

**BYLAWS OF
ORANGE COUNTY ASSOCIATION
OF HEALTH UNDERWRITERS**

May 22, 1989

Revised May 15, 2007

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

Section 1. Name

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

Section 2. Officers of the Corporation

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

Section 3. Affiliation and Territorial Limits

This Corporation is part of the Federation of State and Local Associations that are Members of the National Association of Health Underwriters ("National Association"). The territorial limits of this Corporation shall be the boundaries of the County of Orange and shall include zip codes from 92600 to 92899, inclusive.

**ARTICLE II:
PURPOSES**

Section 1. General Purpose

The purpose of this Corporation is to engage in any lawful act or activity in order to promote the common business interest of those involved in the health insurance industry.

Section 2. Specific Purposes

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

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

Section 3. Code of Ethics:

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

**ARTICLE III:
TYPE OF CORPORATION**

This Corporation is not organized, nor shall be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its Members. This Corporation is organized solely for nonprofit purposes. No part of the profits of net income of this Corporation shall ever inure to the benefit of any Director, Officer, or Member thereof, or to any individual. Upon the dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation shall be distributed, to the National Association, a corporation exempt pursuant to Section 501(c)(6) of the Internal Revenue Code or, if that organization is no longer in existence, a nonprofit fund, foundation, or corporation which has established its tax exempt status under section 501(c)(6) of the Internal Revenue Code.

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

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

**ARTICLE V:
MEMBERS AND MEMBERSHIP DUES**

Section 1. Classes of Membership

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

Section 2. Active Membership

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

Section 3. Associate Membership

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

Section 4. Affiliate Membership

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

Section 5. Life Membership

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

Section 6. Honorary Membership

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

Section 7. Voting Members

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

Section 8. Termination of Membership

A Member may voluntarily terminate membership by notifying the Corporation in writing of the Member's desire to terminate membership. The Corporation may terminate membership if a Member fails to pay membership dues by the Member's renewal date. The Corporation may also terminate a Member for cause, in accordance with applicable state and federal regulations, after providing the Member with written notice of the Corporation's intent to terminate membership for cause and providing the Member with thirty (30) calendar days to appeal the termination of membership to the Corporation's Board of Directors.

Section 9. Membership Dues

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

ARTICLE VI: REPRESENTATIVES

Section 1. Representatives

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

Section 2. Term of Office for Representatives and Alternate Representatives

A Representative of the Corporation shall serve for no more than a one-year term or until the election of a new Board of Directors whichever event occurs first.

Section 3. Selection of Representatives and Alternate Representatives

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

Section 4. Number of Representatives from The Corporation

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

Section 5. Notification of Representative Selected

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

Section 6. Removal of Representatives or Alternate Representatives

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

ARTICLE VII: MEETINGS OF MEMBERSHIP

Section 1. Annual Meeting

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

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

Section 2. Special Meetings

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

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

Section 3. Notice of Meetings

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

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

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

- a. Removal of a Director with or without cause;
- b. Filling of vacancies on the Corporation's Board;

- c. Amending the Corporation's Articles of Incorporation;
- d. Approval of a contract or transaction between the Corporation and one or more Directors, or between the Corporation and any entity in which a Director has a material financial interest;
- e. Electing to wind up and dissolve the Corporation;
- f. Approval of any plan to distribute the Corporation's assets that is not in accordance with liquidation rights of any class or classes of membership as specified in the Corporation's Articles of Incorporation or these Bylaws, when the Corporation is in the process of winding up.

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

Section 4. Quorum and Transacting Business

Ten percent (10) of the Membership, attending in person, or voting as defined in Article VII, Section 5, shall constitute a quorum for a meeting of the Annual Membership. If a quorum is present, a vote of the majority of Membership present shall decide any question brought before such meeting, unless a greater proportion is required by law, the Corporation's Articles of Incorporation, or these Bylaws. The Members present at a meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum in attendance at the meeting, if any action taken is approved by at least a majority of the Membership required to constitute a quorum. If a quorum is not present at the Annual Meeting, a majority of the Membership present may adjourn the meeting without further notice.

