been given to the members at least one month prior to the meeting at which the vote will be held.
- Section 2. One-tenth (1/10) of this Association's membership shall constitute a quorum.

Article XVI. Previous By-laws Superseded.

- Section 1. These by-laws, as amended or revised, supersede all provisions of any previous by-laws of the Coastal Bend Association of Health Underwriters.

END OF BY-LAWS

ADDENDUM 1

NAHU's Code of Ethics

- To hold the selling, service and administration of health insurance and related products and services as a professional and public trust and 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 I know may be false or misleading.
- To consider the sale, service and administration of health insurance and related products and services as a career, to know and abide by the laws of any jurisdiction Federal and State in which I practice and seek constantly to 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 which may reflect unfavorably on myself or my industry.
- To treat prospects, clients and companies fairly by submitting applications which reveal all available information pertinent to underwriting a policy.
- To extend honest and professional conduct to my clients, associates, fellow agents and brokers, and the company or companies whose products I represent.

**BYLAWS
of the
Dallas Association of Health Underwriters**

**Adopted *May 2005*
Restated November 2016**

ARTICLE I – NAME AND TERRITORIAL LIMITS

- Section 1. This organization shall be known as the Dallas Association of Health Underwriters, hereinafter referred to as this Association, a non-profit corporation incorporated as such under the laws of the state of Texas and chartered by the National Association of Health Underwriters.
- Section 2. The territorial limits of this Association shall be confined to Dallas and is surrounding counties, including, but not limited to Tarrant, Collin, Denton and Rockwall counties. These shall not be changed unless permission first has been obtained from the governing bodies of the local association currently having jurisdiction in such territory, if applicable, and of the Texas 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 Dallas Association of Health Underwriters, the Texas Association of Health Underwriters and the National Association of Health Underwriters.
 - I. To be active as an association in public service and to encourage its members to support and contribute to community activities.

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

ARTICLE V – DUES AND FINANCE

- Section 1. Each active member of this Association shall pay local, state and national annual dues. Such annual dues shall be payable on the first day of the member's anniversary month as recorded by the National Association of Health Underwriters. All dues shall be submitted to and through the National Association of Health Underwriters. Any individual member more than sixty (60) days in arrears in payment of dues shall be dropped from the rolls as a member in good standing.
- Section 2. The Board of Directors shall determine the amount of annual dues of this Association. This Association's dues may only be changed once a year and will be in effect from January 1 through

December 31 of each year. Not later than the fifteenth (15th) of September of each year, or a date specified by the National Association of Health Underwriters, if this Association plans to increase or decrease its local chapter dues for the following calendar year, the President shall advise the National Association of Health Underwriters in writing of the Board-approved dues for the following year.

- Section 3. The fiscal year of this Association shall begin on the first day of July of each year.
- Section 4. This Association's books of accounts shall be reviewed and/or audited at least once each fiscal year. The Board of Directors shall name the auditors/reviewers.
- Section 5. The Board of Directors shall determine the official depository(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
- Section 2. Each officer shall be an active member of this Association, and the Texas and National Association of Health Underwriters.
- Section 3. All officers shall serve without compensation.
- Section 4. All officers shall take office on the first day of July of each year following their election, and shall serve for a term of one year.
- 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, shall serve as Chair of the Nominations and Elections Committee 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 – EXECUTIVE COMMITTEE

Section 1. The Executive Committee (EC) shall consist of the Elected Officers of the Association.

- Section 2. It shall be the duty of the EC to conduct the affairs of the Association at such time as the Board of Directors is not in session, except for those duties specifically reserved to the Board of Directors by the Bylaws or Policies and Procedure, pursuant to delegation of authority to the EC by the Board. Any such affairs of the Association conducted by the EC shall be reported to the Board of Directors not later than the next regularly scheduled Board meeting.
- Section 3. A majority of the voting members of the EC shall constitute a quorum at any duly called meeting or vote of the EC. The President shall call all such meetings of the EC as the business of the Association may require, or a meeting shall be called by the President at the request of any other three (3) members of the EC.
- Section 4. The EC may transact business by mail or electronic means.

