

**BYLAWS OF
CALIFORNIA ASSOCIATION OF
HEALTH UNDERWRITERS
A California Nonprofit Corporation**

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

Section 1. Name.

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

Section 2. Offices 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 state association shall be the boundaries of the State of California and shall include zip codes from 90000 to 96199, 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 the adoption and applications of high standards of ethical conduct in the health insurance industry.
2. To provide for the creation of, and the coordination between, the various local associations of Health Underwriters within the jurisdiction of the Corporation.
3. To advance public knowledge for the need and benefit of disability and/or health insurance and the role of the health insurance industry in meeting those needs.
4. To promote education, legislation, regulations, and practices that are in the best interests of the health insurance industry and the insured public.
5. To provide and promote a program of continuing education and self-improvement for the Corporation's Members.
6. To affiliate with and promptly discharge all lawful obligations imposed upon the Corporation by the National Association. The Corporation hereby agrees to be bound by the Bylaws of the National Association so long as those provisions do not conflict with federal, state, or local law.

**ARTICLE III:
TYPE OF CORPORATION**

This Corporation is not organized, nor shall it 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) 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 four classes of Members designated as active, life, associate company, and honorary (“Members”).

Section 2. Active Membership.

Active Members shall be individuals engaged in the distribution of disability income and/or health 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 Local Association and the National Association.

Section 3. 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 automatic 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 Local Association and the National Association.

Section 4. Associate Company Membership.

Associate Company membership shall be available to those companies that issue, administer, or market disability and/or health insurance contracts, plans, or services that wish to assist the Corporation financially. Dues for this membership category shall be determined by the Board of Directors. Associate Members shall not be entitled to vote.

**ARTICLE V:
MEMBERS AND MEMBERSHIP DUES**

Section 5. 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 6. Voting Members.

Active and life Members shall be designated as "Voting Members" 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 House of Delegates, as provided below, and on any other business that the Board of Directors elects to bring before the Members for vote.

Section 7. 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 8. 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 Voting Delegates of the Corporation, as defined below. The National Association shall be notified of dues increases or reductions before September 1 of each year and shall not take effect until the following January 1.

**ARTICLE VI:
DELEGATES**

Section 1. Delegates.

The Voting Members of the Corporation shall exercise their voting rights through Delegates ("Delegate(s)") or ("Voting Delegates") as provided in Sections 7152 and 7153 of the California Corporations Code and these Bylaws. The organization of the Delegates for the Corporation shall be referred to as the "House of Delegates".

Section 2. Term of Office for Delegates and Alternate Delegates.

A Delegate of a Local Association shall serve for a one-year term commencing March 1st of each year and continuing for one year. Each Officer of the Corporation shall serve as a Delegate at any meeting of Delegates commencing after the meeting at which the Officers are elected or appointed to office.

Section 3. Selection of Delegates and Alternate Delegates

Delegates shall be selected by the Local Associations. Each Local Association shall select Delegates who are Members in good standing of the Local Association and who are qualified to represent the Voting Members of the Local Association and the Corporation. A member may not participate as a delegate representing a local association and a state association concurrently. Each Local Association may select alternate Delegates who are Members in good standing of the Local Association and who are qualified to represent

ARTICLE VI: DELEGATES

Section 3. Selection of Delegates and Alternate Delegates (continued)

the Voting Members of the Local Association and the Corporation. If a Delegate is unable to attend any meeting of the Delegates, an alternate Delegate may attend the meeting and vote in lieu of the Delegate who was unable to attend the meeting. An Alternate Delegate may not vote on any issue for which a Delegate has previously submitted a written ballot. All references herein to Delegates shall include alternate Delegates.

Section 4. Number of Delegates from Each Local Association.

The number of Delegates selected from each Local Association shall be based on the number of Members in good standing of each Local Association. The Record Date for determining the number of Members in each Local Association for purposes of calculating the number of Delegates to which each Local Association is entitled shall be the last day of the year prior to the Annual House of Delegates.