Section 5. Voting in Person or By Ballot

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

Section 6. Manner of Casting Votes

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

Section 7. Action Without a Meeting

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

Section 8. Waiver of Notice

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

ARTICLE VIII: BOARD OF DIRECTORS

Section 1. Powers and Duties

Subject to the limitations of these Bylaws, the Corporation's Articles of Incorporation, and state and federal laws, the affairs of the Corporations shall be managed, and all Corporation powers shall be exercised by, or under the direction of, the Board of Directors.

The Board of Directors shall have the following duties:

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

Section 2. Designation of Delegates to the House of Delegates of the California and National Associations

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

Section 3. Number and Tenure

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

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

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

Section 4. Qualifications of Directors

Directors shall be of the age of majority in this state. Any Voting Member of the Corporation in good standing shall be eligible to serve as a Director with the following exception: any Voting Member can be ruled ineligible to serve as a Director or Officer of the Corporation by the Board of Directors if his/her election will result in more than thirty percent (30) of the Board Members having the same employer.

Section 5. Regular Meetings

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

Section 6. Special Meetings

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

Section 7. Notice of Special Meetings

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

Section 8. Quorum

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

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

Section 9. Manner of Acting

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

Section 10. Waiver of Notice

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

Section 11. Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Members of the Board individually or collectively consent by written communication, telegram, facsimile, email or other electronic means or first class mail.

Section 12. Participation in Meetings by Means of Conference Telephone

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

Section 13. Attendance at Meetings

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

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

Section 14. Vacancies on the Board of Directors

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

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

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

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

Section 15. Resignations

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

Section 16. Recall and Removal from Office

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

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

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

Section 17. Compensation

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

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

Section 1. Election or Appointment of Officers/Directors

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

Section 2. Nomination of Officers

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

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

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

Section 3. Solicitation of Votes

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

**ARTICLE X:
OFFICERS**

Section 1. Officers

The Officers of the Corporation shall be a President, President-Elect, Immediate Past President, Vice President of Communications and Public Affairs, Vice President of Membership, Vice President of Legislation, Vice President of Education and Programs, Vice President of Finance, and Vice President of Political Action. Officers shall have powers and duties as specified herein and as may be additionally prescribed by the Board of Directors.

Section 2. Election and Term of Office

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

Section 3. Resignation

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

Section 4. Vacancies

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

Section 5. Qualifications of Officers

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

Section 6. President

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

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

The President shall serve as the Chair of the Special Events Committee.

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

Section 7. President-Elect

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

- A. The President-Elect shall perform such duties as may be assigned by the President or the Board of Directors.
- B. The President-Elect shall immediately assume the office of the President when that office becomes vacant by reason of death, disability, resignation, recall or removal by due process. The President-Elect shall assume the office of President effective July 1st following the Annual Meeting of the Membership.
- C. The President-Elect shall serve as the Chairperson of the Corporation's Nominations Committee.

Section 8. Immediate Past-President

The Immediate Past-President shall serve as a Member of the Board of Directors and shall perform such other duties as assigned by the President and the Board of Directors.

Section 9. Vice President of Communications and Public Affairs

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

Committees, and shall report on its activities to the President and the Board of Directors upon request. He/she shall serve as editor and be responsible for the management of any Corporation communications and shall oversee the Corporation's website.

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

Section 10. Vice President of Membership

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

Section 11. Vice President of Legislation

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

Section 12. Vice President of Education and Programs

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

Section 13. Vice President of Finance

The Vice President of Finance shall act as the Corporation's Secretary and Chief Financial Officer of the Corporation's funds and financial records and shall keep, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Vice President of Finance shall:

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

The Vice President of Finance may be required to give the Corporation a bond at the discretion of the Board of Directors. The Vice President of Finance shall preside over the meetings and activities of the Finance Committee and shall report on its activities to the President and the Board of Directors upon request.

In the capacity of Secretary of the Corporation, the Vice President of Finance shall:

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

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

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

Section 14. Vice President of Political Action

The Vice President of Political Action, shall serve as Chairperson of the Political Action Committee, shall reside over the meetings and activities of the Political Action Committee, and shall report on its activities to the President and the Board of Directors upon request. He/she shall oversee Political Action Committee contributions, reporting, and fund raising activities.

