



NAHU Board of Trustees Meeting Agenda
Monday, May 20, 2019
4:00 p.m. - 5:30 p.m. EDT
Washington, DC

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

Roll Call of Attendees (*Kelly Fristoe*)

Approve Agenda (*Rusty Rice*)

Consent Agenda A (*Rusty Rice*)

- BoT Meeting Minutes – April 20, 2019

Consent Agenda B (*Rusty Rice*)

- National Committee Reports
 - Awards
 - Chapter Leadership and Development
 - Legislative
 - LPRT
 - Media Relations
 - Membership
 - Nominations
 - Professional Development
- Amended Chapter Bylaws
 - Indiana AHU Bylaws
 - Oregon AHU Bylaws
 - Texas AHU Bylaws

Financial Reports (*Eugene Starks*)

- Finance Committee Meeting Minutes - May 2019
- Financial Statements – March 2019
- Financial Trends - March 2019
- Financial Projections for 2019
- Annual Convention Sponsors and Exhibitors Report

Current Membership Numbers

Federal Legislative Update

CEO Report (*Janet Trautwein*)

Old Business

- Strategic Planning Discussion Update (Rusty Rice/Pat Griffey)

New Business

Motion for Adjournment



NAHU Board of Trustees Meeting

May 20th, 2019

Meeting called to order at 4:00P.M. EDT by Rusty Rice

NAHU'S MISSION STATEMENT

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

Call to Order and Reading of Antitrust Statement (Rusty Rice)

Rusty Rice waived the reading the antitrust statement but instead provided a shot on the screen for views to see and review. NOTE: people who joined the call by phone instead of the Zoom Visual method did not get to see the antitrust statement.

Roll Call (Kelly Fristoe)

Attendees:

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

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

Staff:

Farren Baer
Jennifer Murphy
Marcy Buckner – **Absent** - Chris Hartman is substituting for Marcy to give the Legislative Report
Brooke Willson

Guests:

Legislative Council Vice Chair Jessica Watts - **Absent**
Membership Council Vice Chair Kevin Trokey- **Absent**
Professional Development Vice-Chair Jill Pedersen - **Absent**
Governance Committee Chair David Smith
Chapter and Leadership Development Chair Artie Accardo
Jim Stenger

Adoption of Agenda

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

MOTION: Motion passed unanimously.

Consent Agenda A (*Rusty Rice*)

- BoT Meeting Minutes – April 15th, 2019

MOTION: Mike Embry made a motion to approve Consent Agenda A.

MOTION: Motion passed unanimously.

Consent Agenda B (*Rusty Rice*)

National Committee/Council Reports

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

Amended Chapter Bylaws

- Indiana AHU Bylaws
- Oregon AHU Bylaws
- Texas AHU Bylaws

MOTION: Paige Phillips made a motion to approve Consent Agenda B.

MOTION: Motion passed unanimously.

Finance Report (*Eugene Starks*) – Eugene reported on the financial position of the association. We are still behind budget significantly. The Committee is working on the details of tracking the downward trend against the budget and projecting for the remainder of the year of 2019. The main issue is that the revenue is down from the project budget. Jennifer Murphy discussed the reports in more detail. It was reported that the cash balance is going up as the increase in dues and the revenues from that continue to come in. An area of shortfall where the board might be able to help in this effort is with convention sponsors and advertisers. If this shortfall isn't addressed it will result in a budget deficit of over \$250,000.

- Finance Committee Meeting Minutes – May, 2019
- Financial Statements – March, 2019
- Financial Trends – March, 2019
- Financial Projections for 2019

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

MOTION: Motion passed unanimously.

RVP Report (*Ed Oleksiak*) – Ed reported the RVP's had a great call. They are continuing discussion regarding better ways to orchestrate the Regional Leadership Conferences. Region 5 and 6 just finished their combined meeting. It was poorly attended but had great content. There's a continued focus to try to have a Regional Leadership Conference tied in with the National Convention in Chicago next year. The RVP call also discussed how Medicare is a hot topic and due to the increasing population of agents in this area, it may benefit NAHU to add a Medicare person to the board or committee position.

Current Membership Numbers (*Michelle Howard*) – Michelle reported a slight increase in membership from last month. Rusty reported that there is frustration from the Regional Membership Chairs with low conference call participation from local and state membership chairs.

Federal Legislative Update (*Chris Hartman*) – Chris will provide a written report describing the details of his verbal report, to be added to these minutes.

CEO Report (*Janet Trautwein*) – *No report due to Janet's absence.*

Old Business (*Rusty Rice and Pat Griffey*)

- Strategic Planning Discussion Update – Pat Griffey described the details of conducting the strategic planning meeting at the National Convention in San Diego. Annette Bechtold will help facilitate. Pat mentioned that she is also considering a person from the Vanguard to also serve on the Futures Task Force due to a lot of overlap functions between the two.
- Rusty stated that there will not be a board call between now and our meeting in San Diego. Our next meeting will occur in San Diego from 9:00am to 5:00pm on Friday prior to the beginning of the convention. At this meeting Rusty will go over Vision 20/20 and provide a report on all the things accomplished versus what still needs to be done.

New Business

Motion for Adjournment

Alycia Riedl made a motion to adjourn the meeting. The meeting adjourned at 5:04pm EDT.

Respectfully submitted,
Kelly Fristoe
NAHU Secretary



NAHU Board of Trustees Meeting

April 15th, 2019

Meeting called to order at 4:00P.M. EDT by Rusty Rice

NAHU'S VISION STATEMENT

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

Reading of Antitrust Statement

Rusty Rice read the antitrust statement.

Roll Call (Kelly Fristoe)

Attendees:

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

Staff:

Farren Baer Jennifer Murphy Marcy Buckner Brooke Willson

Guests:

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

Adoption of Agenda

MOTION: Karen Kirkpatrick made the motion to adopt the posted agenda.

MOTION: Motion passed unanimously.

Consent Agenda A (Rusty Rice)

- BoT Meeting Minutes – March 18th, 2019
 - Correction to Minutes to show Jill Pederson as present in the March board meeting conference call.

MOTION: Paige Phillips made a motion to approve Consent Agenda A.

MOTION: Motion passed unanimously.

Consent Agenda B (*Rusty Rice*)

National Committee/Council Reports

- Awards Committee
- Chapter and Leadership Development Committee
- Governance
- HUPAC
- Legislative Council
- LPRT Committee
- Media Relations
- Membership Council
- Nominations Committee
- Professional Development Committee
 - NAHU's Speakers Bureau Recommendations
- Vanguard Council

MOTION: Paige Phillips made a motion to approve Consent Agenda B. Eugene Starks asked that the Governance Committee Report be pulled from the Consent Agenda B.

MOTION: Motion passed unanimously.

Finance Report (*Eugene Starks*) – Eugene reported on the association finances and that we are still significantly behind budget. The committee is working on the details of tracking the downward trend. All revenue areas are down from the budget.

- Finance Committee Meeting Minutes – April, 2019
- Financial Statements – February, 2019
- Financial Trends – February, 2019
- Membership Count Analysis

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

MOTION: Motion passed unanimously.

RVP Report (*Paige Phillips*) – Paige reported that the RVP's had a good call. Since there are no new RVP's to be elected this year they will not come to the annual convention early for RVP training. The RVPs have agreed to look into having a joint Regional Leadership Conference tied in at the end of the National Convention. NAHU is looking into space availability for the next three years starting in Chicago. Mike Deagle discussed the positive aspects of doing this meeting at the annual meetings. Rusty Rice inquired about how the vendor sponsorship and funding would be handled without encroaching on NAHU's sponsorship from these same vendors. Rusty encouraged the RVPs to consider this as they continued to plan.

Current Membership Numbers (*Michelle Howard*) – Michelle reported an increase in membership.

Federal Legislative Update (*Marcy Buckner*) – Marcy reported on the current recent Easter recess. NAHU has been able to submit testimony on surprise billing legislation as well as work on market stabilization pieces. NAHU is also working on rebating on prescription drug costs. Marcy also reported on the recent CMS Agent

Round Table Discussion meeting on the health insurance marketplace. NAHU has submitted comments on Grandfathering plans and is working on putting together information on “Across State Line” rules.

CEO Report (*Janet Trautwein*) Janet reported on the Surprise Billing issue in that it is a step toward addressing the cost of care while creating more transparency. She also reported that NAHU is working on getting more sponsors for upcoming events and that her team is working on the Agency Dues Model rollout as we prepare to capitalize on that program from a revenue perspective.

Old Business (*Rusty Rice*)

- Amended Mission and Vision Statement (*Rusty Rice*) – Rusty Rice presented the submitted changes for the mission and vision statements.

MOTION: Paige Phillips made a motion to amend NAHU’s mission statement to the following:

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

MOTION: Motion passed. There was one “NO” vote.

MOTION: Paige Phillips made a motion to amend NAHU’s Vision Statement to the following:

NAHU **works diligently to ensure all Americans have access to high quality affordable Healthcare and related services.**

AMENDMENT to the MOTION: Eugene Starks offered a friendly amendment to reconsider deleted language and to use the current Vision Statement language but break it into two sentences.

NAHU is the preeminent organization for health insurance and employee benefits professionals. NAHU **works diligently to ensure all Americans have access to high quality affordable Healthcare and related services.**

AMENDMENT to the MOTION: The friendly Amendment passed with two “NO” votes.

The **MOTION** for **CONSIDERATION** is to change NAHU’s Vision Statement to:

NAHU is the preeminent organization for health insurance and employee benefits professionals. NAHU **works diligently to ensure all Americans have access to high quality affordable Healthcare and related services.**

The board discussed this Amended Motion as to whether this needs to be two sentences or just one sentence.

AMENDMENT to the MOTION: Paige Phillips offered a friendly amendment to the amended motion to change the Vision Statement language to read as follows:

NAHU is the preeminent organization for health insurance and employee benefits professionals and **works diligently to ensure all Americans have access to high quality affordable Healthcare and related services.**

MOTION: The Amended Motion passed with two NO votes.

Governance Committee Report (*David Smith*) – David Smith discussed a recommendation brought to the Governance Committee regarding guidance of a possible NAHU Bylaws Amendment. Kelly Fristoe’s recommendation has to do with reducing the size of the Executive Committee by combining the position(s) of Vice President and President Elect into the Vice President position. There are several reasons for this proposal. One reason is to reduce the burden of the time commitment of the number of volunteer years a person would spend going through the succession of the chairs into the position of President and then Past President. In addition, it would also result in lower budget cost and future expenses to the association that are dedicated to that position, not in just one year but all future years.

There was discussion on the logic of reducing the size of the board and whether or not the board wants to consider this for the upcoming Annual Convention as a bylaw change.

MOTION: Karen Kirkpatrick made a motion to propose a bylaw change to be presented at the Annual Convention in San Diego, to remove the President Elect from the NAHU Board of Trustees. The motion died as a result that no second was made.

It was discussed that this recommendation that would need to be considered in a more extensive manner and is more suitable for an “in person” meeting so that the details could be discussed more suitably.

MOTION: David Smith made a motion to pass the governance committee report.

MOTION: The motion passed unanimously.

New Business

- Creation of ABS Network (*Mike Deagle*) - Mike Deagle reported on matters concerning the Platinum Advisors Summit. Mike suggested that NAHU create a “network” that members could join and be charged a fee for access. This would be for smaller agents/agencies that wanted to be involved in this type of program, similar to how Platinum Advisors Summit was set up or something similar to UBA.
- Karen Kirkpatrick asked for guidance on language in speaker contract/agreement as to relationship between NAHU, Chapters, etc. on the fact that NAHU doesn’t endorse any speaker or their presentation so that the chapters can maintain good relationships with sponsors.

Motion for Adjournment

Mike Embry made a motion to adjourn the meeting. The meeting adjourned at 5:35pm EDT.

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

Respectfully submitted,
Kelly Fristoe

NAHU Secretary



NAHU Board of Trustees Meeting Agenda **Monday, April 15, 4:00 p.m. – 5:30 p.m. EDT**

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

Roll Call of Attendees *(Kelly Fristoe)*

Attendees:

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

Staff:

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

Guest:

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

Approve Agenda *(Rusty Rice)*

Consent Agenda A *(Rusty Rice)*

- BoT Meeting Minutes – March 18, 2019

Consent Agenda B *(Rusty Rice)*

- National Committee Reports
 - Awards
 - Chapter Leadership and Development
 - Finance
 - Governance
 - HUPAC
 - Legislative
 - LPRT
 - Media Relations
 - Membership
 - Nominations
 - Professional Development
 - NAHU Speakers Bureau Recommendations
 - Vanguard

Financial Reports *(Eugene Starks)*

- Financial Statements – February 2019
- Financial Trends – February 2019

Current Membership Numbers

Federal Legislative Update

CEO Report (*Janet Trautwein*)

Old Business

- Amended Mission and Vision Statement

NAHU's Mission Statement

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

NAHU's Vision Statement

*~~NAHU is the preeminent organization for health insurance and employee benefits professionals.~~
works diligently to ensure all Americans have access to high quality affordable Healthcare and related services.*

New Business

- Creation of the ABS Network (*Mike Deagle*)

Motion for Adjournment



NAHU Board of Trustees Meeting

March 18th, 2019

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

NAHU'S VISION STATEMENT

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

Reading of Antitrust Statement

Rusty Rice read the antitrust statement.

Roll Call (Kelly Fristoe)

Attendees:

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

Absent: None

Staff:

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

Guests:

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

Adoption of Agenda

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

MOTION: Motion passed unanimously.

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

Consent Agenda A (*Rusty Rice*)

- BoT Meeting Minutes – February 23rd, 2019

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

MOTION: Motion passed unanimously.

Consent Agenda B (*Rusty Rice*)

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

Amended Bylaws

- NAHU Education Foundation
- Ohio AHU

Resolution of Resignation

- Southern Illinois AHU

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

MOTION: Motion passed unanimously.

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

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

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

MOTION: Motion passed unanimously.

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

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

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

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

Motion for Adjournment

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

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

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

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

Respectfully submitted,
Kelly Fristoe
NAHU Secretary



AWARDS

Chair: Luann Yarberry
EC Liaison: Eugene Starks
Month: April 2019

April 5 was the deadline for award application submissions. We received 88 applications. The break down of the numbers is below.

Distinguished Service Awards – 10
Emerging Leaders Award – 1
Landmark Award – 16
Local Website Award – 12
Media Relations Award – 4
Pacesetter Award – 22
Presidential Citation Award – 9
Professional Development Award – 3
Public Service Award – 3
Public Speaking Award – 2
State Website Award – 6

The Awards Judging Weekend has been scheduled for April 26-28, 2019.



CHAPTER & LEADERSHIP DEVELOPMENT

Chair:
EC Liaison: Dane
Month: April 2019

Attendance:

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

- Reviewed the Leadership Forum Survey responses
 - Lou: Didn't attend but has only heard good things
 - Donna: Heard good things, and sees the chapter leaders bring things back to the board
 - Keith: Has attended several forums. Liked the step-by-step guidance through specific areas. Revenue is primarily membership, the break down of dues is interesting and good information to share with leaders, saw good collaboration at the tables.
 - Dave: Biggest concern is getting the right people at the meeting? Is there anything that can be changed at the meeting that will attract attendees?
 - What about moving it to Annual Convention? Maybe move to Wednesday at Cap Con
 - Have two forum, big one and a little one at each venue
 - Get promotion for Leadership Forum along with Cap Con promotion
 - Emma: Good feedback that the forum was meant for a broader audience and that was appreciated. The door greeting was very welcoming. Some confusion about who should be attending, invite vs registrations
 - Shelly: People felt comfortable with speaking up and there was good interaction through out the day
 - Arty: Typical response for the survey. Looking to the regional chairs to garner more feedback with calls. Need to look at better promotion/marketing to get the word out to the chapter leaders. The entire session has been recorded and will be good to share for promotional purpose. Have two testimonials also. Timing is good for getting the leaders onboard. Might want to look at having a break out at Annual Convention.
- Task force reports
 - Regional Leadership Communication Plan – Lou
 - Added language to include social media since there currently is a lot of traction

- Need to understand what we're trying to accomplish
 - Everyone needs to get solid feedback for a total program. Get good information for making decisions and can be used at all levels of the association.
 - Leaving a legacy for regional chairs to follow.
 - Does it make sense to have regional CLD calls in addition to the regional leadership calls?
 - Communication Plan – Dave
 - Is working on an update will set up a call
 - Chapter Tools – Arty for Bill
 - Need to reevaluate list is it complete and where are they located, are they to find?
 - Chapter Certification – Arty for Cerrina
 - Points towards the goal of the association need to make sure it is incentivized so chapters can attain it and be better chapters.
 - Need to look at the promotion of the program so the word can get out
 - Looking at making the process a little simpler
 - How to get more chapters to apply
 - New Business
 - New Chapter Tools – Officer Job Descriptions
 - Short and sweet job descriptions, need helps from committee for job build out in all positions
 - Intended to be an outline, give some leeway without overwhelming
 - Add “here’s where you can find more information”
 - Regional Chair Script
 - A guide for calling state incoming leaders
 - Need to have the link in the script to get to the Leadership Forum resources
 - A Leadership Forum recap article is being created for ABS
-



GOVERNANCE

Chair: David Smith
Board Liaison: Pat Griffey
Month: April 2019

Governance held its monthly call on April 11, 2019. Governance held its monthly conference call and discussed a number of matters, and offer the following for the Board of Trustees consideration for its April 2019 Board call:

Vice Chair Nominees for 2019-20

In accordance with the P&P adopted last year, Dane Rianhard, as the sole candidate for NAHU President-Elect, submitted his proposed nominees to serve as Vice Chairs of the various committees for the coming year. These individuals would then likely serve as the Chairs of the respective committees during Dane's term as President of NAHU from July 2020-June 2021. The nominees are:

Awards	TBD	
Chapter Leadership & Development	Keith Wallace	8-WA
Governance	Jim Stenger	5-FL
HUPAC	Terry Allard	8-AK
Legislative	Scott Wham	2-PA
LPRT	TBD	
Media	Debbie Stocks	2-VA
Membership	David C Smith	5-NC
Professional Development	Susan Rider	3-ID
Vanguard	Sue Wakamoto-Lee	8-CA

As a part of fulfilling its responsibilities under the P&P, the Governance Committee was required to review the nominees to identify whether or not there were any candidates who did not have experience in serving as a member of their respective committee. Among the nominees, each has either current or previous service on the committee except for Keith Wallace who currently serves on Membership Committee and is strongly recommended by the current chair and vice chair of Chapter Leadership & Development.