Each Local Association shall be entitled to three (3) Voting Delegates. One (1) additional Voting Delegate will be allowed for each additional fifty (50) Voting Members in the Local Association if the Local Association has one hundred (100) Voting Members or more. Each Local Association shall be entitled to a maximum of eight (8) Voting Delegates regardless of the total number of Voting Members the Local Association has as of the record date. No additional Delegates shall be allowed for Local Associations with less than fifty (50) Voting Members above the base of one hundred (100) Voting Members.

The method for calculating the number of Voting Members in the Local Association on the Record Date shall be determined by the average number of Voting Members as reported by the National Association of Health Underwriters for each of the twelve months in the year preceding the Annual House of Delegates. The Vice President of Membership shall maintain a record of each Local Association's total membership for each month of the year preceding the Annual House of Delegates, total the monthly membership of each of the twelve months and divide by twelve (12) to arrive at the average.

Section 5. Notification of Delegates Selected.

The Corporation shall send to each President of the Local Association no later than January 10th of each year a written notice of the scheduled date of the annual meeting of Delegates. In that notice, the Corporation shall state the total number of Delegates that a Local Association is entitled to send to the meeting to represent the Local Association at the Annual House of Delegates. The President of each Local Association shall certify to the President of the Corporation in a written notice the name and address of each Delegate selected by the Local Association no later than March 1st of each year. The Corporation shall make available a list to any Member in good standing of all delegates' contact information and shall make that list available no later than one month prior to the scheduled date of the House of Delegates.

Section 6. Removal of Delegates or Alternate Delegates.

Any Delegate representing a Local Association may be removed by the Local Association at any time, pursuant to the bylaws of the Local Association, and subject to applicable state and federal laws. Any Delegate who is the subject of removal proceedings shall be given at least thirty (30) days notice of such proceedings and shall be given an opportunity to appeal the proceedings to the Local Association that initiated the removal proceedings.

ARTICLE VII: MEETINGS OF DELEGATES

Section 1. Annual Meeting.

An annual meeting of the House of Delegates shall be held in the second quarter of each calendar year at any place within or outside 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 Delegates. The annual meeting of Delegates shall be held pursuant to the provisions of these Bylaws and in accordance with applicable state and federal laws.

Any Member of the Corporation shall be permitted to attend annual meetings of Delegates. Only Delegates or alternate Delegates who are attending in lieu of Delegates shall be entitled to vote on the election of the Corporation's Directors and Officers or on other business that may come before the meeting of Delegates.

Section 2. Special Meetings.

A special meeting of the Delegates 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 five (5) or more Delegates. 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 Delegates entitled to vote. The written notice to the Delegates 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 Delegates shall be in writing and shall be given thirty (30) 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 Delegate entitled to vote, at the address of that Delegate 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 Delegates. 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 notice shall contain all communications from persons whose nomination to office will be considered at the meeting. All such communications must be approved by the Corporation with such approval being granted by a sub-committee of the Nominations Committee.

The unanimous approval of the Delegates 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:

**ARTICLE VII:
MEETINGS OF DELEGATES**

Section 3. Notice of Meetings (continued)

- 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 Delegates 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.

One-third of the Delegates, attending in person, shall constitute a quorum for a meeting of the House of Delegates provided that Delegates from at least fifty percent (50%) of all Local Associations within the jurisdiction of the Corporation shall be present. However, unless fifty percent (50%) of the Delegates are present, and such Delegates represent at least fifty percent (50%) of all Local Associations within the jurisdiction of the Corporation, the only business that may be conducted at a meeting is the business which was included in the notice of meeting, as described in Section 3. If a quorum is present, a vote of the majority of Delegates present shall decide any question brought before such meeting, unless a greater proportion is required by law, the Corporation's Articles of Incorporation, or these Bylaws. The Delegates present at a meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Delegates to leave less than a quorum in attendance at the meeting, if any action taken is approved by at least a majority of the Delegates required to constitute a quorum. If a quorum is not present at any meeting of Delegates, a majority of the Delegates present may adjourn the meeting without further notice.

Section 5. Voting in Person or By Ballot.

Every Delegate entitled to vote must 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 Delegate entitled to vote shall be entitled to cast one (1) vote on each matter submitted to a vote of the Delegates.