Section 15. Interim President

The Board of Directors may appoint an Interim President only when the office of the President is vacated for any reason and on the same day that the President's office is vacated, there is no person serving as the President-Elect.

An Interim President must be appointed and approved by two-thirds (2/3) vote of the Board of Directors. An Interim President need not have served immediately preceding his appointment.

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

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

Section 16. General Board Members

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

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

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

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

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

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

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

Section 17. Executive Director

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

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

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

ARTICLE XI: COMMITTEES

Section 1. Standing Committees

The Corporation shall maintain the following standing committees:

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

- h. Awards Committee: The Awards Committee shall be chaired by the Immediate Past President. The Committee nominates award candidates for the Local, State and National Association awards. The Committee submits award nominees to the National Association for the National Convention.
- i. Nominations Committee: The Nominations Committee shall be composed of the President, President-Elect, and the Immediate Past-President. The President-Elect of the Corporation shall serve as the Chairperson of the Nominations Committee. If the position of the President-Elect is vacant, the Immediate Past-President will serve as the Chairperson of the Nominations Committee.

If the Immediate Past-President is unavailable, any other Past-President may serve on the committee. The appointment of any Past-President to this committee must be nominated and approved by the Board of Directors.

Any Past-President nominated and approved by the Board of Directors to serve on the Nominations Committee may in the event of the Immediate Past-President's absence serve as the Chairperson.

The Nominations Committee shall recruit candidates for all offices of the Corporation to be elected at the Annual Meeting of the Membership. In the case of a vacancy in an office or in the case of the inability or ineligibility of an Officer-elect to serve in his/her elected position, the Committee shall nominate a replacement candidate and shall submit a recommendation to the Board of Directors.

- j. Special Events Committees: The Special Events Committees shall be responsible for the planning and implementation of the Annual Meeting, the annual convention and other meetings as directed by the Board of Directors.

Section 2. Meetings of Standing Committees

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

Meetings of Committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Section 3. Ad Hoc Committees

The President, with the approval of the Board of Directors, may create other committees, study groups and task forces, which he/she deems necessary to carry out the Purposes of the Corporation.

**ARTICLE XII:
FISCAL YEAR**

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

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

Section 1. Indemnification

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

Section 2. Advancement of Expenses

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

Section 3. Insurance

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

Section 4. Non-Liability of Directors

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

**ARTICLE XIV:
EXECUTION OF INSTRUCTIONS, DEPOSITS AND FUNDS**

Section 1. Execution of Instruments

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

Section 2. Checks and Notes

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

Section 3. Deposits

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

Section 4. Gifts

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

**ARTICLE XV:
CORPORATE RECORDS AND REPORTS**

Section 1. Maintenance of Corporate Records

The Corporation shall keep at its principal office:

1. Minutes of all meetings of Directors, committees, and the Membership indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present, and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of the Corporation's properties and business transactions and accounts of the Corporation's assets, liabilities, receipts, disbursements, gains, and losses;

3. A record of the Corporation's Members indicating their names and addresses and the class of membership held by each Member and the termination date of any membership;
4. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date which shall be open to inspection by the Members of the Corporation at all reasonable times during normal office hours.

Section 2. Directors' Inspection Rights

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

Section 3. Member's Inspection Rights

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

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

ARTICLE XVI: RULES OF ORDER

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

ARTICLE XVII: AMENDMENTS TO BYLAWS

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

ARTICLE XVIII: CONSTRUCTION AND TERMS

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

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

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

**APPENDIX A
NAHU CODE OF ETHICS**

To hold the selling, service and distribution of health, financial and retirement security products and services as a professional and a public trust and to do all in my power to maintain its prestige.

To keep paramount the needs of those whom I serve.

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

To give all service possible when service is needed.

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

To use no advertising which may be false or misleading.

To consider the sale of health, financial and retirement security products and services as a career, to know and abide by the insurance laws of my state, and to seek to constantly increase my knowledge and improve my ability to meet the needs of my clients.

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

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

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

CERTIFICATION OF AN OFFICER

I, _____, hereby certify:

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

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

IN WITNESS WHEREOF, I hereunto set my hand this _____ day of _____, 2007.

Signed: _____