The two missing names will be reviewed and provided to the BOT for its next meeting.

Among the chair nominees from the current President-Elect Pat Griffey, all are being elevated from their current positions as Vice Chair. That list is as follows:

Awards	Rosanne Wolfe	7-AZ
Governance	Jim Stenger	5-FL
Chapter Leadership & Dev	Cerrina Jensen	8-CA
HUPAC	Cathy Cooper	3-MI
Legislative	Jessica Watts	6-TX
LPRT	Valerie Cramer	3-MI
Media	Suzy Alberts	3-MI
Membership	Kevin Trokey	6-MO
Professional Development	Jill Pedersen	8-OR
Vanguard	Mark Fox	5-AL

The Governance Committee offers its recommendation to the Board of Trustees for approval of Mr. Rianhard's list of candidates.

Bylaws Amendment

In conjunction with a conversation that has been ongoing among different members of the Board, Kelly Fristoe has raised the suggestion that the Executive Committee be reduced by one member, eliminating the position of Vice President. The exact language for a bylaws amendment for that would be relatively straightforward, removing reference to "Vice President" from:

- Article V, Section 1, Section 4(A) and (F)
- Article VI, Section 3 (and renumbering the other sections)
- Article VII, Section 1

No other changes would be required to the Bylaws (since this would not affect references to Executive Vice President or Regional Vice President(s)) to implement this change.

We would defer on this conversation of whether or not to put forward this bylaws amendment for the House of Delegates in San Diego to the Board of Trustees, which should be led by Kelly Fristoe. However from a practical perspective, the consensus was that the change, if adopted, would be implemented for the following year – meaning that if adopted at the June 2019 HoD, then the position of Vice President would end on June 30, 2020.

Respectfully submitted,

David C. Smith

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

Action	Notes
Make recommendations on improvements and additions to board training	Completed
Make recommendations on changes to P&Ps and policy procedures	In Process

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



LEGISLATIVE

Chair: Nick Moriello
EC Liaison: Pat Griffey
Month: April 2019

- NAHU staff and members of various sub-committees of the Legislative Council collaborated to submit comments to the federal RFI on grandfathered plans.
- We are expecting the final HRA rule by 1/1/2020.
- The Department of Justice changed its position on the Texas court ACA case, however, the timing would still involve a court of appeals case before advancing to the Supreme Court.
- Members of the Legislative Council's working groups worked together with NAHU staff to put together stories from clients regarding surprise and balance billing. This piece was then shared with the Education and HELP committees of Congress and also was sent to media.
 - There was also a Congressional hearing regarding Surprise/Balance billing by the HELP committee and Chris Hartmann from NAHU staff attended the hearing.
- Efforts continue for repealing or delaying the Cadillac and HIT taxes.
- There is a bill for reinsurance funding to be introduced into Congress.
- The Medicare bill related to COBRA as creditable coverage is to be reintroduced, and the observation status bill has already been reintroduced.
- The Trump administration announced a new healthcare plan to be introduced with details in 2020.
- The Association Health Plan rule is likely headed to appeals court, and if it advances, it would then head to the Supreme Court.
- In reviewing the updates from the 8 regions, there were common themes that our members are facing in their states involving the following:
 - 1332 waiver requests
 - Surprise billing
 - Some states are facing single payer bills (NY), while others have bills to allow individuals to purchase into the state employee benefit plan (CT)
 - Departments of Insurance are contemplating how to address the NAIC cybersecurity model.
- It was discussed with the Council how NAHU can engage the LTC community. Our LTC working group is currently working on webinars to educate members and partnerships with leading LTC industry associations. These partnerships may involve a budget request for 2019-2020 to include funding for members of the LTC working group to sponsor at the LTC association events, and in return, that association may partner with NAHU for annual convention and/or Cap Con.
- Applications will begin to be solicited for the Legislative Council and subcommittees for the upcoming year. Information about the work of the Council and subcommittees will be shared in the Washington Updates.
 - A new task force will be added for the upcoming year that will focus on Rx Rebates.



LPRT

Chair: Michael Gomes
EC Liaison: Kelly Fristoe
Month: April 2019

On our March committee call, we continue to have good attendance (see below).

We had a brief agenda and started with a recap of Capitol Conference. Many committee members continue to be disappointed with the number of simultaneous sessions causing low attendance. This is especially problematic for our speakers who are frequently traveling at their own expense just to address the group to only have 30 people in attendance.

We talked about a number of changes that we'd like to make for next year that we'll need more time to develop. That discussion led to the planned Soaring Eagle breakfast before Professional Development day at the National Conference. The committee was concerned that we would have similar issues especially that there is a Vanguard breakfast at the same time. We were able to secure a location and instead, we will be hosting a reception for just Soaring Eagles immediately prior to the Gordon Dinner. Many of the people we talk to want a combination of educational events and social networking but more favor the networking events as their top priority. We are still working on the final details and will pass them along once we have them.

We opened the online membership portal in early March and already had over 150 applications as of last week. We are currently on pace to exceed last year's membership numbers and each committee member will be receiving a list of those current members in their Region that have not yet renewed in mid-April to make a personal attempt to reach them. We are using social media as well as the daily news digest to stay top of mind. 2 additional emails have been sent to the entire membership.

March Meeting Attendance:

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



MEDIA RELATIONS

Chair: Meg McComb
EC Liaison: Pat Griffey
Month: April 2019

Annual Convention 2019

We had a robust discussion on our March 27, 2019 Media Relations Committee call about the upcoming NAHU annual convention in San Diego. We will have a luncheon meeting on Saturday for committee members, as well as a training session for all interested NAHU attendees on Sunday from 7:30 am-8:45 am. Media Militia Chair Craig Gussin has invited two local reporters to participate in a panel discussion, focusing on how NAHU members can successfully engage with print and broadcast journalists. We want to build on the success of our training session at Capital Conference, where Politico reporter Paul Demko encouraged agents to build ongoing relationships with their local reporters.

We will launch a social media campaign at the annual convention, with “Medicare for All” being one topic. Other relevant topics are under review and discussion by the MRC. We will work in conjunction with Vanguard to continue the momentum of the social media campaign at Capital Conference, where our Twitter account was trending!

Improving NAHU’s Social Network

Discussion covered how to best reach NAHU members, through Facebook, Twitter and Linked In. Kelly is setting up an Instagram account, and is researching the viability of partnering with other health care influencers.

Building a Strong Committee for 2019-2020

Meg McComb asked committee members for their continued participation in the Media Relations Committee. MRC members each received an email from here, thanking them for their service through the year, and seeking their status for the coming leadership year. Incoming Chair Suzy Alberts is strategically planning her board and agenda, to ensure successful transition and greater success.

On our March 27, 2019 call, attendance was as follows:

Present:

Deb Stocks (Reg. 2)
Chad Levis (Reg. 4)
Danine Baca (Reg. 7)
Naama Pozniak (Reg. 8)
Meg McComb (Media Chair)
Suzy Alberts (Media Vice Chair)

Craig Gussin (Media Militia Chair)
Dawn McFarland (Social Media Chair)
Neil Crosby (Advisor)
Kelly Loussedes (Staff Liaison)

Not Present:

VACANT (Reg. 1)
Lee Nathans, excused (Reg. 3)
Chrissy Yelverton (Reg. 5)
Emily Bremer (Reg. 6)
Pat Griffey, excused (Board Liaison)



MEMBERSHIP

Chair: Michelle Howard

EC Liaison: Eugene Starks

Month: March

- President's Triple Crown challenge
 - 80 members qualified from July through February – waiting on an update for March
 - BOT qualified as of the January report except –Michael Grinnell, Alycia Riedl
- Council calls
 - March Council call regions 1,2 and 4 were not represented
 - RVPS - we need a retention chair for Regions 1
- RVP – monthly membership communication
 - Communicated membership updates on February numbers and Triple crown status
 - Regions 2, 5 and 7 gained membership for March compared to February
 - State chapters gaining membership in March compared to February:
 - Region 1: NY
 - Region 2: PA
 - Region 3: OH
 - Region 4: IA
 - Region 5: GA, MS, SC, TN
 - Region 6: AR, KS, LA, MO, OK, TX
 - Region 7: AZ, UT
 - Region 8: AK, NV, WA
 - State chapters that gained membership since May:
 - Region 1: none
 - Region 2: DE
 - Region 3: MI
 - Region 4: IA, SD
 - Region 5: AL
 - Region 6: AR, MO
 - Region 7: MT, WY
 - Region 8: WA
- Discussed membership focus with MMT
 - Agency Membership – waiting on process details
 - Value video clips continuing these for 2019.

- Council chairs still struggling with state chapter chairs attending their monthly call
- Staff is now running actual reports for all chairs and emailing the reports to each chair.
- Changed the growth percentage goal for chapters to 5%
- Growth contest in place. 1st place in hitting the number or exceeding: \$500, 2nd place \$250, 3rd place \$100
- March official membership numbers
 - We gained 9 members from February. We are 850 members below the May Gains contest starting number.
 - Retention dropped from February. February – 81.31%. March - 80.87%.
 - Region 3 and 6 are leading the region of membership excellence contest.
 - I am leading the recruiter of the year contest with 39 members.
- Opportunities for April
 - Tweaked membership council application
 - Discussing membership meeting opportunities for national convention
 - Scheduling a call with rvp's for April 29



NOMINATIONS COMMITTEE

Chair: Mike Embry
Vice Chair: Pat Griffey
Member: Art Jetter
Board Liaison: Mike Embry
Month: March 2019

The following nominations have been submitted to the committee for the 2019 – 2020 Board:

Dane Rianhard – President Elect
Eugene Starks – Vice President
Kelly Fristoe – Treasurer
Eric Kohlsdorf – Secretary
Michael Grinnell – RVP Region I
Mike Deagle – RVP Region III
Paige Phillips – RVP Region V
Ray Magnuson – RVP Region VII

Sincerely,

Mike



PROFESSIONAL DEVELOPMENT

Chair: Karen Kirkpatrick

Month: April 2018

Professional Development is encouraged by early interest in Annual Convention. We are working hard to get 5-6 table vendors for the Health & Wellness Assembly to help offset total PD costs. Speakers are confirmed. We encourage the BOT to “like” and “share” any posts that are made by both the PD committee members and NAHU staff. The more the better. Thank you for your support.

The Speaker’s Bureau Sub-Committee has made their recommendations for changes to the NAHU Speaker’s Bureau. Please see attached Draft. Dave Fear Jr., President of CAHU, had desired to make a CAHU Speaker’s Bureau. When PD shared with him our plans for the NAHU Speaker’s Bureau, he said that would be great, sufficient and CAHU would not pursue their own. PD has worked hard, as has this Sub-Committee to increase the value proposition of the NAHU Speaker’s Bureau. The more we can have states buy into feeding and supporting the NAHU site, the better.



Because wouldn't we all like a face-lift?!

NAHU PD Speakers Bureau Refresh –

OBJECTIVE: TO MAKE THE PD SPEAKERS BUREAU CLEANERS AND EASIER TO USE

- 1/ Require current speakers to complete updated information form to update the Speakers bureau website
 - a) Send out letter with form and request payment (nominal fee or 1C to be returned with the form)
 - b) Charge minimum fee (\$50) for advertising
 - c) Use Platinum, Gold and Silver promotion
- 2/ PD Chairs will complete a form for the speakers used in the past year (Refer to 1b and 1c)
- 3/ Consider charging an up-front fee

Benefits:

- 1) This change will allow for easier tracking
- 2) Offer updated and more current information
- 3) Revenue stream is easy to administer because speakers are paying a fee at the time of form submission
- 4/ Refresh the look and functionality for each PD chair
- 5/ Have an updated website

And ...

Offer membership a face-lift!



Idea powered by Eric Kohlsdorf and Jeanne Embry

Idea illustrated by Kathy Ferguson



VANGUARD COUNCIL

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

3/19/19 – Held Monthly Committee Call

Attendees: Alex Bishop, Illana Maze, Kelly Fristoe, Mark Fox (Vice Chair),
Jesse McDonald (R1), Zack Berkheimer (R2), Jennifer Lowery (R5),
Taylor Kirkhart (R6) Sue Wakamoto (R8), Rusty Rice

3/19/19 – Discussed helping Rusty with the rollout of a NAHU smartphone app.

3/21 – Spoke with Aaron Hanson at Shriners Hospitals for Children, to discuss fundraising efforts, and coming to National Convention in July.



Finance Committee Teleconference

Date: April 8, 2019

MINUTES

1. Roll Call

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

Excused: Kevin Trokey, Jessica Watts

2. Approve Agenda - Motion was made by Ashley, second by Jill and the motion carried.

3. Comments and discussion concerning the monthly financial report

February 2019 Financial Statements, Trend Analysis and Projections - the committee reviewed the statements and analysis and discussed any questions. The following topics were discussed –

- Making sure people don't lapse if they have changed jobs or chapters
- We can do a video to address what members can do if they change jobs, chapters or payment methods
- Some of our partner companies are requiring their employees to take our courses so we should see an increase in PD revenue
- It is difficult to get an exact amount of how much each of our PD courses cost us but the chapters want transparency
- We are also selling some text books to increase PD revenue
- Janet is working on developing a single-payer certification course

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

4. Year End Projections – Jennifer is preparing a Statement of Activities that will present year-end projections so the committee can determine if cuts need to be made in expenses. We will have an additional call on Thursday, April 18 to review the projections.
5. New Business – Jennifer brought up the request from the Membership department that we institute a \$25 charge to members who would like to reinstate their membership after it has lapsed. The committee will consider the request and talk about it on our next monthly call.
6. Adjourn

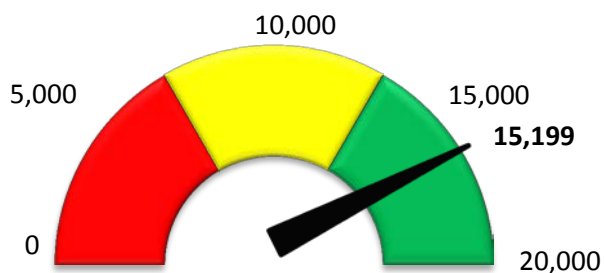
National Association of Health Underwriters
BALANCE SHEET
February 28, 2019

	This Year	Last Year	Variance	% Increase(Decrease)
ASSETS				
CURRENT ASSETS				
Operating Cash and Cash Equivalents	533,418.04	601,533.70	(68,115.66)	-11.32%
Accounts Receivable, Net	181,447.74	383,251.41	(201,803.67)	-52.66%
Prepaid Expense	97,007.88	105,433.30	(8,425.42)	-7.99%
Note Receivable	0.00	2,500.00	(2,500.00)	-100.00%
Total Current Assets	811,873.66	1,092,718.41	(280,844.75)	-25.70%
SHORT TERM INVESTMENTS, at Fair Value				
LONG TERM INVESTMENTS, at Fair Value				
Equity Securities	1,023,756.01	1,665,843.99	(642,087.98)	-38.54%
Total Long Term Investments	1,023,756.01	1,665,843.99	(642,087.98)	-38.54%
PROPERTY AND EQUIPMENT, at Cost				
Office Furniture and Equipment	425,208.79	380,011.09	45,197.70	11.89%
Leasehold Improvements	460,953.93	460,953.93	0.00	0.00%
Less: Accumulated Depreciation & Amortization	(661,914.59)	(555,305.07)	(106,609.52)	19.20%
Total Property and Equipment	224,248.13	285,659.95	(61,411.82)	-21.50%
LONG TERM ASSETS				
Intangible Assets-REBC Designation	50,000.00	50,000.00	0.00	0.00%
Total Long Term Assets	50,000.00	50,000.00	0.00	0.00%
DEPOSITS				
Note Receivable	30,161.60	37,161.60	(7,000.00)	-18.84%
	0.00	2,500.00	(2,500.00)	-100.00%
TOTAL ASSETS	2,140,039.40	3,133,883.95	(993,844.55)	-31.71%
LIABILITIES AND NET ASSETS				
CURRENT LIABILITIES				
Accounts Payable and Accrued Expenses	283,943.31	176,751.35	107,191.96	60.65%
State and Local AHU Dues Payable	220,831.90	178,085.09	42,746.81	24.00%
Deferred Revenue - Membership	1,696,739.30	1,721,979.54	(25,240.24)	-1.47%
Deferred Revenue - Conferences	19,000.00	45,300.00	(26,300.00)	-58.06%
Total Current Liabilities	2,220,514.51	2,122,115.98	98,398.53	4.64%
LONG TERM LIABILITIES				
Deferred Rent Oligation	197,776.97	233,338.49	(35,561.52)	-15.24%
Deferred Tenant Allowance	120,780.01	166,072.45	(45,292.44)	-27.27%
Total Long Term Liabilities	318,556.98	399,410.94	(80,853.96)	-20.24%
TOTAL LIABILITIES	2,539,071.49	2,521,526.92	17,544.57	0.70%
NET ASSETS				
Net Assets, Beginning of Year	(286,206.25)	379,699.69	(665,905.94)	-175.38%
Current Year Activity	(112,825.84)	232,657.34	(345,483.18)	-148.49%
TOTAL NET ASSETS	(399,032.09)	612,357.03	(1,011,389.12)	-165.16%
TOTAL LIABILITIES AND NET ASSETS	2,140,039.40	3,133,883.95	(993,844.55)	-31.71%

