



April 13, 2018

Notice is hereby given: Proposed Bylaw Revisions to be voted on by the Membership at our Annual Meeting of the Membership on May 8, 2018 at 11:30 AM at the Hyatt Regency John Wayne Airport.

As Immediate Past President and Chair of the appointed Ad Hoc Orange County Association of Health Underwriters (OCAHU) Bylaws Committee comprised of myself, Juan Lopez- President, Ryan Dorigan – President Elect, Barbara Salvi-VP of Finance and Past President, and Dorothy Cociu-VP of Communications and Past President, we are submitting the amended changes of the OCAHU Bylaws to our Members for approval. The amendments were made to update the various Board position responsibilities, to assure that our Bylaws reflect current OCAHU practices and are in compliance with the National Association of Health Underwriters (NAHU) Bylaws. – *Margaret Stedt, OCAHU Immediate Past-President*

Items in our Bylaws to be amended include:

Article VI: Representatives; 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.~~ **subsequent terms as approved by the Board of Directors and elected by the membership.**

Article VII: Meetings of Membership; 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.

Article IX: Election and Appointment of Directors; Section 1: Election of 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~~ **Professional Development**, Vice President of Finance, and Vice President of Political Action

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~~ **Professional Development**, Vice President of Finance, and Vice President of Political Action. Officers shall have powers and duties as specified herein and as may be additionally prescribed by the Board of Directors.

Section 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 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~~ **oversee** the meetings and activities of the Communications and Public Affairs Committees, and shall report on its activities to the President and the Board of Directors upon request. He/she shall serve as editor and be responsible for the management of any Corporation communications and shall oversee ~~the Corporation's website~~ **all social media sites (ex. Twitter, Facebook and LinkedIn).**

Section 10: Vice President of Membership

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

Section 12: Vice President of ~~Education and Programs~~ **Professional Development**

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

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

Article XI: Committees; Section 1: Standing Committees

- e. Finance Committee: The Finance Committee shall be responsible for management and oversight of the Corporation's finances and investments.
 - e1. Ways and Means Committee: The Ways and Means Committee shall annually prepare a budget of estimated income and expenditures for submission to the Board of Directors. The Committee shall advise the President on fiscal matters and may recommend during the fiscal year amendments to the budget during the fiscal year.
 - e2. The Ways and Means Committee may also recommend changes in investment and fiscal policies subject to approval and adoption by the Board of Directors.

Appendix A: NAHU Code of Ethics – Last paragraph:

~~To be loyal to my clients, associates, fellow agents and brokers, and the company or companies whose products I represent.~~ **To extend honest and professional conduct to my clients, associates, and fellow agents and brokers, and the company or companies whose product I represent.**