ARTICLE IX – BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of the officers and the chairs of standing and special committees, as appointed by the President
- Section 2. Each director shall be an active member of this Association, and the Texas and National Association of Health Underwriters.
- Section 3. All directors shall serve without compensation.
- Section 4. All directors shall take office on the first day of July of each year following their appointment and shall serve for a minimum term of one 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 monthly 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. Attendance at such meetings may be made by teleconference call.
- Section 7. The Board of Directors may transact business by regular meeting, by mail or by teleconference for proposals presented to them, in accordance to these Bylaws. Proposals presented, regardless of method , 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).

- Section 10. Any Officer, Standing or Special Committee Chair who shall have been absent from four (4) regular meetings of the Board of Directors during a single fiscal year shall automatically vacate their seat on the board of Directors, and the position shall be filled in accordance with these Bylaws. However, the Executive Committee shall consider each absence as a separate Circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

ARTICLE X – TRUSTEES

- Section 1. The Trustees shall be members who have served as Immediate Past President of the Association, the current Texas AHU President or any current National Officer
- Section 2. Trustees shall have full voting privileges so long as they have attended a minimum of six (6) of the past twelve (12) meetings of the Board of Directors.
- Section 3. No specific committee responsibilities shall be assigned to trustees however they may serve as members of any committee of the board.

ARTICLE XI – NOMINATIONS AND ELECTIONS

- Section 1. The election of officers and directors shall be held annually, not later than May 1 of each year. The election of officers shall be held by mail or in some other manner as determined by a vote of the Board of Directors.
- Section 2. At least three (3) months prior to the date of the election, the Immediate Past 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 election. The ballots shall be cast by mail or electronic means.

ARTICLE XII – COMMITTEES

- Section 1. There shall be the following standing committees:
- A. Awards
 - B. Legislation
 - C. Membership
 - D. Nominations & Elections
 - E. Professional Development

- Section 2. The President shall appoint the chairs 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 XIII – 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 XIV – PARLIAMENTARY AUTHORITY

- Section 1. The current edition of "Robert's Rules of Order" governs this Association in all parliamentary situations that are not provided for in the law or in its charter, bylaws or adopted rules.

ARTICLE XV – 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 XVI – 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 XVII– 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 XVIII – PREVIOUS BYLAWS SUPERCEDED

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

##END##

APPENDIX A - NAHU Code of Ethics

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

To keep paramount the needs of those whom I serve.

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

To give all service possible when service is needed.

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

To use no advertising which may be false or misleading.

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

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

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

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

BYLAWS
of the
SOUTH SOUND ASSOCIATION OF HEALTH UNDERWRITERS

Adopted October 18th, 2007

Updated February 10th, 2017

ARTICLE I – NAME AND TERRITORY LIMITS

- Section 1. This organization shall be known at South Sound Association of Health Underwriters (SSAHU), hereinafter referred to as this Association, a non-profit corporation incorporated as such under the laws of the state of Washington and chartered by the National Association of Health Underwriters (NAHU).
- Section 2. This association shall include the south Puget Sound region.

ARTICLE II – PURPOSE

- Section 1. The objectives of this Association are:
- A. To promote the adoption and application of high standards of ethical conduct in the employee benefits, health insurance, and disability insurance industry.
 - B. To promote the common business interests of those professionals engaged in employee benefits, health insurance and disability insurance and risk management.
 - C. To advance public knowledge for the need and benefit of disability income and/or health insurance products and employee benefits.
 - D. To sponsor a program of continuing education and self-improvement for Association members.
 - E. To promote education, legislation, regulation and practices which are in the best interest of the professionals in the industry and the insuring public.
 - F. To encourage adequate protection against the hazards of disability and long term care need as part of a well-rounded insurance program.
 - G. To promote programs which further the success level and improve the image of the Association of Health Underwriters and its members.
 - H. To increase awareness in the communities we serve through public service and communication efforts.
- Section 2. This Association and its members recognize an obligation to present accurately, honestly and completely every fact essential to the client's decision and to abide by the

National Association of Health Underwriters Code of Ethics, which are considered a part of these bylaws.