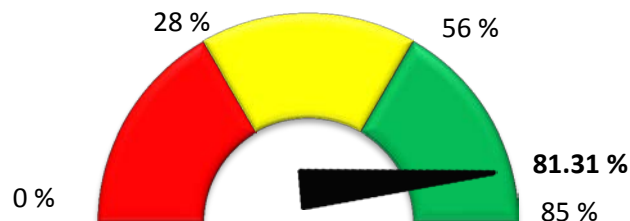


NAHU BOARD OF TRUSTEES KEY INDICATORS REPORT FEBRUARY 2019

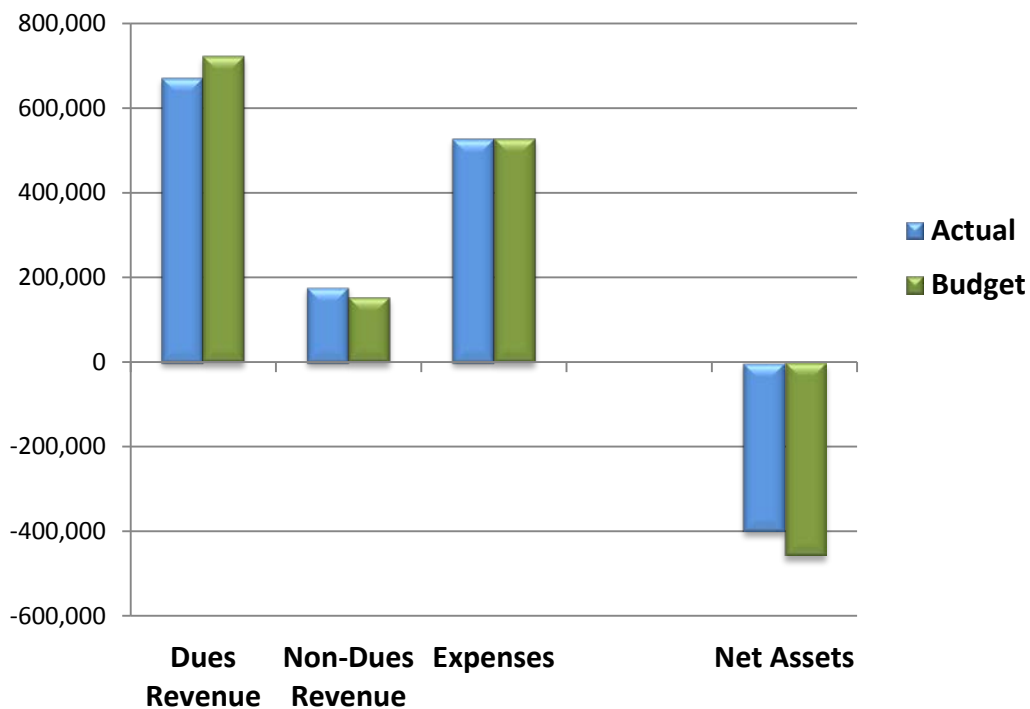
MEMBERSHIP



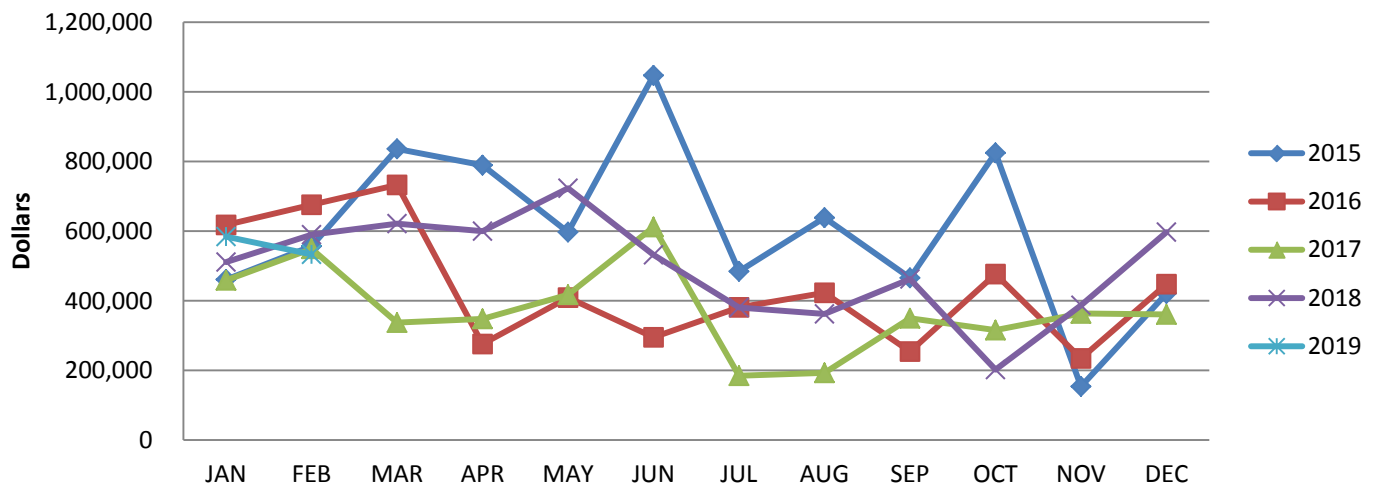
RETENTION



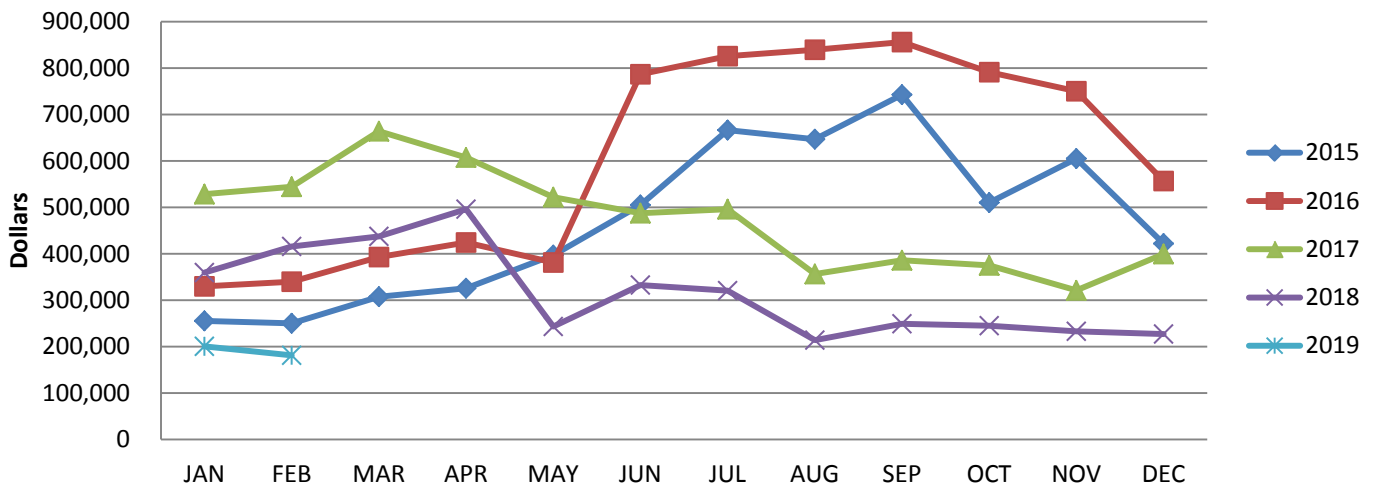
2019 TOTAL FINANCIAL RESULTS



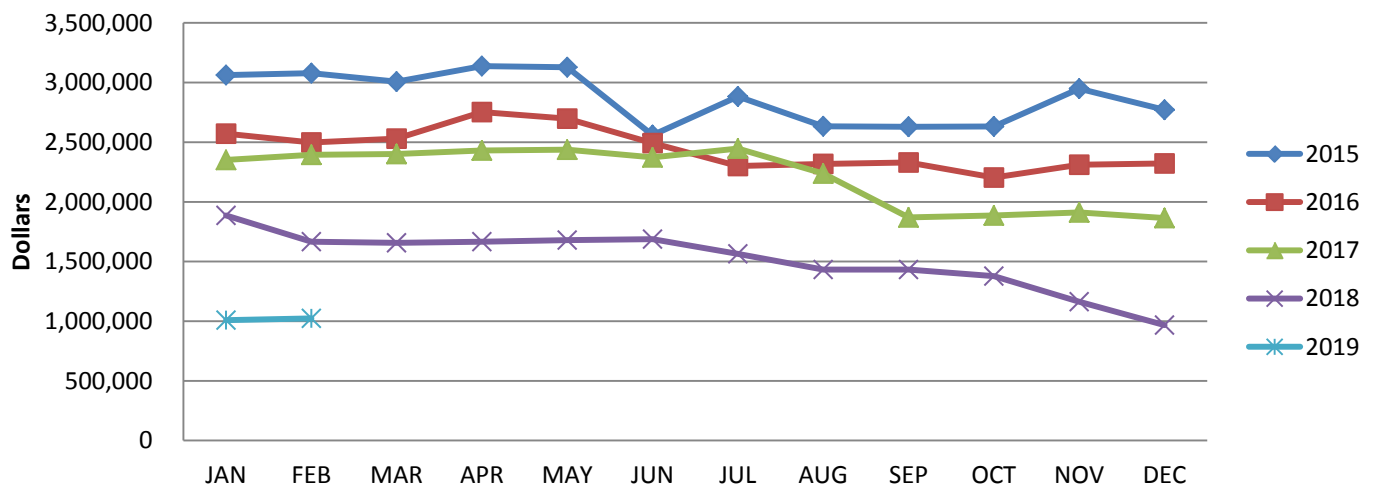
CASH



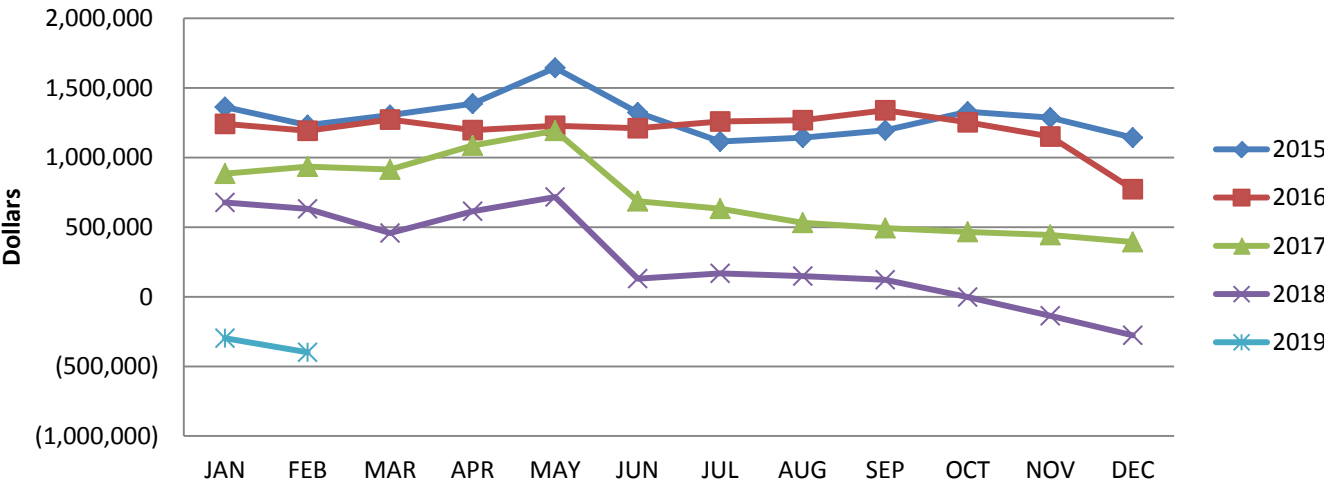
ACCOUNTS RECEIVABLE



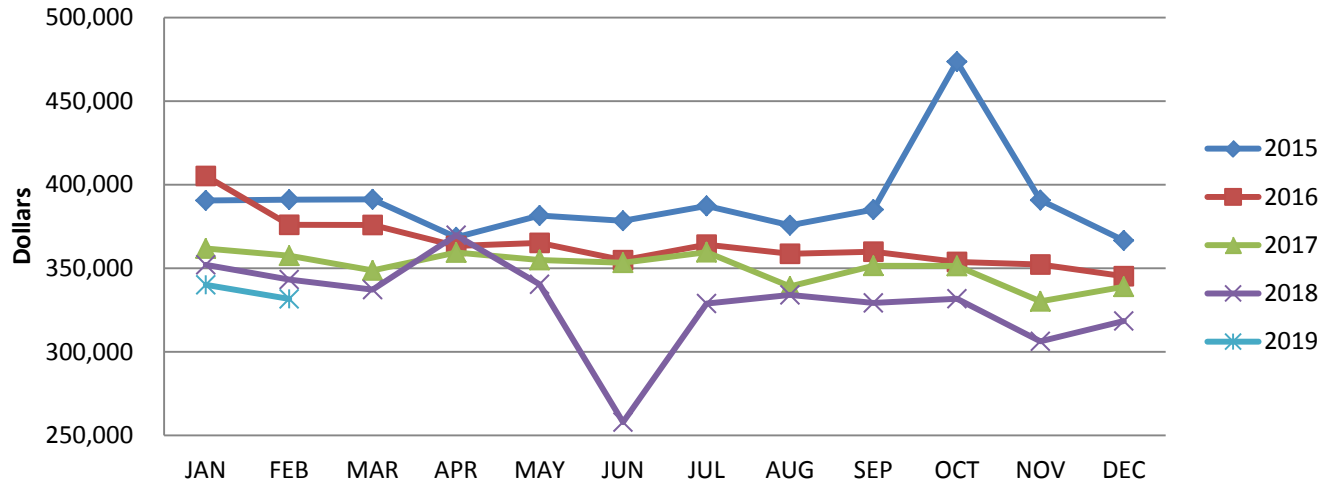
INVESTMENTS



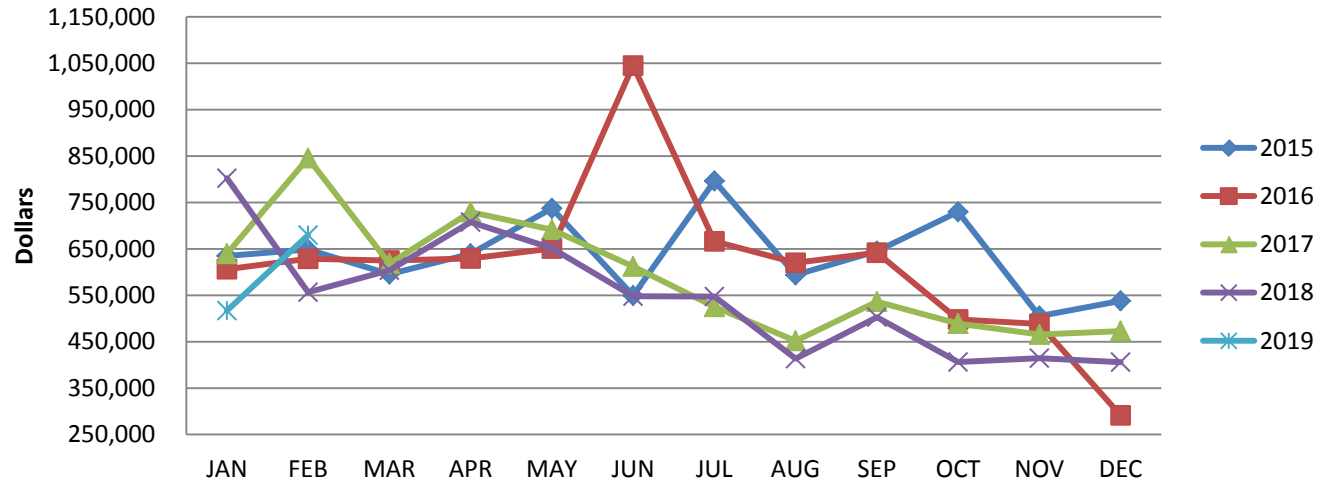
NET ASSETS



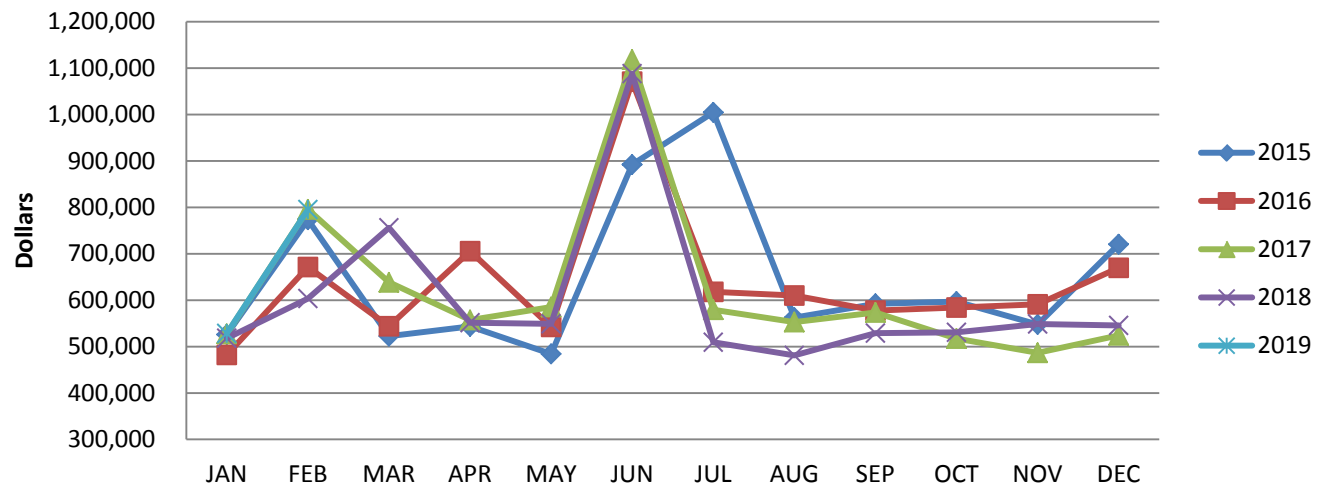
DUES



TOTAL REVENUE



TOTAL EXPENSES





AWARDS

Chair: Luann Yarberry
EC Liaison: Eugene Starks
Month: May 2019

The committee successfully judged a total of 89 award applications this year. The number of submissions grew by 18 this year. There was continue growth in all areas except Presidential Citation. The committee is concerned that this award has lost its relevancy and will be doing a complete review of this award. It will not be available for the 2020 cycle.