The President of the Association will withhold his/her secret written ballot until all ballots are counted and will submit his/her ballot to resolve a tie.

**ARTICLE VII:
MEETINGS OF DELEGATES**

Section 7. Action Without a Meeting.

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

Section 8. Waiver of Notice.

The transaction of any meeting of Delegates, however called or noticed and whenever held, shall be as valid as though taken at a meeting duly held after a regular call and notice, if (1) a quorum is present and (2) either before or after the meeting, each Delegate or alternate Delegate entitled to vote, who is not present in person signs a written waiver of notice, 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 Delegates, 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 Corporation 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 provide for the prompt review, approval, and forwarding of all reports requested or required by the National Association.

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.

**ARTICLE VIII:
BOARD OF DIRECTORS**

Section 2. Designation of Delegates to the House of Delegates of the National Association.

The Board of Directors shall designate those Members of the Corporation who shall represent the Corporation in the National Association House of Delegates at its annual convention. The Board shall designate the number of Delegates to the House of Delegates of the National Association to which the Corporation is currently entitled pursuant to the Bylaws of the National Association. The Corporation shall assist those Delegates to the National Convention in fulfilling their obligations as Delegates.

Section 3. Number and Tenure.

The Corporation shall have not less than three (3) or more than fifty (50) 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 appointed representatives of each of the Local Associations within the jurisdiction of the Corporation. The Executive Board Members are the Officers of the Corporation, including the Immediate Past President. Each Local Association shall appoint two (2) Members from the Local Association to serve on the Board of Directors.

The Delegates shall elect Members to serve on the Executive Board at the annual meeting of Delegates as provided in these Bylaws. Each Director shall hold office until the next annual meeting of the House of Delegates 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 Director or Officer of the Corporation by the Board of Directors if his/her election will result in more than fifty percent (50%) 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 of Directors meetings shall be held at least once per quarter and at least six (6) times per year.

Section 6. Special Meetings.

Special meetings of the Board of Directors may be called by the President, the President-Elect, 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) 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.

ARTICLE VIII:
BOARD OF DIRECTORS

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.

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 in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent shall be filed with the minutes of the proceedings of the Board.

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 who are also Officers of the Corporation shall be encouraged to attend at least seventy-five percent (75%) of all regular meetings, special meetings, and any other Board event in order to run for reelection or any other office. If an Officer who has more than two (2) unexcused absences during his/her term of office runs for reelection, Delegates will be advised of his/her attendance record.

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 Executive Board shall vote to fill any vacancy occurring in the Executive Board, except a vacancy created by the removal of an Officer/Director, such vacancy shall be filled by the House of Delegates. The President shall nominate the replacement of the executive board nominee, with the executive board

confirming through a vote.

ARTICLE VIII:
BOARD OF DIRECTORS

Section 14. Vacancies on the Board of Directors. (continued)

The Local Association shall fill any vacancy occurring to one of its appointed Board Members. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Executive Board 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, Secretary, 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 Executive Board or the Local Association, as the case may be, 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 Officer may be removed from office without three-fourths (3/4) vote of the entire House of Delegates. The House of Delegates may be convened for purposes of removing an Officer in accordance with Article VII, Sections 1, 2, and 3, of these Bylaws.

Written requests initiating removal of an Officer require signatures from a minimum of twenty-five percent (25%) of the Local Associations. 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. The Officer shall have the right to appeal the proposed action to the House of Delegates.

Notwithstanding the above, any Officer who misses more than two (2) consecutive Board of Directors meetings with absences which are not excused by the President, may be subject to removal by a vote of two-thirds (2/3rds) 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.

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

Section 1. Appointment of Directors.

Each Local Association shall appoint two (2) Members of the Local Association to the Board of Directors.

Section 2. Election or Appointment of Officers/Directors.

The Delegates shall elect eleven (11) 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 Membership, Vice President Legislation, Vice President Communications, Vice President of Public Affairs, Vice President Finance, Vice President Professional Development, Vice President Political Action Committee, and Vice President Corporate Relations. This amendment will become effective July 1, 2016.

The twelfth (12th) Officer of the Corporation, the Vice President of Community Outreach, shall be appointed by the President and confirmed by vote of the Executive Board.