ARTICLE III – MEMBERSHIP

- Section 1. Membership in this Association is available on an Individual Membership basis
- Section 2. An individual member may be any individual licensed by his/her state licensing authority for the sales of employee benefits, health insurance, and/or disability income insurance. Individual members may also include non-licensed individuals engaged in the distribution of disability income and/or health insurance products such as, but not limited to, home office personnel and others engaged in the management and distribution of such products. Individual members who have paid their annual national, state and local dues will also be referred to as active members.

ARTICLE IV – NATIONAL AND STATE AFFILIATION

- Section 1. This Association agrees to 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 and forwarding of all reports required by the State and National Association of Health Underwriters.
- Section 3. Its proper delegates, or their duly appointed alternates, shall represent this Association at the meetings of the State and National Associations of Health Underwriters.

ARTICLE V – DUES AND FINANCE

- Section 1. Each active member of this Association shall pay local, states, 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. This Association's dues may only be changed once a year and will give notification ninety (90) days in the advance to the members. The President shall advise the National Association of Health Underwriters in writing or via email not later than the fifteenth (15th) of September of each year, or a date specified by the National Association of Health Underwriters, of the Board-approved dues change for the following year. Changes in local dues are effective January 1 of any year a change is to be made.
- 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 distribution of such funds.
- Section 6. The Treasurer/Secretary shall hold and make use of funds via credit card transaction(s) when the transaction(s) have been voted on and approved by this Association.
- Section 7. The Association will carry appropriate insurance.

ARTICLE VI – OFFICERS

- Section 1. The officers of this Association shall be: President, President – Elect, Immediate Past President, 1st Vice President, 2nd Vice President, Secretary/Treasurer, and a non-voting Association Executive.
- Section 2. Each officer, except the Association Executive, shall be an active member of this Association, and the State and National Association of Health Underwriters.
- Section 3. All officers, except the Association Executive, shall serve without compensation.
- Section 4. All officers shall take office on the first day of July of each year following their election, and shall serve for a term of one year.
- Section 5. The outgoing President shall fill the office of Immediate Past President automatically. In the event there is no outgoing President, this office shall remain vacant.
- Section 6. If the office of the President shall become vacant due to death, disability, resignation, recall or removal by dues process, the President-Elect shall assume office for its unexpired term. 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 1st Vice President and then Secretary/Treasurer.
- Section 7. If the office of the President-Elect shall become vacant due to death, disability, resignation, recall or removal by dues process, or by succession to the Presidency under Article VI, Section 6, the President shall appoint a member of this Association in good standing to 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 1st and 2nd Vice President, and the Secretary/Treasurer become vacant due to death, disability, resignation, recall or removal by dues 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. Appointees shall assume title and duties of the position for the unexpired term.

Section 9. The elected Officers make up the Executive Board of this Association.

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 the 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.
- 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.
- D. Vice Presidents – The 1st Vice President, in the absence of the President and the President-Elect, shall preside at all meetings of the Association and the Board of Directors. If the 1st Vice President is unavailable, the 2nd Vice President shall preside. Vice Presidents shall perform other duties as may be assigned by the President.
- E. Secretary/Treasurer (ST) - The ST shall be responsible for keeping all records of membership, attendance, 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. All funds and dues paid to this Association shall be recorded. Dues shall be forwarded to the National Association of Health Underwriters, where they will be deposited and the local portion remitted back to the Association on a monthly basis. The Treasurer shall deposit all other funds in the Association's official depository(ies) and shall disburse such funds upon the order of the President or Board of Directors. The accounts and books of the Association shall be open at all times for inspection by the President, 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 the Association. The Treasurer shall coordinate preparation of the budget, monitor financial progress of the Association accordingly and report at each monthly Board Meeting.
- F. Association Executive – The 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 President and Secretary/Treasurer directly supervise the Association Executive. The Association Executive shall have no vote.