The online submissions appeared to be primarily well done and easy to judge. This will enhance the feedback process which will now be provided directly on the scoring sheet so the references are clearer.

There will be some transition in the committee this year as regions 2, 3, 5, 6 and 8 will not be returning to the committee. The chair and vice chair are working with the outgoing chairs and the RVPs to find replacements.



CHAPTER & LEADERSHIP DEVELOPMENT

Chair: Arty Accardo
EC Liaison: Dane Rianhard
Month: May 2019

Attendance:

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

- Discussed the committee's role at Annual Convention
- Task force reports
 - Regional Leadership Communication Plan – Lou
 - Regional chairs are making headway with regional calls
 - Questions are straight forward and useful for the reports
 - Information located in Google Docs
 - Group queried about their phone calls, no one has made phone calls yet.
 - Calls need to be done to establish relationships and generate the information
 - Communication Plan – Dave
 - There is a lot of focus on social media; LinkedIn, B2B, etc.
 - Chapter Tools –Bill
 - Will be sending an email with all of the tools, to all of the chapters with a follow up phone call
 - Chapters having difficulty with the chapter leadership rosters; finding, how to fill out, etc.
 - Discussed the one-page job descriptions that Emma is working on
 - Emma has requested help from committee members to fill in specific duties
 - Chapter Certification – Donna/Shelly
 - Reviewed the necessary next steps
- New Business
 - What are the measurables for this committee?
 - Based on feedback from Leadership Forum and chapter discussions
 - The committee serves the chapters, help them grow, educate, etc.
 - The committee was asked for suggestions for the May 2 Chapter Leadership call. An email will be sent to the committee asking for referrals.
- Call ended at 3:05 p.m. (ET)
- Next meeting: May 28, 2019 @ 2:00 p.m. (ET)



LEGISLATIVE

Chair: Nick Moriello
EC Liaison: Pat Griffey
Month: May 2019

I. Legislative Council Roll Call

Present: Dan Parker, Marcy Buckner, Steve Selinsky, Annette Bechtold, Jesse McDonald, Jennifer Farrell, Jesse McDonald, Michele Thornton, Kate Banchy, Ken Stevenson, Wesley Watkins, Danielle Capilla, Greg Stancil, Ross Carmichael, Dwane McFerrin, John Greene, Husni Abdelaziz, Dan Samson, Anthony Perez

Not Present: Pat Griffey, Chris Hartmann, Catherine Cooper, Russell Rice, Gary Cox, Barb Gerkin, Jessica Watts, Nick Moriello, Scott Wham, Brent Lamon, Ashley Kapostins, Sal Brocato

II. HUPAC Update – Steve

- a. Busy preparing for the Annual Convention in late June
- b. We are planning on starting an online fundraising campaign during convention in addition to on-site fundraising. It is very important that we raise as much as we can to maintain a strong PAC.
- c. Sending emails to members, keeping them updated, asking for help to reach our goal.
- d. Not seeing what we normally see in chapter support of the admin fund, so please encourage them as Leg Council representatives to support the HUPAC Admin Fund. Concerns that we will be a little low this year, and we don't want to dip into any other funds so as to have as much money possible to support candidates.
- e. They don't need to attend Convention, just forward their information to Anthony.

III. Washington Update – Marcy, John

- a. Medicare for All Hearing in the Rules Committee, we submitted written testimony and we will do the same for any future Medicare for All hearings. Witnesses did a good job of sizing up all of the changes, but Democratic majority were allowed more witnesses so it was skewed in their favor.
- b. Expecting to have 40-Hour Bill introduced in the Senate later this week in addition to a COBRA Bill [**Dan Parker update 5/8: The COBRA bill is introduced, H.B. 2564**] as well
- c. The HIIT repeal companion introduced in the House last week (SB 80)
- d. Appellate briefs submitted by the opposition for Texas v US, the ACA lawsuit. The Democrat Attorneys General expected to submit briefs in the coming months.
- e. "Live from NAHU" webinar in June about court rulings, from ACA to AHPs

- f. We also submitted comments on CMS's RFI about selling across state lines. It is featured on our website. We pointed out states can technically do it already by joining the state compact, but only 5 states have done so.
- g. Drug pricing seems to be #1 issue, more hearings and more action in the House. We have had Operation Shouts on drug pricing issues, there may be some packages we will have slight differences over but it's just the first step in the process. In the last drug pricing package, all Republicans voted unanimously in Ways & Means. Surprise billing will also be coming up soon.
- h. Cadillac Tax, premium tax, device tax... we believe all those taxes will go as a package, but we're trying to figure out what to attach it to in order avoid scoring issues
- i. CBO scored proposed drug rebate rule, costing \$177 billion over 10 years. Waiting for that rule to be finalized, but we'll see if that impacts the administration's decision on what to do with the rule.
- j. CBO scored single payer (based on the 2017 Sanders bill). The new 2019 bill includes coverage for long-term care, and it was already projected to cost \$32 trillion over 10 years, so... you can only imagine how expensive it would be now.
- k. Any questions?
 - i. What would the impact be on a typical household for MFA?
 - 1. You could not get there by doubling business and individual taxes the way they are collected now. \$10,000 per individual, \$24,000 per household.
 - ii. What about HRAs?
 - 1. HRA final rule expected June 1, so no updates right now.

WORKING GROUPS

- l. Medicare (Dwane)
 - i. COBRA and BENES bills being dropped
 - ii. Educating Aetna/CVS regarding Medicare observation status
 - iii. Medicare Summits around the country
 - iv. Concluded 2 chapters out of 3 of a Medicare certification course. Will insurance carriers adopt the NAHU Medicare certification coursework?
- m. Individual (Jesse)
 - i. In the states, carriers announce their programs and compensation levels so late toward the open enrollment deadline that it is difficult to develop a business strategy
- n. Employer
 - i. Surprise Billing Subcommittee (Kate)
 - 1. Been working on an infographic for surprise billing, getting that finalized
 - 2. We've done some podcasts
- o. Cost Containment
 - i. N/A
- p. Compliance Corner (Marcy)
 - i. In April, our webinar was similar to our live one at CapCon. Big thank you to Barb, Joan, and Ross for doing that.
 - ii. The webinar will be on Form 5500 in May.

- q. Long Term Care
 - i. N/A

REGIONS

- r. REGION 1 (Jesse)
 - i. Trends in public option and single payer.
 - ii. New York was considering single payer, but it's being pushed off until 2020. Not an imminent threat.
 - iii. The bigger threat is in Connecticut; public option has made it out of the Real Estate and Insurance commission, now being debated in chamber. We met with the governor's deputy policy director; I do think the governor is concerned about costs. Small businesses can buy into the state employee health insurance pool as early as 2020 and potentially 2021 there will be an individual option to compete with other coverage. The taxpayer is essentially the stop-loss.
 - iv. Other states pretty quiet right now.
- s. REGION 2 (Marcy on behalf of Scott)
 - i. Scott and Jessica Waltman are in Harrisburg, Pennsylvania, where they are having hearings to discuss state-based exchange, reinsurance, and 1332 waivers to do these things.
 - ii. Nick Moriello is also discussing 1332 waivers in Delaware
- t. REGION 3 (Michele)
 - i. We've had 2 region calls since last LC meeting, with good participation from all states except Kentucky and West Virginia, all states reported "Day on the Hill" and things have gone pretty positively.
 - ii. Michigan and Ohio are all in various stages of 1332 waiver reform process.
 - iii. Illinois is more in the "Connecticut camp," exploring different public option ideas. Not feasible budget-wise
 - iv. A few minor bills, including pharmaceutical bills, licenses for former felons...
 - v. We spoke about the use of social media for Legislative Chairs.
- u. REGION 4 (Kate)
 - i. We had our call this morning. Most sessions winding down.
 - ii. Iowa had successful session, successful Operation Shout on pharmaceutical bill that was passed.
 - iii. Minnesota is quieting down, but was initially looking at public option.
 - iv. Wisconsin pulled out of the ACA lawsuit, and governor is now pushing Medicaid expansion (though chambers are Republican-controlled). OCI has announced that AHPs will be subject to DoL rules prior to the ruling.
- v. REGION 5 (Ken)
 - i. Haven't had the region call this month yet, and last month it was not widely attended
 - ii. Florida's session just ended. Florida passed a couple of laws after a long period of time not touching healthcare at all. One law that relaxes AHP rules and now anyone can form an association and start selling insurance (opposed, but we lost that battle.)
 - iii. Florida also loosened the ability to allow short-term plans to be sold for and renewed up to 36 months.

- iv. Florida Certificate of Need was cumbersome; anyone that wanted to build a hospital where there were existing hospitals faced significant difficulty, leading to a lack of competition. This process was repealed. We'll see what the impacts of that will be.
 - v. Florida also passed bill that allows surgery centers to keep patients up to 24 hours.
- w. REGION 6 (Wesley)
 - i. Had our call last Thursday, most states in Region 6 are going through their sessions and have had their "Day on the Hill"
 - ii. Texas received slew of bills pertaining to the benefits world. Louisiana less so.
 - iii. Missouri going through the same thing
 - iv. In Louisiana, there's a tug-of-war between Democrat governor and Republican legislature. Many bills introduced trying to implement rules of the ACA in case it gets ruled out in court. We're opposing many of those.
 - v. With the ruling in TX on the ACA, many sessions trying to keep up the parts of the ACA
- x. REGION 7 (Jennifer)
 - i. Most of our states are done with their sessions
 - ii. Arizona trying to pass budget, but everything else is on the governor's desk
 - iii. Colorado – "problem child." Quite a few bills going through: public option, reinsurance, a co-op plan, balance billing, 1332 waivers...and the list goes on.
 - iv. Idaho excited about their Medicaid expansion bill
- y. REGION 8 (Heidi)
 - i. Alaska focusing on their budget, reconciling with budget cuts. Alaska felt they wouldn't get an audience so they did not visit the capitol. Alaska considering repealing Medicaid expansion.
 - ii. Notable bills and goings on in CA include:
 - 1. Expansion of MediCal to undocumented workers to any age
 - 2. Emergency room surprise billing
 - 3. Air ambulance reimbursement fund, can't take on the FAA
 - 4. Individual mandate (no religious exemption)
 - 5. Expand ACA subsidies to 600% of the poverty level, funded by mandate revenue
 - 6. California Supreme Court, Dynamex v. Los Angeles. 1099 folks are no longer contractors but rather employees. Union-focused decision that did not intend to affect insurance agents. We are on the list of excluded industries. Big win!
 - iii. Nevada started out scary, was swinging far-left, but they've amended a lot of things out of bills. 1332 waiver for reinsurance plans, a bill to protect pre-existing conditions, a bill for self-funded MEWAs, a bill to codify what is deemed minimum coverage to avoid "mech" plans. Soon to no longer be the only state who can sell individual plans off-exchange without a qualifying event.

ADDITIONAL TIDBIT – Marcy

- We are adding a task force dedicated to looking at prescription drug costs. Please reach out if interested in joining.

Submit your Leg Council and Working Group applications by 5/10!

Meeting adjourned at 4:25 PM EDT

Next Call – Tuesday, June 4 @ 3:30 PM EDT



LPRT

Chair: Michael Gomes

EC Liaison: Kelly Fristoe

Month: May

Valerie Cramer chaired our April call in my absence and the attendance was impacted by Spring Break and Easter. Following are the members who participated in the call:

- Doris Waller
- Robert Tierney
- Thomas Spreitzer
- Valerie Cramer

Committee members are continuing to make reach outs to the list of previous LPRT members, as well as to encourage the local chapters to promote on their websites and in newsletters. We sent an updated progress report to all members so that they were as current as possible. Our renewals and new member numbers continue to track close to prior year and a final membership notice from Janet was sent last week.

The committee will be getting a list of first-time members so that we can send a special thank-you and personally invite them to our event in San Diego.

The committee was reminded of our two events at Convention – the Sunday night cruise for all LPRT members and the Monday night reception prior to the Gordon for Soaring Eagle. Invitations would be going out in early May after the final membership applications are all in.

The final topic of the call was a brief discussion of committee participation for next year. The application process is open and knowing we have one member (Robert Tierney) that has timed out, Valerie was seeking from others if they wanted to consider staying on the committee.



MEDIA RELATIONS

Chair: Meg McComb
EC Liaison: Pat Griffey
Month: May 2019

The Following is the Roll Call for our April 24, 2019 board call:

Attended:

Meg McComb, Chair
Suzy Albert, Vice Chair
Deb Stocks, Reg. 2
Lee Nathans, Reg. 3
Chad Levis, Region 4
Craig Gussin, Media Militia Chair
Dawn McFarland, Social Media Chair
Pat Griffey, Board Liaison
Kelly Loussedes, Staff Liaison

Did Not Attend:

Chrissy Yelverton, Region 5
Emily Bremer, Region 6 (excused)
Danine Baca, Region 7
Naama Pozniak, Region 8 (excused)
Neil Crosby, Cmte Advisor (excused)

The year is flying by, and the Media Relations Committee is busy preparing for the Annual Convention in San Diego! Thanks to excellent input from Social Media Chair Dawn McFarland, and the whole committee, we were able to reach out to NAHU committee chairs with suggested social media posts, to maximize publicity about the Professional Development sessions and all the other great Annual Convention highlights. We truly hope every NAHU committee is continuing our drumbeat!

As the leadership year winds down, Kelly Loussedes, incoming Chair Suzy Alberts and I are strategically planning for her leadership year. Deb Stocks will serve as her Vice-Chair. Other committee chairs are being selected, and board members are submitting their applications to serve again.

Media Militia Chair Craig Gussin is hosting a call on May 15, to assist his sizable Media Militia Committee in reaching out to their local press and broadcast contacts. Craig plans to explain how he built his excellent working relationship with San Diego media, and has become the “go to” person for health insurance issues. He will then encourage a discussion, and emphasize that each Media Militia committee member brings unique qualities and strengths to the position.

Per the April report, the Media Relations Committee is planning our largest social media campaign of the year for Annual Convention. Medicare for All is a definite focus, and we are still working on other relevant topics. The goal is to engage the diverse NAHU membership, including those whose focus is Medicare and other specialized markets. We want to trend again, as we did at Capital Conference!



MEMBERSHIP

Chair: Michelle Howard

EC Liaison: Eugene Starks

Month: April

- President's Triple Crown challenge
 - Updated numbers not available yet
 - BOT qualified as of the January report except –Michael Grinnell, Alycia Riedl
- Council calls
 - April Council call regions 1,2 and 4 were not represented
 - RVPS - we need a retention chair for Regions 1
- RVP – monthly membership communication
 - Communicated membership – No updates on gains contest available until awards breakfast
 - Regions 5 gained membership for April compared to March
 - State chapters gaining membership in April compared to March:
 - Region 1: NY, RI
 - Region 2: none
 - Region 3: IL, IN
 - Region 4: none
 - Region 5: FL, GA, SC
 - Region 6: MO, TX
 - Region 7: AZ, ID
 - Region 8: AK, HI, NV, OR, WA
 - State chapters that gained membership since May:
 - Region 1: none
 - Region 2: DE
 - Region 3: none
 - Region 4: none
 - Region 5: AL
 - Region 6: AR, MO
 - Region 7: MT
 - Region 8: WA
- Discussed membership focus with MMT
 - Agency Membership – waiting on process details
 - Value video clips continuing these for 2019.
 - Council chairs still struggling with state chapter chairs attending their monthly call

- Working on conference details for membership meetings
 - Held RVP call.
 - Working on filling membership council seats for next board year. Reviewing applicants now.
- April official membership numbers
 - We dropped 60 members from March. We are 910 members below the May 2018 Gains contest starting number.
 - Retention dropped from March. March - 80.87%. April – 80.63%
 - Membership excellence contest numbers not revealed until conference.
 - Recruiter of the year contest is close. Will have to wait until conference to see who won.
- Opportunities for May
 - Working on information for conference membership meetings and award breakfast
 - Agency membership process details
 - Finalizing next membership council chair positions



NOMINATIONS COMMITTEE

Chair: Mike Embry
Vice Chair: Pat Griffey
Member: Art Jetter
Board Liaison: Mike Embry
Month: May 2019

The following nominations have been submitted to the committee for the 2019 – 2020 Board:

Dane Rianhard – President Elect
Eugene Starks – Vice President
Kelly Fristoe – Treasurer
Eric Kohlsdorf – Secretary
Karen Kirkpatrick - Secretary
Michael Grinnell – RVP Region I
Mike Deagle – RVP Region III
Paige Phillips – RVP Region V
Ray Magnuson – RVP Region VII

Sincerely,

Mike



The 2018-2019 Professional Development Committee has been hard at work for you.

Our committee consists of Susan Rider, Kelly Pastore, Judy Johnson, Julia Jennings, Yolanda Webb, Amy Perry, Kathy Ferguson, Eric Kohlsdorf, Jeanne Embry, Jessica Waltman, Ashley Kapostins, Jill Pederson as Vice Chair, Karen Kirkpatrick as Chair and Alex Bishop, Dagmar Byrnes and Farren Baer at NAHU. Dane Rianhart is our BOT liaison.

We've had 3 sub-committees working on Certifications, Speaker's Bureau and Medicare Extreme. Please refer to the bottom of this document for an update on their work. They've done great. There is way too much to do as a committee and sub-committees are the way to accomplish more and to get more individuals involved. It also helps the incoming Chair to see who wants to continue to work on their committee and who is willing to work hard.

Annual Convention in San Diego has clearly been a focus for most of the year. We hope you plan to be in town on Friday night and ready to go on Saturday. Enjoy!

NAHU National Convention in San Diego will provide for Personal & Professional Development as well as thought leadership and inspirational talks. Saturday morning begins with focusing on you, the attendee, and your health, wellness and stress levels. Speakers will be covering the endocrine system, hormones for both men and women, what food is best and a look at cannabis by an RN who started a clinic. The cannabis discussion continues into the afternoon when we hear how new use and laws affect your client's business as well as look at the journey Epidiolex took to become the first CBD, FDA approved drug for 2 types of childhood epilepsy.

Professional Development continues as we examine how agents work "in their business" as well as how they should work "on their business" with Business Management and Healthcare Management respectively. Check these industry heavy hitters out as John Sbrocco, Craig Lack, Jim King and Eric Silverman share valuable insights on how to make your business more successful and profitable. Matthew White, Rachel Miner and Emma Passe present their first ever NAHU Broadway performance of VBID: STD or Infectious Strategy. There is sure to be an Oscar in their future! Jennifer Berman talks compliance, which all seem to forget as we focus on new plan designs. Leah Binder from the Leapfrog Institute is bringing data and the fight for transparency to the stage.

Medicare Advanced subject matter is being brought to the stage by force with 2 stages and 10 opportunities to hear things you thought you knew, need reminding of or never knew to be

possible, such as in our Voluntary Benefits and Medicare: Strange bedfellows or missed opportunity Learning Lab.

The day ends with 4 incredible, power packed opportunities. Cara Silletto is bringing a new perspective on retaining today's new workforce and how it pertains to our industry. The Future of Surgery will have an amazing knowledge team of Dutch Rojas, Bill Hennessy, Renee-Marie Stephano, Ralph Weber and Dilan Ellegala with Dr. Josh Luke moderating. On the Medicare side, JSA experts are back with the changes in Medicare that no one is talking about, but should be and NAHU's own Jessica Waltman (PA), Dawn McFarland (CA), Taylor Vidor (WA), Latrica Schooley (IN) with Pat Griffey (IN and 2019/2020 NAHU President) moderating presenting for the first time Voluntary Benefits and Medicare: Strange bedfellows or missed opportunity?

Sunday's Vision Speak is another year of dynamic speakers both within and without our NAHU community. <http://nahu.org/annual-convention/vision-speak>

Our **Speaker's Bureau Sub-Committee** has been working very hard this term to: 1. Clean up our national speaker's bureau and ensure accuracy of speaker's info and subject matter offered. 2. Work with national to make the national site more searchable and designed in a way that makes it easier to put together quality programming. 3. Work with national to make the national site more attractive and interactive with video/audio snippets of speaker's work.

Attached is an example of what they've worked on and provided to the BOT.



CI - PD Speakers
Bureau Proposalv2.pdf

The **Medicare Extreme Sub-Committee** worked both on the programming for this year's Medicare Extreme event at annual convention, but they also worked very hard to put together a "how to" guide for chapters in putting on successful Medicare Summits. Please refer to this link for all the resources that Professional Development has put together this year.

<http://nahu.org/resources/chapter-leadership-resources/revenue-generators/medicare-summit-guidance>

The **Certification Sub-Committee** worked hard to revamp criteria within several Awards (2019-2020) to really encourage chapters to hold several certifications throughout the year, not only for their own members and non-members, but to be creative in reaching out to other organizations that also need these certifications. Stay tuned for an update as to how award's criteria were changed, and also for a "how to" guide on really promoting certifications within your regions.

Your 2018-2019 Professional Development Committee



PROFESSIONAL DEVELOPMENT

Chair: Karen Kirkpatrick
EC Liaison: Dane Rianhard
Month: May 2019

We've had 3 sub-committees working on Certifications, Speaker's Bureau and Medicare Extreme. Please refer to the bottom of this document for an update on their work. They've done great. There is way too much to do as a committee and sub-committees are the way to accomplish more and to get more individuals involved. It also helps the incoming Chair to see who wants to continue to work on their committee and who is willing to work hard.

Our **Speaker's Bureau Sub-Committee** has been working very hard this term to: 1. Clean up our national speaker's bureau and ensure accuracy of speaker's info and subject matter offered. 2. Work with national to make the national site more searchable and designed in a way that makes it easier to put together quality programming. 3. Work with national to make the national site more attractive and interactive with video/audio snippets of speaker's work.

The **Medicare Extreme Sub-Committee** worked both on the programming for this year's Medicare Extreme event at annual convention, but they also worked very hard to put together a "how to" guide for chapters in putting on successful Medicare Summits. Please refer to this link for all the resources that Professional Development has put together this year.

<http://nahu.org/resources/chapter-leadership-resources/revenue-generators/medicare-summit-guidance>

The **Certification Sub-Committee** worked hard to revamp criteria within several Awards (2019-2020) to really encourage chapters to hold several certifications throughout the year, not only for their own members and non-members, but to be creative in reaching out to other organizations that also need these certifications. Stay tuned for an update as to how award's criteria were changed, and also for a "how to" guide on really promoting certifications within your regions.

Karen L. Kirkpatrick ~ Owner
On Your Mark Consulting
Be Column A ®
248.219.0712 (Mobile)

BYLAWS of the Indiana State Association of Health Underwriters
Adopted December 19, 2007
Amended August 22, 2011

ARTICLE I – NAME AND TERRITORIAL LIMITS

- Section 1. This organization shall be known as the Indiana State Association of Health Underwriters, Inc. hereinafter referred to as this Association, a non-profit corporation incorporated as such under the laws of the state of Indiana and chartered by the National Association of Health Underwriters.
- Section 2. The territorial limits of this Association shall be confined to the state of Indiana, and shall be the controlling body for all local chapters of [the National Association of Health Underwriters](#) operating within the state of Indiana.

ARTICLE II – PURPOSES

- Section 1. The objectives of this Association shall be:
- A. To promote the common business interests of those engaged in marketing [and servicing](#) employee benefits, associated business activities and/or health insurance products.
 - B. To advance public knowledge for the need and benefit of employee benefits, associated business activities and/or health insurance products.
 - C. To promote the adoption and application of high standards of ethical conduct in the health insurance industry.
 - D. To provide and promote a program of continuing education and self-improvement for Association members.
 - E. To increase the knowledge and principles, functions and applications of [f](#) employee benefits, associated business activities and/or health insurance products.
 - F. To promote education, legislation, regulation and practices which are in the best interest of the health insurance industry and the insuring public.
 - G. To do such other things and to carry out [such](#) other programs so as to further the purposes of the National Association of Health Underwriters.
 - H. To encourage adequate protection against the hazards of disability as part of a well-rounded health, disability and related insurance products and services program
 - I. In conjunction with objectives A-H above, to assist local associations within the state through leadership [and other support.](#)
- Section 2. This Association and its members recognize an obligation to present accurately, honestly and completely every fact essential to the client's decision as expressed in the National Association of Health Underwriters Code of Ethics which are considered a part of these bylaws.

ARTICLE III – MEMBERSHIP

- Section 1. Membership in this Association will be available under the following designations:
- A. Individual Members
 - B. Life Members

Section 2. An individual member may be any individual licensed by his/her state licensing authority for the sale of employee benefits, associated business activities and/or health insurance products. Individual members may also include non-licensed individuals engaged in the distribution of employee benefits, associated business activities and/or health insurance products such as, but not limited to, home office personnel and others engaged in the management and distribution of such products. Individual members who have paid their annual national, state and local dues will also be referred to as active members.

Section 3. Life membership may be granted when an active member has been in good standing for a minimum of ten (10) consecutive years, and has: (1) attained age 65 and retired; or (2) become unable to work due to disability. Life members have the same rights and privileges as individual members. This association shall determine the amount of reduction of local chapter dues, if any. Life member status shall be automatically conferred when all qualifications are met and application is made and verified by the National Association of Health Underwriters.

ARTICLE IV – NATIONAL AND STATE AFFILIATION

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

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

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

ARTICLE V – DUES AND FINANCE

Section 1. Each active member of this Association shall pay local, state and national annual dues. Such annual dues shall be payable on the first day of the member's anniversary month as recorded by the National Association of Health Underwriters. All dues shall be submitted to and through the National Association of Health Underwriters. Any individual member more than 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 state Association, subject to the ratification by at least two-thirds (2/3) of the Board of Directors. This Association's dues may only be changed once a year and will be in effect from January 1 through December 31 of each year. Not later than the fifteenth (15th) of September of each year, or a date specified by the National Association of Health Underwriters, if this Association plans to increase or decrease its state chapter dues for the following calendar year, the President shall

advise the National Association of Health Underwriters in writing of the Board-approved dues for the following year”.

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

Section 4. The Board of Directors shall determine the official depository-(ies) for Association funds and shall designate one or more Board members in addition to the Treasurer to sign or countersign checks or other documents for the disbursement of such funds.

ARTICLE VI – OFFICERS

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

Section 2. Each officer shall be an active member of this Association, and ~~their~~-his/her respective local as well as the 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 not an outgoing President, this office shall remain vacant.

Section 6. If the office of the President shall become vacant due to death, disability, resignation, recall or removal by due process, the President-Elect shall assume the office for ~~its~~-his/her 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 Secretary and then Treasurer.

Section 7. If the office of President-Elect shall become vacant due to death, disability, resignation, ~~R~~recall or removal by due process, or by succession to the Presidency under Article VI., ~~t~~The President shall appoint a member of this Association in good standing to fulfill the duties of the office for ~~its~~-his/her unexpired term. The appointment shall be subject to a two-thirds (2/3) vote of approval by the Board of Directors. The office itself shall remain vacant until the next regular election.

Section 8. If the offices of Secretary and/or Treasurer become vacant due to death, disability, resignation, recall or removal by due process, or by succession under Article VI., Section 6, the office(s) shall be filled by appointment by the President. The appointment shall be subject to two-thirds (2/3) vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s). Appointees shall assume the title and duties of the office(s).

ARTICLE VII - DUTIES OF OFFICERS

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

President – The President shall be the chief elected officer of this Association and shall preside over all meetings of this Association and the Board of Directors. The President shall be an ex officio member of all standing and special committees except the Nominations Committee.

President-Elect – The President-Elect, in the absence of the President, shall preside at all meetings of the Association and ~~t~~The Board of Directors and shall perform such other duties as may be assigned by the President or Board of Directors, and shall serve as the chairperson for the nominations committee for the annual election.

Immediate Past President – The Immediate Past President shall serve as an advisor to the Board of Directors and perform other duties as assigned by the President ~~or~~f Board of Directors.

Secretary – The Secretary shall be responsible for keeping all records of membership, attendance, membership dues and minutes of the meetings of this Association and the Board of Directors and shall perform duties as may be assigned by the President or Board of Directors.

Treasurer - The Treasurer shall be responsible for receiving all funds and dues paid to this Association. Dues shall be forwarded to the National Association of Health Underwriters, where they will be deposited, and the local portion remitted back to this Association on a monthly basis. The Treasurer shall deposit all other funds in this Association's official depository(ies) and shall disburse such funds upon the order of the Board of Directors. The accounts and books of the Treasurer and this Association shall be open at all times for inspection by the President, the Board of Directors and any authorized auditors. The Treasurer shall be responsible for the completion and submission of forms required by laws governing the administration and/or tax status of this Association.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the Immediate Past President, President, President-Elect, Secretary, Treasurer, Advisors and ISAHU Committee Chairpersons.

Section 2. Each director shall be an active member of this Association, ~~their~~-his/her respective local association, and the National Association of Health Underwriters.

Section 3. All directors shall serve without compensation.

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

- 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 may transact business by mail or electronic means by voting upon proposals presented to them. Any such proposal shall be adopted if a least two-thirds (2/3) majority of a quorum 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 7. A majority of the Board of Directors shall constitute a quorum for the transaction of business.
- Section 8. 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 two-thirds (2/3) vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s).

ARTICLE IX – NOMINATIONS AND ELECTIONS

- Section 1. The election of officers and committee chairpersons shall be held at least one month prior to the start of the fiscal year. ~~at an annual meeting of this Association.~~
- Section 2. The President-Elect shall have authority to appoint and chair a Nominations Committee to assist in recruiting a slate of candidates for officers and committee chairpersons to serve on the ISAHU Board.
- Section 23. -At least ~~three (3)~~two (2) months prior to the ~~date of the annual meeting~~start of the fiscal year, the President-Elect shall solicit and receive nominations, and prepare a slate of candidates that will be published to ISAHU membership. The President-Elect shall have general charge of the election process including the preparation, distribution, collection and counting of ballots, and reporting the results of any contested offices.

ARTICLE X – COMMITTEES

- Section 1. There shall be the following standing committees:
- A. Awards
 - B. ~~Education~~Professional Development
 - C. Legislation
 - D. Membership
 - ~~D.~~E. Retention
 - ~~E.~~F. Media Relations
 - G. Communications
 - H. ISAHU-PAC
 - I. HUPAC
 - ~~F.~~J. Technology/Marketing

- Section 2. The President shall appoint the chairs and members of all standing, special or ad hoc committees and task forces, subject to the approval of the Board of Directors.
- Section 3. The Board of Directors shall establish guidelines for all committees and task forces regarding usual duties, terms of office, and requirements for reports unless otherwise specified in these bylaws.
- Section 4. The administration of the fiscal affairs of all standing, special and ad hoc committees and task forces are vested in the Board of Directors.

ARTICLE XI – RECALL AND REMOVAL FROM OFFICE

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

ARTICLE XII – PARLIAMENTARY AUTHORITY

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

ARTICLE XIII – AMENDMENTS

- Section 1. Amendments to these bylaws, if in conformity with the policy of the National Association of Health Underwriters, may be adopted by a two-thirds (2/3) vote of the active members of this Association present at any meeting of this Association,

provided that notice of the meeting and the proposed amendment(s) shall have been given to the members at least one month prior to the meeting.

ARTICLE XIV – INDEMNIFICATION

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

ARTICLE XV – DISSOLUTION

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

ARTICLE XVI – PREVIOUS BYLAWS SUPERCEDED

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



Oregon Association of Health Underwriters

Bylaws

**BYLAWS
of the
Oregon Association of Health Underwriters**

~~Adopted April 11, 2007~~

Adopted March 2019

ARTICLE I – NAME AND TERRITORIAL LIMITS

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

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~~ **professional development** and self-improvement of Association members.
 - E. To increase the knowledge of members concerning the principles, functions and applications of health, disability and related insurance products and services.
 - F. To promote education, legislation, regulation and practices which are in the best interest of the health, disability and related insurance industry and thus provide financial protection to the insuring public.
 - G. To encourage adequate protection against the hazards of disability as part of a well-rounded health, disability and related insurance products and services program.
 - H. To do such other things and to carry out such other programs so as to further the purposes of the National Association of Health Underwriters.
- Section 2. This Association and its members recognize an obligation to present accurately, honestly and completely every fact essential to the client's decision as expressed in the National Association of Health Underwriters Code of Ethics which is considered a part of these bylaws.

ARTICLE III – MEMBERSHIP

- Section 1. Membership in this Association will be available under the following designations:
- A. Individual Members
 - B. Associate Members**
- Section 2. **A.** An Individual Member may be any individual licensed by their 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.
- B. An Associate Member may be any 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. Associate membership dues shall be collected by Oregon Association of Health Underwriters and are not subject to pay national dues.**
- Section 3. The Board of Directors of the Association may from time to time create other types of memberships to the Association, so long as such action does not conflict with the bylaws of NAHU.**

ARTICLE IV – NATIONAL AND STATE AFFILIATION

- Section 1. This Association agrees to be bound by the bylaws of the National Associations of Health Underwriters as adopted and amended.
- Section 2. The Board of Directors shall provide for the prompt review, approval and forwarding of all reports required or requested by the National Associations of Health Underwriters.
- Section 3. Insofar as possible, this Association shall be represented by its proper delegates, or their duly appointed alternates, at the annual meeting of the National Associations of Health Underwriters.