ARTICLE VIII – BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of elected officers and appointed 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 the election and shall serve for a term of one year. (See Article VI, Section 4)
- Section 5. All directors will be sworn in, following execution of the SSAHU Code of Involvement Agreement which documents expectations associated with director status.
- Section 6. The Board of Directors shall determine the politics and activities of the Association, approve the strategic plan and budget, authorize all expenditures and disbursements, and have the authority and responsibility to manage the Association's affairs.
- Section 7. 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 the place and time as determined by the President. A written notice stating the time and place of all regular meetings of the Board of Directors of this Association shall be posted at all times on our website, and any updates or changes to the time or place of the meeting will be emailed to the members no less the 2 weeks prior to the next meeting.
- Section 8. The Board of Directors may transact business by email by voting upon proposals/motions presented to them. Any such proposal/motion shall be adopted if at least two-thirds (2/3) majority of the Executive Board of the Board of Directors. The members of the Board of Directors shall be advised of the results of such balloting as soon as the results are available and/or no more than seven (7) days after the vote is tabulated.
- Section 9. A majority of the Executive Board of the Board of Directors shall constitute a quorum for the transaction of business.
- Section 10. 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 be 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 occur in June of each year. Ballots shall be distributed at the Annual Meeting or by email.
- 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 elections process including preparation, distribution, collection and counting of ballots, and reporting results.
- Section 3. The Nominations Committee shall prepare a ballot containing 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.
- Section 4. The ballots shall be cast in person at the annual meeting, or via email on the date of the annual meeting.
- Section 5. A member may be presented to the Nominations Committee for consideration as a nominee by any member of the Nomination Committee, or by written notice from any member of this Association accompanied by a statement signed by the nominee that he/she is willing able to serve if elected.
- Section 6. With the exception of Immediate Past President and President, additional nominations may be made from the floor during the annual meeting while nominations are open for a particular office or in writing in the case of a mail or email ballot. In order to qualify, the Secretary/Treasurer at or before the time of the nomination must receive a signed statement by the nominee that he/she is willing and able to serve if elected. One nominating member and up to two seconding member nominations may be made on the nominees behalf.

ARTICLE X – COMMITTEES

- Section 1. There shall be the following standing committees:
- A. Awards
 - B. Education
 - C. Ethical Review
 - D. Legislation
 - E. Membership
 - F. Nominations
 - G. Programs
 - H. Communications
- Section 2. The President shall appoint the chairs and members of all standing, special or ad hoc committees and task force, subject to approval by the Executive Board.

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 appointed task force member or chair may be removed for misconduct of office.

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

Section 3. Notice of removal must be sent by registered mail to the affected individual advising him/her of the action taken or about to be taken. Removal by due process requires notification prior to the vote for removal from office. The Board of Directors can initiate recall. Recall requires a three-fourths (3/4) vote of the Board of Directors along with a majority vote of the Association membership.

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 membership under this Association if his/her license to sell insurance is revoked. A member may also lose rights and privileges if he/she is convicted of a felony, gross misdemeanor, or unacceptable ethical behavior, relating to the Association and/or to insurance business practices.

ARTICLE XII – PARLIAMENTARY AUTHORITY

Section 1. The current edition of "Robert's Rules of Order" governs this Association in the parliamentary situations that are not provided for in the law or in its charter, by laws 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 member of this Association, provided that written notice, including via email, 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. If the Board of Directors prefers to amend bylaws via email, a two-thirds majority (2/3) of the members voting is required to amend these bylaws.

ARTICLE XIV – INDEMNIFICATION

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

ARTICLE XV - DISSOLUTION

- Section 1. Dissolution of this Association requires the passing of a Resolution of Resignation by a three-fourths (3/4) vote of all active members. The adopted resolution shall be sent by the Secretary of this Association by registered mail to the Executive Vice President of the National Association of Health Underwriters and shall become effective upon acceptance by the Board of Trustees. Upon acceptance of the Resolution of Resignation by the Board of Trustees, individual members of the 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 the Washington Association of Health Underwriters. 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 XVI – PREVIOUS BYLAWS SUPERCEDED

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

Executed in witness of SSAHU Board approval and submission to the National Association of Health Underwriters for requesting ratification this the 20th day of March, 2017.