ARTICLE V – DUES AND FINANCE

- Section 1. Each active member of this Association shall pay local, state and national annual dues. **Associate membership dues shall be collected as stated under Article III, Section 2B.** Such annual dues shall be payable on the first day of the member's anniversary month as recorded by the National Association of Health

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

- Section 2. The Board of Directors shall determine the amount of annual dues of this Association, subject to the ratification of at least three-fourths (3/4) of the local associations in the state. This Association's dues may only be changed once a year and will be in effect from January 1 through December 31 of each year. Not later than the fifteenth (15th) of September of each year, or a date specified by the National Association of Health Underwriters, if this Association plans to increase or decrease its state chapter dues for the following calendar year, the President shall advise the National Association of Health Underwriters in writing of the Board-approved dues for the following year.
- Section 3. The fiscal year of this Association shall begin on the first day of January 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, Treasurer, at least 6 additional directors but no more than 10 and a non-voting Executive Director.
- Section 2. Each officer, except the Executive Director, shall be an active member of this Association, the local and National Associations of Health Underwriters.
- Section 3. All officers, except the Executive Director, shall serve without compensation.
- Section 4. All officers shall take office on the first day of ~~August~~ **July** of each year following their election, and shall serve for a term of two years, except President, President-Elect and Immediate Past President which are one year terms. **Elected officers and directors may serve two (2) consecutive terms in any elected office but no more than eight (8) consecutive years on the board of directors. If a President serves two consecutive terms, the President Elect and Immediate Past President would also serve two-year terms in those respective offices.**
- Section 5. The office of Immediate Past President shall be filled automatically by the outgoing President. In the event there is no outgoing President, this office shall remain vacant.

- Section 6. If the office of the President shall become vacant due to death, disability, resignation, or removal by due process, the President-Elect shall assume the office for its unexpired term and the term of President for the succeeding year and the office of President-Elect shall become vacant until the next regular election. If the office of President becomes vacant and there is no President-Elect, the order of succession shall be Treasurer, and then Secretary.
- Section 7. If the office of President-Elect shall become vacant due to death, disability, resignation, or removal by due process, or by succession to the Presidency under Article VI., Section 6, the President shall, within thirty (30) days of the effective date of vacancy, appoint a member of this Association in good standing to fulfill the duties of the office for its unexpired term. The appointment shall be subject to a three-fourths (3/4) vote of approval by the Board of Directors. The office itself shall remain vacant until the next regular election.
- Section 8. If the office of Treasurer becomes vacant due to death, disability, resignation, recall or removal by due process or by succession under Article VI., Section 6, the office shall be filled by appointment by the President. The appointment shall be subject to three-fourths (3/4) vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s). Appointees shall assume the title and duties of the office(s).

ARTICLE VII – DUTIES OF OFFICERS

- Section 1. The duties of the officers shall be as follows:
- A. President – The President shall be the chief elected officer of this Association and shall preside over all meetings of this Association and the Board of Directors. The President shall be an ex officio member of all standing and special committees except the Nominations Committee.
 - B. President-Elect – The President-Elect, in the absence of the President, shall preside at all meetings of this Association and the Board of Directors and shall perform such other duties as may be assigned by the President or Board of Directors.
 - C. Immediate Past President – The Immediate Past President shall serve as an advisor to the Board of Directors and perform other duties as assigned by the President or Board of Directors.
 - D. 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. **The Treasurer shall chair the Budget Committee as appointed by the President and shall submit an Annual Budget for adoption by the Board of Directors by the first meeting of the fiscal year.**

- E. ~~Executive Director~~ **Association Executive or Staff Person** – ~~The Executive Director~~ **There may be an Association Executive or Staff Person** is appointed by the Board of Directors, for such period, such compensation, and with such authority, duties, facilities and assistance as the Board of Directors may determine. ~~The Executive Director shall have no vote.~~ **This position shall have no vote. The position shall be the Administrative head of the State headquarters staff, if any, and office, where all permanent records shall be kept.**

ARTICLE VIII – BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of the officers and one (1) elected director of each local association within the state and the Executive Director, ex officio.
- Section 2. Each director shall be an active member of this Association, the local and National Associations of Health Underwriters.
- Section 3. All directors shall serve without compensation.
- Section 4. All directors shall take office on the first day of ~~August~~ **July** of each year following their election, and shall serve for a term of two years, except the President, President Elect and Immediate Past President which are one year terms. (See Article VI, Section 4.)
- Section 5. The Board of Directors shall determine the policies and activities of this Association, approve the budget, authorize all expenditures and disbursements, and have the authority and responsibility to manage this Association's affairs.
- Section 6. The Board of Directors shall meet no less than four (4) times per year or at the call of the President. The meetings shall be held at such times and places as may be determined by the President or Board of Directors. A written notice of the time and place of all regular meetings of the Board of Directors of this Association shall be distributed to each member of the Board by the President not less than thirty (30) days prior to the meeting.
- Section 7. The Board of Directors may transact business by mail or electronic means by voting upon proposals presented to them. Any such proposal shall be adopted if at least two-thirds (2/3) majority of the entire Board returns affirmative votes. The members of the Board of Directors shall be advised of the results of such balloting no less than seven (7) days after the vote is tabulated.

- Section 8. A majority of the Board of Directors shall constitute a quorum for the transaction of business.
- Section 9. In the event a director position becomes vacant due to death, disability, resignation or removal by due process or by succession under Article VI., Section 6, the position shall be filled by appointment by the President. The appointment shall be subject to three-fourths (3/4) vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s).
- Section 10. Interpretation of these bylaws resides with the Board of Directors. Members or Chapters requesting interpretation may submit their request in writing and the Board of Directors shall likewise provide a written response which shall be, along with the request, entered into the minutes.**

ARTICLE IX – NOMINATIONS AND ELECTIONS

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

The Nominations Committee provides a slate of candidates containing the names of all qualified nominees to all active members by May 1st. The report of the Nominating Committee is subject to the right of any voting member to make nominations provided that a written petition shall have first been filed with the Nominations Chair within thirty (30) days of notification of the slate. Such petition shall have been signed by not less than ten (10) voting members. In the event a candidate withdraws their name from consideration, the nominating committee shall place another individual in nomination replacing the withdrawn name.

In cases where two or more members have been nominated for the same office, election shall be by mail or electronic ballot. In instances where two or more members have been nominated for the same office, election shall be by

majority vote on the first ballot, election will be by plurality vote on a second or subsequent ballot. Each ballot shall require a section for the voting member name and representative signature. In the case where a single slate exists, no election will be required.

Section 4. Ballots may be distributed to the voting membership either electronically or by paper and will be distributed to the location, email or address on file with the organization at the time. The winner of any election will be the individual who receives the majority of votes cast.

This committee shall present to the Board of Directors, for certification, the results of the election. The President or a member of the Nominations Committee shall notify all candidates of the results of the election.

ARTICLE X – COMMITTEES

Section 1. There shall be the following standing committees:

- A. Awards
- ~~B. Education~~ **B. Professional Development**
- C. Legislation
- D. Membership
- E. Nominations
- F. HUPAC**
- G. Convention**
- H. Media Relations**

Section 2. The President shall appoint the chairs and members of all standing, special or ad hoc committees and task forces, subject to the approval of the Board of Directors.

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

Section 4. The administration of the fiscal affairs of all standing, special and ad hoc committees and task forces are vested in the Board of Directors.

ARTICLE XI – RECALL AND REMOVAL FROM OFFICE

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

Section 2. No elected officer or board member, or appointed committee member or chair, or appointed task force member or chair may be removed from office without a

three-fourths (3/4) vote of the Board of Directors at any regular or special meeting at which a quorum is present.

- Section 3. Notice of recall or removal must be sent by registered mail to the affected individual advising him/her of the action taken or about to be taken. Removal by due process requires notification prior to the vote for removal from office. The Board of Directors and/or twenty-five percent (25%) of this Association's membership can initiate recall. Recall can only be achieved by a three-fourths (3/4) vote of the Board of Directors.
- Section 4. Failure to achieve the required vote for removal will cause the immediate reinstatement of the recalled individual to office. Any appointee replacing the recalled officer shall also immediately be discharged.
- Section 5. Any individual member of this Association shall lose all rights and privileges of office under this Association if their license to sell insurance is revoked or if he/she is convicted of a felony or gross misdemeanor.

ARTICLE XII – PARLIAMENTARY AUTHORITY

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

ARTICLE XIII – AMENDMENTS

- Section 1. ~~Amendments to these bylaws, if in conformity with the policy of the National Association of Health Underwriters, may be adopted by a two-thirds (2/3) vote of the active members of this Association present at any meeting of this Association, provided that written notice of the meeting and of the proposed amendment(s) shall have been given to the members at least one month prior to the meeting, and provided further that a quorum is present at the meeting.~~

These bylaws may be amended at any Board of Directors meeting, regular or special, by affirmative vote of two-thirds of the voting members of the Board of Directors present and voting provided that a quorum is present, and provided further that written notice of the substance of any proposed amendments first shall have been sent to the Board of Directors and each member at least forty-five (45) days in advance of the Board Meeting.

Members will have thirty (30) days for response to the Board. All written responses from the members shall be submitted to the Board of Directors at least seven (7) days prior to the amendment(s) being voted upon by the Board of Directors. Voting by absentee ballot or proxy shall not be allowed.

ARTICLE XIII – INDEMNIFICATION

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

ARTICLE XIV – DISSOLUTION

- Section 1. **Dissolution shall be defined by the vote of 80% or more of the OAHU Board of Directors to disband or terminate the Oregon Association of Health Underwriters and requires the passing of a Resolution of Resignation by a three-fourths (3/4) vote of all active members. The adopted resolution shall be sent by the Secretary of this Association by registered mail to the Executive Vice President of the National Association of Health Underwriters and shall become effective upon acceptance by the Board of Trustees. Upon acceptance of the Resolution of Resignation by the Board of Trustees, individual members of this Association shall become active members of the existing local association nearest them in their state, or members-at-large if no other association exists within their state.**

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

- Section 2. This Association, by taking the action to resign, shall surrender all rights to use the name, emblem, insignia, plate, sign, label or phrase indicative of membership in this Association.
- Section 3. This Association's charter with the National Association of Health Underwriters may be suspended or revoked in accordance with appropriate sections of the bylaws of the National Association of Health Underwriters.
- Section 4. This Association shall use funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure or be distributed to its members in the event this Association is dissolved or its charter revoked for cause in violation of the bylaws of the National Association of Health Underwriters. Immediately upon dissolution or revocation of its charter, this

Association's Board of Directors shall return all remaining Association funds to the National Association of Health Underwriters for placement in escrow. Funds placed in escrow will be distributed in accordance with the procedures outlined in the bylaws of the National Association of Health Underwriters.

ARTICLE XV – PREVIOUS BYLAWS SUPERCEDED

Section 1. These bylaws, as revised, 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.

**Amended and Restated Bylaws
of the
Texas Association of Health Underwriters, Inc.**

ARTICLE I. NAME AND TERRITORIAL LIMITS

Section 1. This professional organization shall be known as the Texas Association of Health Underwriters, Inc., hereinafter referred to as the Association, a not for profit corporation, incorporated in and under the laws of the State of Texas, and chartered by the National Association of Health Underwriters, hereinafter referred to as NAHU.

Section 2. The territorial limits of the Association shall be confined to the boundaries of the State of Texas.

ARTICLE II. ASSOCIATION OBJECTIVES

Section 1. The objectives of the Association shall be:

- A. To place the sale and service of insurance upon the highest possible standard.
- B. To advance public knowledge for the need and benefit of the insurance industry.
- C. To provide and, or, promote continuing education, legislative activity and guidance, regulations, practices, and self improvement which is in the best interest of the insurance industry, the public, and our members.
- D. To be active as an association in public services and to encourage its members to support and contribute to community activities.
- E. To promote the CODE OF ETHICS of the National Association of Health Underwriters (NAHU) hereby made a part of these bylaws.
- F. To promote the common business interest of those engaged in the insurance industry.

ARTICLE III. MEMBERSHIP

Section I. Classes of Membership

- A. Individual Membership. An individual member may be any individual licensed by the state licensing authority for the sale of health insurance products. Individual members may also include non-licensed individuals engaged in the distribution of 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 may also be referred to as Active Members.
- B. Associate Membership. Associate Memberships shall be available in local Chapters, as defined by each Chapter. Associate Members will not be members

for census or voting purposes, but shall enjoy all privileges as defined by each local Chapter for that Chapter.

- C. The Board of Directors of the Association may from time to time create other types of memberships to the Association, so long as such action does not conflict with the bylaws of NAHU.

Section 2. Membership Application, Responsibilities, Removal, and Reinstatement

- A. Application for membership shall be made in such a manner and form as may be prescribed by the Board of Directors.
- B. Members shall be responsible for adhering to the Code of Ethics of the Association and representing themselves to the public only upon the highest professional standards.
- C. Removal
 - a. The membership of any active member failing to pay dues on a timely basis, as prescribed by NAHU, shall be canceled.
 - b. The membership of any active member may be canceled by a vote of 2/3 of the Board of Directors present at a duly constituted Board meeting for failure to maintain the standard required for membership or for other causes deemed sufficient by the Board of Directors upon a written statement of the grounds for cancellation and after a full hearing thereon. A copy of such statement shall be furnished to the member fifteen (15) days before the time set for the hearing, together with a notice as to the time and place of such hearing. If the member whose membership is in question shall be on the Board of Directors, he shall not be permitted to act in the capacity of a Director in connection with any proposed cancellation of his membership.

Section 3. Meetings, Voting and Quorum

- a. Regular Meetings. Regular meetings of the members of the Association shall be held once per year, no later than May 31.
- b. Special Meetings. Special meetings of the members of the Association may be called by the President or by a majority of the Directors. Notice of each special meeting shall be given to each member no fewer than ten (10) days nor more than sixty (60) days before the date of the meeting.
- c. Voting. The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be the act of the members meeting, unless the vote of a greater number is otherwise required by law, the Articles of Incorporation or these Bylaws. Members may not vote by proxy.
- d. Quorum. Members holding one-tenth (1/10) of the votes entitled to be cast shall constitute a quorum.

ARTICLE IV. NATIONAL AND STATE AFFILIATION.

Section 1. The Association agrees to be bound by the bylaws of 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 NAHU.

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

ARTICLE V. DUES AND FINANCE

Section 1. Each active member of the Association shall pay local (if applicable), state and national annual dues. Such annual dues shall be payable on the first day of the member's anniversary month as recorded by NAHU. All dues shall be submitted to and through NAHU. Any individual members 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 the Association, subject to the ratification of at least two-thirds (2/3) of the local associations in the state. The 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 NAHU, if the Association plans to increase or decrease its state chapter dues for the following calendar year, the President shall advise NAHU in writing of the Board-approved dues for the following year.

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

Section 4. The Association's books of accounts shall be reviewed and/or audited at least once every five years. The Board of Directors shall name the auditors/reviewers.

ARTICLE VI. OFFICERS

Section 1. The Officers of the Association shall be a President, President-elect, First Vice President, Second Vice President, Treasurer, Secretary, Immediate Past President and, if applicable, a non-voting Association Executive.

Section 2. Each officer, except the Association Executive, shall be an active member of this Association, and his/her local chapter, and NAHU.

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

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

Section 7. If the office of President-Elect shall become vacant due to death, disability, resignation, recall or removal by due process, or by succession to the Presidency under Article VI., Section 6, 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 office of First Vice President, Second Vice President, Secretary 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 a three-fourth (3/4) vote of approval by the Board of Directors and shall be only for unexpired term of the office(s). Appointees shall assume the title and duties of the office(s).

ARTICLE VII. DUTIES OF OFFICERS

Section 1. 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. He shall be an ex-officio member of all standing and special committees

Section 2. President-Elect. The President-Elect, in the absence of the President, shall preside at all meetings of the Association and the Board of Directors and shall perform such other duties as may be assigned by the President or Board of Directors.

Section 3. First Vice President. The First 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 shall also perform such other duties as may be assigned by the President or Board of Directors.

Section 4. Second Vice President. The Second Vice President, in the absence of the President, President-Elect, and the First Vice President, shall preside at all meetings of

the Association and the Board of Directors and shall also perform other duties as may be assigned by the President or Board of Directors.

Section 5. Treasurer. The Treasurer shall be responsible for overseeing the following: the receiving all funds and dues paid to the Association, the depositing of such funds and dues in the Association's official depositories, the disbursing of such funds on the order of the Board of Directors and by approved voucher signature of the President; the bookkeeping of all funds of the Association; and the completion and submission of forms required by laws governing the administration and/or tax status of the Association. The accounts and books of the Association shall at all times be open to the inspection by the Officers and Board of Directors of the Association. The Association bank accounts must always require two signatures on checks, one of which must be an Executive Officer of the Association. Other signature(s) shall be approved by vote of the Executive Board by the First of July each year.

Section 6. Secretary. The Secretary shall be responsible for overseeing the records of membership, attendance, membership dues and minutes of the meetings of the Association and the Board of Directors, and shall perform other duties as may be assigned by the President or Board of Directors.

Section 7. Immediate Past President. The Immediate Past President shall serve as an advisor to the Board of Directors, and perform other duties as assigned by the President or Board of Directors.

Section 8. Association Executive or Staff Person. There may be an Association Executive or Staff Person 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. This position shall have no vote. The position shall be the Administrative head of the State headquarters staff, if any, and office, where all permanent records shall be kept.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee, hereinafter referred to as the EC, shall be composed of the Officers of the Association.

Section 2. Authority and Responsibility. 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 those duties specifically reserved to the Board of Directors by the Bylaws, 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 no later than the next regularly scheduled Board meeting.

Section 3. Quorum. 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 on the request of any other three (3) members of the EC.

ARTICLE IX. ELECTION OF OFFICERS

Section 1. The election of officers shall be held once a year, no later than April 1st of each year. The election of officers shall be held by mail or in some manner as determined by a vote of the Board of Directors.

Section 2. The Nominations & Elections Committee (see Article XI, Section 5E), shall be responsible to the Board of Directors for administering the selection of candidates and manner of election, so long as all active members of the Association are given the opportunity to nominate and vote for all candidates.

Section 3. A majority of votes received by active members shall determine the winner of each elected office. In the event of tie or one candidate not achieving a majority of votes received, a runoff election shall be held within thirty (30) days.

ARTICLE X. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the Officers of the Association, one elected representative of each local association within the state, the chairpersons of all the Standing Committees, and three (3) Trustees as defined in Article XIV of these Bylaws.

Section 2. Each Director shall be an active member of the Association, his/her local chapter, and NAHU.

Section 3. All Directors shall serve without compensation, except the non-voting Association Executive, if applicable. The Board of Directors may authorize the reimbursement of its Directors for expenses incurred on behalf of the Association.

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

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

Section 6. The Board of Directors shall meet no less than four (4) times each year at such time and place as may be designated by the Board of Directors, or by the President in the event the Board of Directors does not so designate. Notice of all such meetings shall be given to the Directors not less than thirty (30) days before the meeting is held.

Section 7. Special meetings of the Board of Directors may be called on order of the President, a majority of the EC, or a majority of the members of the Board of Directors. Notice of the time and place of any such special meetings of the Board of Directors shall be given to each Director no later than two (2) days prior to the meeting.

Section 8. Absences. Any Officer or Standing Committee Chair who shall have been absent from two (2) regular meetings of the Board of Directors during a single administrative year shall automatically vacate the 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.

Section 9. Recall and Removal from the Board of Directors

- A. An officer, member of the Board of Directors, committee members or chair, or task force member or chair may be removed for malfeasance of office.
1. No elected officer or board member, or appointed committee member or chair, or appointed task force member or chair may be removed for malfeasance of office without a three-fourth (3/4) vote of the Board of Directors at any regular or special meeting at which a quorum is present.
 2. Notice of recall or removal must be sent by registered mail to the affected individual advising him/her of the action taken or about to be taken. Removal by due process requires notification prior to the vote for removal from office. The Board of Directors and/or twenty-five percent (25%) of the Association's membership can initiate recall. Recall can only be achieved by a three-fourths (3/4) vote of the Board of Directors.
 3. 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.
 4. Any individual member of the Association shall lose all rights and privileges of office under the Association if his/her license to sell insurance is revoked or if he/she is convicted of a felony or gross misdemeanor.

Section 10. Voting and Quorum. ~~Directors may not vote by proxy.~~ **Directors are not able to vote via proxy, with the exception of Elected Chapter Representatives. In the event an Elected Chapter Representative is unable to attend a meeting, they can appoint an individual from their duly elected board of directors to attend the meeting, represent their chapter and vote on their behalf. This substitute cannot be a person who is currently a voting member of the Board of Directors in any other capacity.**

At all meetings of the Board of Directors, the presence in person of a majority of the number of Directors in office shall constitute a quorum, and the act of the majority of the Directors present in person at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws. If a quorum is not present at any meeting of Directors,

Commented [CC1]:

Formatted: Strikethrough

Formatted: Font color: Red, Strikethrough

Formatted: Font color: Red

Formatted: Font: Bold, Font color: Red

the Directors present in person may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

ARTICLE XI. COMMITTEES

Section 1. There shall be the following Standing Committees

- A. Awards
- B. Education
- C. Legislation
- D. Membership
- E. Nominations and Elections
- F. Hollis Roberson Award Committee
- G. Special Committees

Section 2. The President shall appoint, with the advice and consent of the EC, from the membership the Chairpersons for each of the Standing Committees, except as otherwise provided in these Bylaws. Subject to Section 4 of this Article XI, the Chairpersons of each of the Standing Committees shall appoint the members of such committees, except as otherwise provided in these Bylaws.

Section 3. Any action by a Committee shall be subject to the approval of the Board of Directors, or the EC in the absence of the Board of Directors, except as otherwise provided in these Bylaws.

Section 4. All Committees shall be of such size and shall have such duties, functions and powers as may be assigned to them by the President, except as otherwise provided in these Bylaws.

Section 5. Descriptions of Standing Committees

- A. Awards. The Awards Committee shall be responsible for the awards to be presented or received by the Association, except as otherwise provided in these Bylaws.
- B. Education. The Education Committee shall be responsible for promoting education that follows the mission of the Association.
- C. Legislation. The Legislation Committee shall be responsible for promoting knowledgeable information to the Association members, elected legislators and consumers regarding legislation.
- D. Membership. The Membership Committee shall be responsible for increasing and maintaining the membership of the Association.
- E. Nominations and Elections. 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.

- F. Hollis Roberson Award Committee. The Hollis Roberson Award Committee, hereinafter referred to as HRC, shall be responsible for determining the annual Hollis Roberson Award, and any other awards, honors, or recognitions in the name of Hollis Roberson. The HRC shall consist of the following members: all former Award recipients who are willing and able to serve, a member of the Hollis Roberson Family if willing and able to serve, and a member of the EC to be appointed by the President of the Association. The committee's chairperson shall be the recipient of the Award from the year prior to the current recipient. The chairperson of the Committee must be a member of the Association. If the Committee member scheduled to be chairperson is not a member of the Association, or is unwilling or unable to serve as chairperson, the chairperson shall be determined upon a majority vote of the Hollis Roberson Award Committee. The funds of the HRC shall be kept in a separate account of the Association, and the HRC shall be responsible for soliciting future funds for the HRC account and approving all decisions regarding the expenditures of HRC funds.
- G. Special Committees. The President shall appoint, subject to confirmation by the Executive Committee such Special Committees as he/she may deem necessary. The chairperson of each Special Committee shall be appointed by the President, with the consent of the EC. The chairperson of each Special Committee shall be a member of the Board of Directors. The President shall monitor actions of the Special Committees of the Association and shall make recommendations as needed to the EC or Board of Directors concerning the creation, dissolution and consolidation of these committees.

ARTICLE XII. ACTION BY WRITTEN CONSENT; ALTERNATIVE FORMS OF MEETINGS

- A. Any action required to be taken at a meeting of members, Directors or any committee, or any action which may be taken at such a meeting, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall have been signed, manually or by facsimile or electronic mail, by (i) all the members, Directors or committee members, or (ii) if the Articles of Incorporation so provide, by a sufficient number of members, Directors or committee members as would be necessary to take that action at a meeting at which all of the members, Directors or committee members were present and voted. Any such written consent shall be signed and dated by each member, Director or committee member, as applicable, executing the same and such executed written consent shall be filed with the Association in the manner required by Article 1396-9.10 of the Texas Non-Profit Corporation Act (the "Act").

- B. Subject to the provisions of the Act and these Bylaws concerning notice of meetings, members, Directors and committee members may participate in and hold meetings by means of conference telephone or similar communications equipment if the telephone or other equipment or system permits each member, Director, or committee member participating in the meeting to communicate with all other persons participating in the meeting, and such participation shall constitute presence in person at such meeting, except where a member, Director, or committee member participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. If voting is to take place at the meeting, the Association must implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified and keep a record of any vote or other action taken. If a meeting is held solely or in part by using a conference telephone or other communications systems authorized by Article 1396-9.11 of the Act or by these Bylaws, the notice of the meeting must identify the forms of communications systems to be used for the meeting and the means of accessing the communications systems.

ARTICLE XIII. TRUSTEES

Section 1. Trustees. The Trustees shall consist of the last three (3) Past Presidents of the Association, not to include the Immediate Past President, if willing and able to serve. If not willing and able to serve, the President may ask any other Past President of the Association to serve.

ARTICLE XIV. DELEGATES AND REPRESENTATIVES TO NAHU FUNCTIONS

Section 1. NAHU House of Delegates and Annual Symposium

- A. NAHU will advise the Association of the number of allotted delegates the Association may send to the House of Delegates. The Association delegates shall be, in order of available slots, the President, Immediate Past President, President Elect, 1st Vice President, 2nd Vice President, Treasurer, Secretary, of the Association. Any additional allotted slots shall be filled by appointment of the President and approved by a majority of the Executive Committee. A number of alternate delegates may be determined by the Executive Committee and will also be appointed by the President and approved by a majority of the Executive Committee.
- B. The Association may reimburse Delegates to the House of Delegates. Reimbursement for expenses and requirements for reimbursement shall be defined in the form of a Policy and Procedure. The maximum amount of reimbursement

shall be set annually by the Executive Committee and approved by the Board of Directors.

Section 2. Capital Conference

- A. Delegates to attend the Capitol Conference shall be, at a minimum, the President, President-Elect, and Chairperson of the Legislative Committee. Funds available, additional delegates may be sent, and shall be appointed by the President and approved by the Executive Committee, in descending order as prescribed in Article VI., Section 1, Paragraph A.
- B. The Association may reimburse Delegates to the Capitol Conference. Reimbursement for expenses and requirements for reimbursement shall be defined in the form of a Policy and Procedure. The maximum amount of reimbursement shall be set annually by the Executive Committee and approved by the Board of Directors.

ARTICLE XV. TRUSTEE EMERITUS

Section 1. 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 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 or Trustee as defined elsewhere in these Bylaws.

ARTICLE XVI. INDEMNIFICATION

Section 1. To the maximum extent permitted by Article 1396-2.22A of the Act (without regard, however, to Section Q of such Article), the Association shall indemnify any person who is or was a director or officer of the Association against any and all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by such person in connection with a proceeding (as defined in Article 1396-2.22A) because of that person’s service or status as a director or officer. Further, the Association shall pay or reimburse reasonable expenses incurred by a director or officer who was, is or is threatened to be made a party in a proceeding, in advance of the final disposition of the proceeding, to the maximum extent permitted by Article 1396-2.22A; provided, however, that payment or reimbursement of expenses pursuant to the procedures set out in Section K of Article 1396-2.22A may be conditioned upon a showing, satisfactory to the Board of Directors in its sole discretion, of the financial ability of the officer or director in question to make the repayment referred to in such Section. Further, the Association may indemnify, and may reimburse or advance expenses to or purchase and maintain insurance or any other arrangement on behalf of, any person who is or was a director, officer, employee or agent of the

Association, or who is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, director, employee, agent or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, in connection with any liability asserted against such person because of such service or status, to such further extent, consistent with Article 1396-2.22A and other applicable law, as the Board of Directors may from time to time determine. The provisions of this section shall not be deemed exclusive of any other rights to which any such person may be entitled under any bylaw, agreement, insurance policy, or otherwise. No amendment, modification or repeal of this section shall in any manner terminate, reduce or impair the right of any person to be indemnified by the Association in accordance with the provisions of the section as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.

ARTICLE XVII. PARLIAMENTARY AUTHORITY

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

ARTICLE XVIII. AMENDMENTS

Section 1. Amendments to these Bylaws, if in conformity with the policy of the NAHU, may be adopted by a two thirds (2/3) vote of the active members of the Association present at any meeting of the 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.

ARTICLE XIX. DISSOLUTION

Section 1. Dissolution of the Association requires the passing of a Resolution of Resignation by a three-fourths (3/4) vote of the active members of the Association present at any meeting of the Association, provided that written notice of the meeting and of the proposed resolution shall have been given to the members at least one month prior to the meeting. The adopted resolution shall be sent by the Secretary of the Association by registered mail to the Executive Vice President of NAHU and shall become effective upon acceptance by the NAHU Board of Trustees. Upon acceptance of the Resolution of Resignation by the NAHU Board of Trustees, individual members of the Association shall become active members of the existing local association nearest them in their state, or members-at-large if no other association exists within their state.

Section 2. The Association's charter with NAHU may be suspended or revoked in accordance with appropriate sections of the bylaws of NAHU.

Section 3. The 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 the Association is dissolved or its charter revoked for cause in violation of the bylaws of NAHU. Immediately upon dissolution or revocation of its charter, the Association's Board of Directors shall return all remaining Association funds to NAHU for placement in escrow. Funds place in escrow will be distributed in accordance with the procedures outlined by the bylaws of NAHU.

ARTICLE XX. PREVIOUS BYLAWS SUPERSEDED

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

(REVISED May 2, 2013)

##END##

NAHU Convention 2019 Contracted as of 5-10-19

Level	Company Name	Recognition
Platinum Sponsor	Aliera HealthCare, Inc.	Gordon Memorial Award Dinner Logo on Totebag
Gold Sponsors		
2 booths	Senior Market Sales	Medicare Extreme/Table plus one more Elevator Wrap
Silver Sponsors		
2 booths	Applied General Agency	Sunday Lunch
	FMR LLC	Monday Lunch, Social Media Wall
	Ritter Insurance Marketing	Medicare Extreme Sponsor
	2nd booth: LASSO Healthcare	Elevator Wrap
Crystal Sponsors		
	Benefit Mall	Sponsor of a Breakout Session
	HealthEquity, Inc.	Sponsor of a Breakout Session
	Nippon Life Insurance Company of America	Sponsor of a Breakout Session
Bronze Sponsors		
	ACA Reporting Service	Affinity Partner
	AFLAC	
	Benefit Indemnity Corporation	
	Clarity	
	EaseCentral	
	Employee Navigator	
	Form Fire LLC	
	HealthNet	
	HSA Bank, a division of Webster Bank, N.A.	
Booth	Insurance Advisors Direct	Medicare Extreme Sponsor
Corner Booth	MZQ Consulting	Credit for sponsoring lunch
	Health Management Systems, Inc.	
	Insurance News Net	
	Mercer	Affinity Partner
	MediExcel	
	Pinnacle Financial Services	
	Pivot Health	
	Tokio Marine/HCC	
	Uzio	
	Wellfleet	
	Zywave	

Exhibitors

Ameritas Life Insurance Corp.	
Aquafacial, Inc.	Exhibiting as Spades Cosmetics
Ash Brokerage	
Bend Financial	
Breckpoint, Inc.	
California Choise	
Careington International Corporation	
Competitive Health, Inc.	
CXC Solutions	
Dickerson Insurance Services	
ebenefit Marketplace, LLC	
Emerge Apps	
Exemplar Healthcare Partnership	
freshbenies®	
HR Service, Inc.	
IHC Group	
Innovative Health Insurance Advisors	
Liberty Mutual Insurance	
Life Secure	
Live Oak Banking Company	
MedPut	
Natl Assoc of Dental Plans (NADP)	
Natl Assoc of Professional Agent (NAPA)	
Pan American Life Insurance Group	
PlanSource	
Rectangle Health	
Special Insurance Services	
SyncStream Solutions	Affinity Partner Discount
Take 44, Inc.	Affinity Partner Discount
TASC	
The Phia Group, LLC	
Travisoft	
Triune Technologies	
VSP Vision Care	
Word & Brown	

A la Carte Items

Hotel Room Drop (has booth)	Competitive Health, Inc.
Totebag Insert (no booth)	EaseCentral
App Banner Ad (has booth)	Pan American Life Insurance Group
App Banner Ad (has booth)	PlanSource
Partial LPRT Sponsor	NIPR
Health & Wellness Assembly table	Greenwich Biosciences
Health & Wellness Assembly table	Fit Health
Totebag Insert & charging station	Cigna Pharmacy Management
Elevator Wrap (has booth)	FMR (Fidelity)



Finance Committee Teleconference

Date: May 13, 2019

MINUTES

1. Roll Call

Present: Eugene Starks, Kelly Fristoe, Alycia Riedl, Ray Magnuson, Jill Pedersen, Jessica Watts, Ashley Kapostins, Mike Deagle, Jennifer Murphy

Excused: Kevin Trokey, Janet Trautwein

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

3. Comments and discussion concerning the monthly financial report March 2019 Financial Statements, Trend Analysis and Projections – the committee reviewed the statements and the other reports. It was discussed that we Janet and Jennifer will continue to look for ways to cut back on expenses and generate additional revenue in order to end the year as close to budget as possible. The benchmarking task force want to present to the membership at convention all of our efforts to stay on budget and that there is definitely a need for the incremental \$8 increase in dues.

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

4. Year End Projections – Janet and Jennifer will draft a summary of what we have done and propose to do to cut back on expenses. The summary will include an explanation of any consequences and lost value.

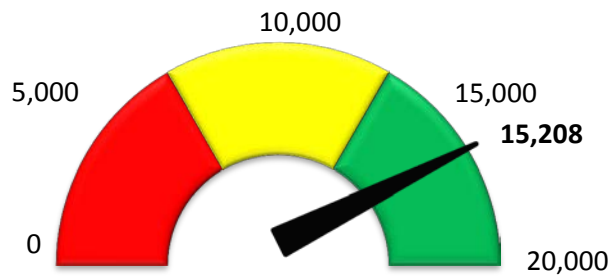
5. New Business – we will send out a list of the current convention sponsors and exhibitors to the board so they can help generate additional revenue.