A handwritten signature in cursive script, appearing to read 'Amanda Riley', is written over a horizontal line.

Amanda Riley, President



A handwritten signature in cursive script, appearing to read 'Victoria Lindholm', is written over a horizontal line.

Victoria Lindholm, Secretary

National Association of Health Underwriters
BALANCE SHEET
November 30, 2017

	This Year	Last Year	Variance	% Increase(Decrease)
ASSETS				
CURRENT ASSETS				
Operating Cash and Cash Equivalents	365,180.40	234,555.05	130,625.35	55.69%
Accounts Receivable, Net	233,066.76	750,378.13	(517,311.37)	-68.94%
Prepaid Expense	48,999.25	85,165.65	(36,166.40)	-42.47%
Note Receivable	2,500.00	5,000.00	(2,500.00)	-50.00%
Total Current Assets	649,746.41	1,075,098.83	(425,352.42)	-39.56%
SHORT TERM INVESTMENTS, at Fair Value				
Operating Investments	0.00	355,320.07	(355,320.07)	-100.00%
Federal Legislative Defense Fund Investments	(95.52)	266,131.04	(266,226.56)	-100.04%
Total Short Term Investments	(95.52)	621,451.11	(621,546.63)	-100.02%
LONG TERM INVESTMENTS, at Fair Value				
Equity Securities	1,911,536.30	1,689,939.02	221,597.28	13.11%
Total Long Term Investments	1,911,536.30	1,689,939.02	221,597.28	13.11%
PROPERTY AND EQUIPMENT, at Cost				
Office Furniture and Equipment	380,011.09	637,637.01	(257,625.92)	-40.40%
Leasehold Improvements	460,953.93	460,953.93	0.00	0.00%
Less: Accumulated Depreciation & Amortization	(528,867.37)	(803,715.56)	274,848.19	-34.20%
Total Property and Equipment	312,097.65	294,875.38	17,222.27	5.84%
LONG TERM ASSETS				
Intangible Assets-REBC Designation	50,000.00	0.00	50,000.00	0.00%
Total Long Term Assets	50,000.00	0.00	50,000.00	0.00%
DEPOSITS				
Note Receivable	37,161.60	37,161.60	0.00	0.00%
	2,500.00	0.00	2,500.00	0.00%
TOTAL ASSETS	2,962,946.44	3,718,525.94	(755,579.50)	-20.32%
LIABILITIES AND NET ASSETS				
CURRENT LIABILITIES				
Accounts Payable and Accrued Expenses	9,459.87	163,610.09	(154,150.22)	-94.22%
State and Local AHU Dues Payable	168,784.52	135,838.44	32,946.08	24.25%
Deferred Revenue - Membership	1,701,780.90	1,719,238.60	(17,457.70)	-1.02%
Deferred Revenue - Prepaid Ads	0.00	5,000.00	(5,000.00)	-100.00%
Deferred Revenue - Conferences	186,289.35	71,719.50	114,569.85	159.75%
Total Current Liabilities	2,066,314.64	2,095,406.63	(29,091.99)	-1.39%
LONG TERM LIABILITIES				
Deferred Rent Obligation	242,157.07	249,180.28	(7,023.21)	-2.82%
Deferred Tenant Allowance	177,395.56	222,688.00	(45,292.44)	-20.34%
Total Long Term Liabilities	419,552.63	471,868.28	(52,315.65)	-11.09%
TOTAL LIABILITIES	2,485,867.27	2,567,274.91	(81,407.64)	-3.17%
NET ASSETS				
Net Assets, Beginning of Year	803,996.01	1,142,797.60	(338,801.59)	-29.65%
Current Year Activity	(328,056.84)	8,453.43	(336,510.27)	-3980.75%
TOTAL NET ASSETS	475,939.17	1,151,251.03	(675,311.86)	-58.66%
TOTAL LIABILITIES AND NET ASSETS	2,961,806.44	3,718,525.94	(756,719.50)	-20.35%