6. Adjourn

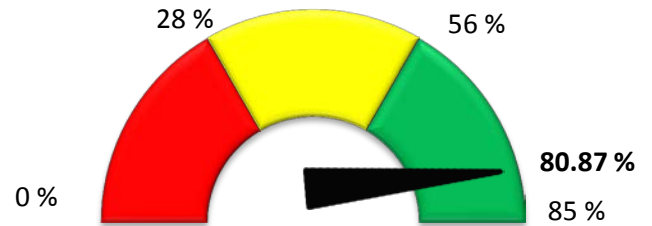


NAHU BOARD OF TRUSTEES KEY INDICATORS REPORT MARCH 2019

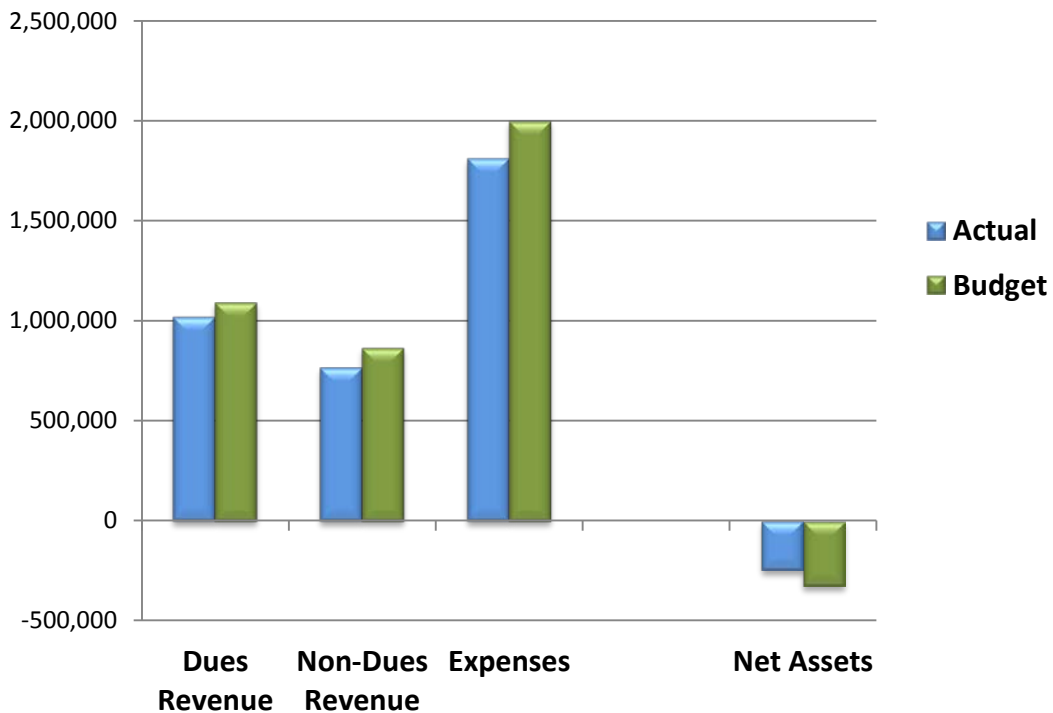
MEMBERSHIP



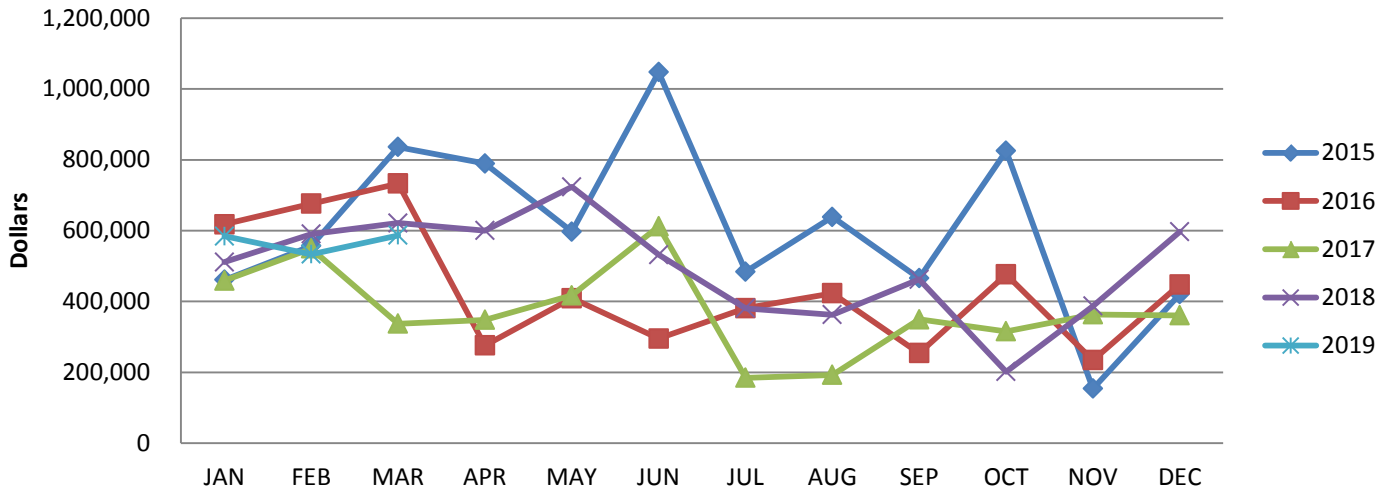
RETENTION



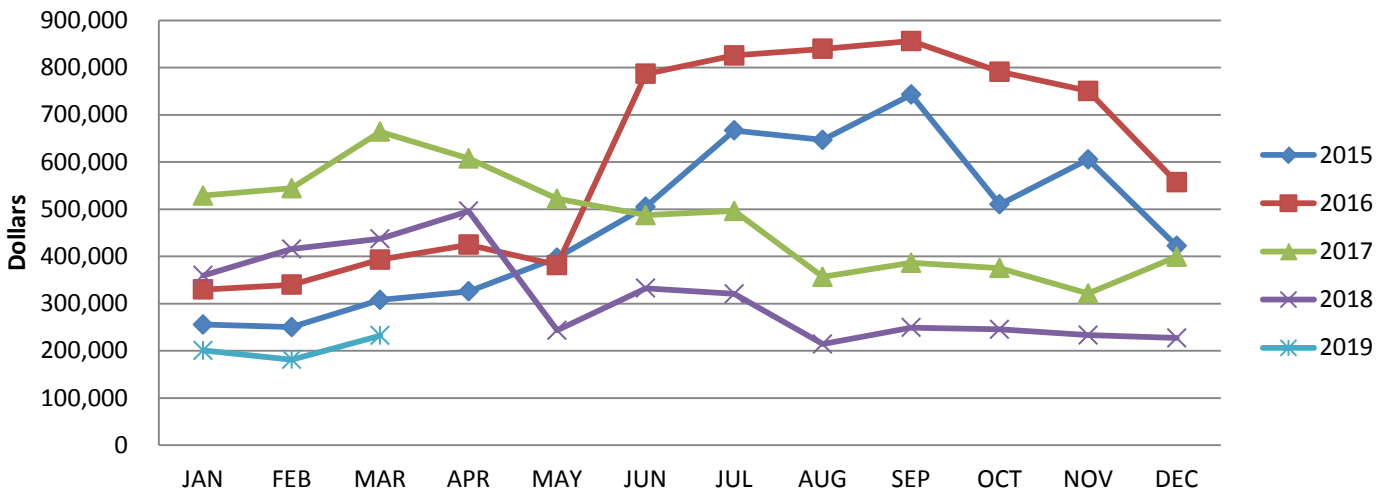
2019 TOTAL FINANCIAL RESULTS



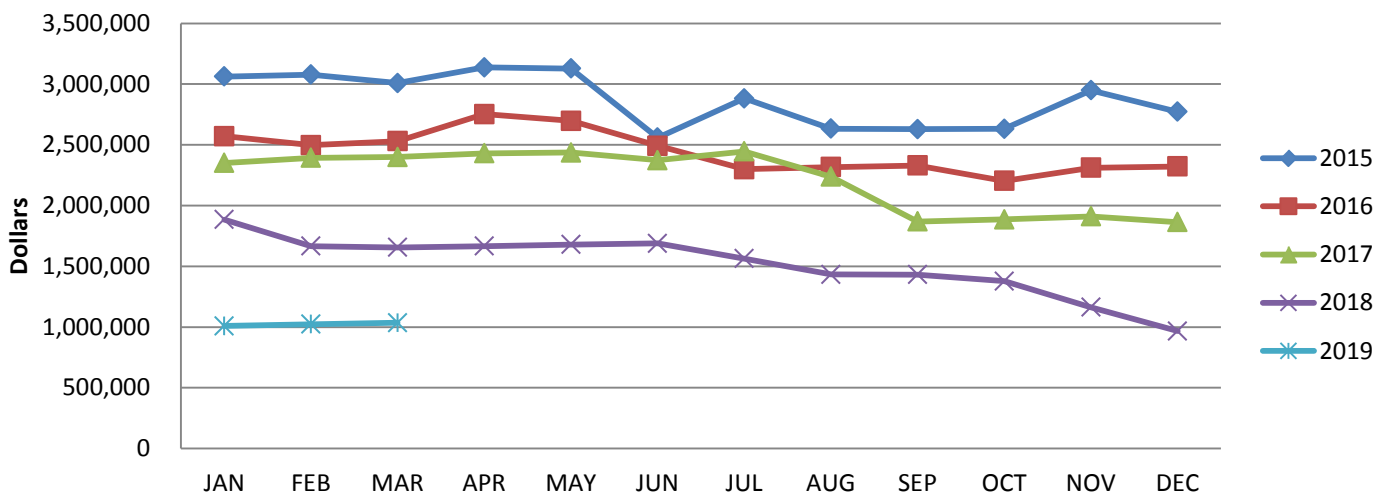
CASH



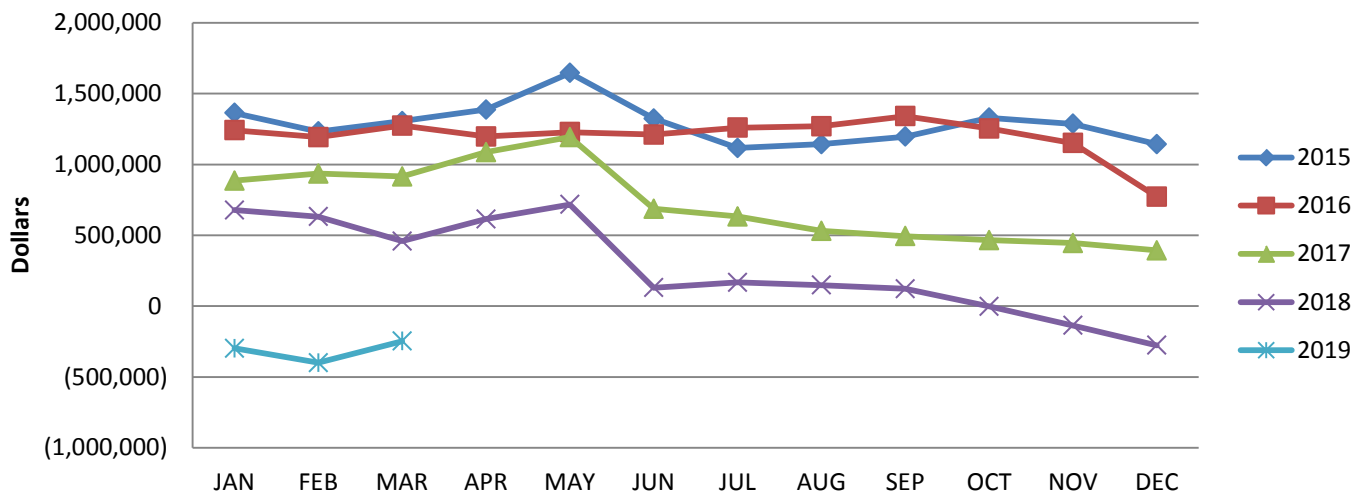
ACCOUNTS RECEIVABLE



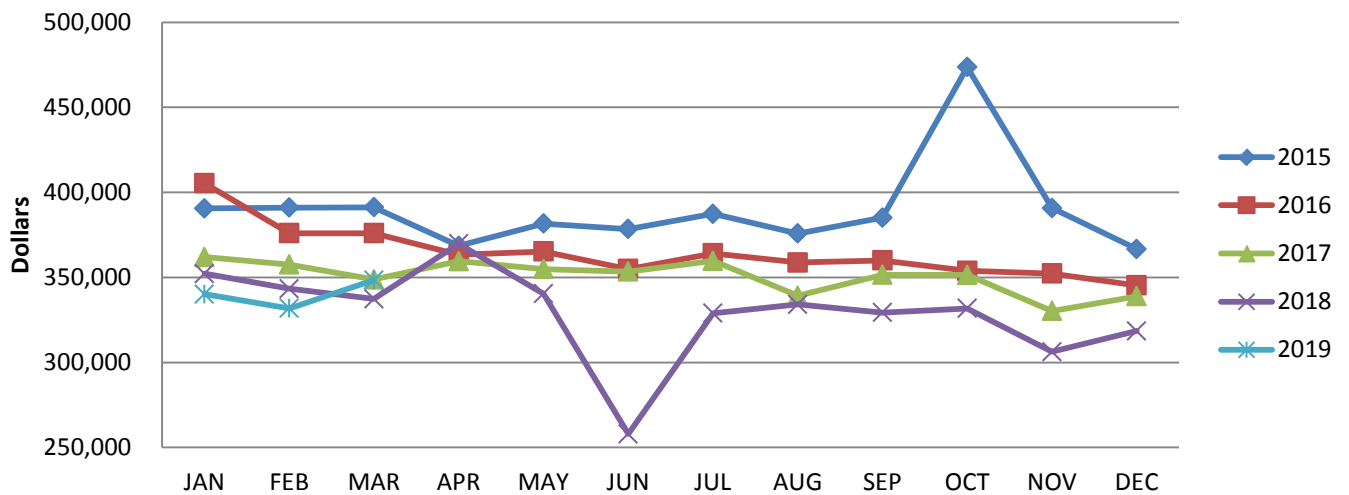
INVESTMENTS



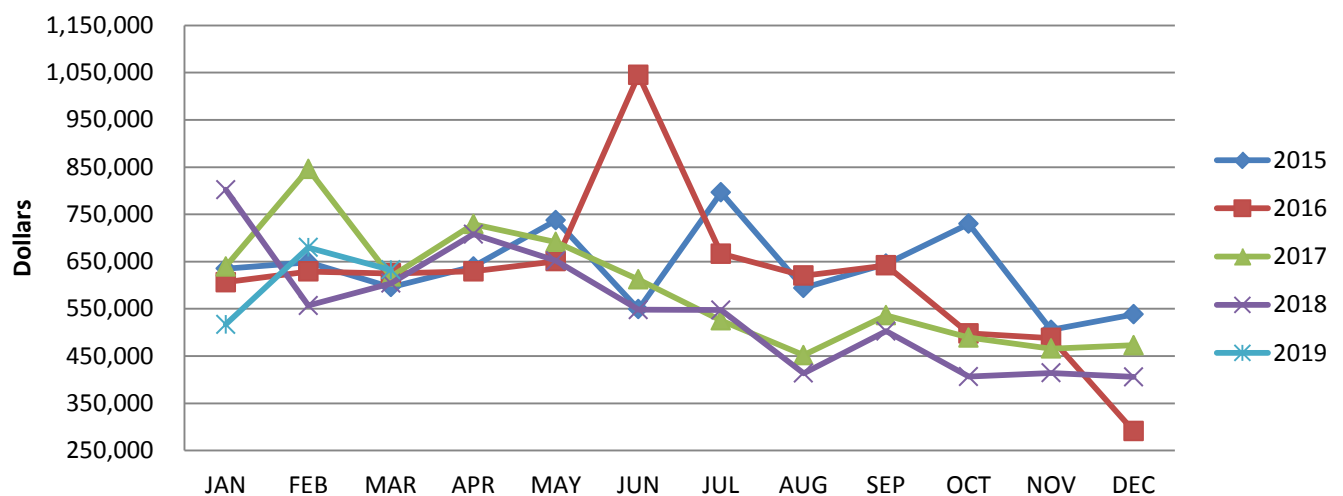
NET ASSETS



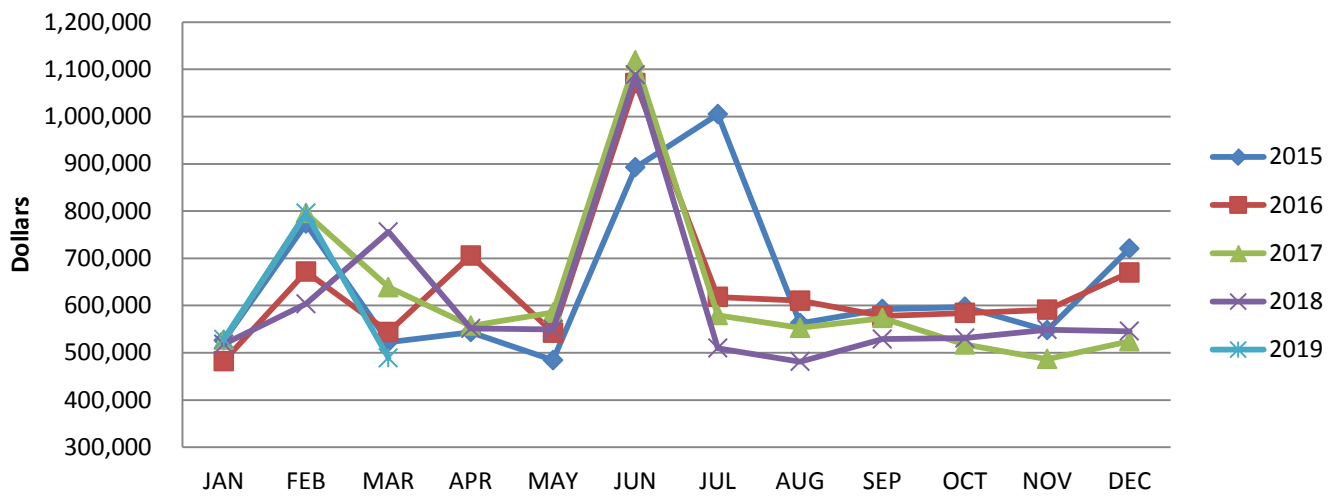
DUES



TOTAL REVENUE



TOTAL EXPENSES



Government Affairs Report
Board of Trustees Call
May 20, 2019

- 1) Waiting for the HRA rule
- 2) Meeting with Secretary Azara regarding rebating rule
- 3) Introduction of legislation
 - Cobra bill
 - 30 to hour40 bill
- 4) Cadillac tax has 350 cosponsors
- 5) Surprise billing legislation