Section 3. Nomination of Officers.

The Nominations Committee shall select candidates to serve as Officers on the Board prior to the close of nominations. In addition, any Local Association may nominate additional individuals to serve as Officers. A written petition of such additional nominees signed by the President of the Local Association shall be presented to the President of the Corporation no later than forty-five days (45) prior to the start of the Annual House of Delegates.

The Nominations Committee will appoint from its own members and approved by a majority of the entire committee a sub-committee of at least three members who will be charged with implementing all election rules not specifically defined in these by-laws and shall implement such rules within whatever limitations or allowances defined by existing Policies and Procedures are approved for use by the Board of Directors at that time. The sub-committee will act fairly and to treat all nominees for office equally for the good of the Corporation. Any action taken by the sub-committee may be reconsidered and overturned by a vote of the majority of the entire Nominations Committee. 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 Delegates. Any other nominations must be made from the floor during the meeting of the House of Delegates.

Section 4. 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 Delegates the nominee's qualifications 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 Delegates 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 Membership, Vice President Legislation, Vice President Professional Development, Vice President Communications, Chief Financial Officer who shall be known as the Vice President Finance, Vice President Political Action Committee, Vice President Community Outreach, Vice President Public Affairs, and Vice President of Corporate Relations. 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, Immediate Past President, and Vice President of Foundation shall be elected annually by the Delegates at the regular annual meeting of the Delegates. Each Officer shall hold office for a one-year term or until a successor shall have been elected and qualifies. Terms shall commence on July 1 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 for a full year immediately preceding his/her election to the position of 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 perform all duties incident to his/her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he/she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board of Directors.

Immediately following the annual meeting of the Delegates, 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.

ARTICLE X: OFFICERS

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 meeting of the House of Delegates. 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, the Executive Board, 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 on July 1st following the adjournment of the annual meeting of the House of Delegates in the year subsequent to his/her election to the office of President-Elect.
- C. The President-Elect shall serve the uncompleted term of the President, if the President resigns or is removed, and subsequently succeed to the Presidency and complete a full term as President.
- D. The President-Elect is the Chair of the Meeting and Events 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 are assigned by the President and the Board of Directors. He/she shall serve as the Chairperson of the Corporation's Nominations Committee.

Section 9. Vice President Communications.

The Vice President, Communications, shall serve as Chairperson of the Communications Committee, shall preside over the meetings and activities of the Communications Committee, 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 newsletters and shall oversee the Corporation Website.

Section 10. Vice President Public Affairs.

The Vice President, Public Affairs, shall serve as Chairperson of the Public Affairs Committee, shall preside over the meetings and activities of the Public Affairs Committee, and shall report on its activities to the President and the Board of Directors upon request. He/she will be primarily responsible for consumer and media relations, and providing educational materials for consumers and legislators, town hall meetings, or consumer-based educational meetings.

Section 11. Vice President Membership.

The Vice President, 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.

ARTICLE X: OFFICERS

Section 12. Vice President Legislation.

The Vice President, 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, Legislation, shall chair any legislative symposiums or conferences.

Section 13. Vice President Professional Development.

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

Section 14. Vice President Finance.

The Vice President 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 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. Give written authorization to approve all payments;
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 therefor;
9. 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 Finance may be required to give the Corporation a bond at the discretion of the Board of Directors. The Vice President 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 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;

**ARTICLE X:
OFFICERS**

Section 14. Vice President Finance (continued)

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, and Delegates, 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 of 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 therefor, 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, 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.

Section 15. Vice President, Political Action,

The Vice President, Political Action, shall serve as Chairperson of the Political Action Committee, shall preside 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 16. Vice President, Corporate Relations,

The Vice President of Corporate Relations: The Vice President of Corporate Relations will be responsible for developing relationships with entities that members deal with on a regular basis. The scope of the position, includes, but is not limited to:

- 1) Solicitation of sponsorship offerings
- 2) Expansion of membership discount programs
- 3) Providing an avenue for the local chapters to bring to the board attention issues surrounding industry issues
- 4) Providing an avenue for industrial issues to reach the CAHU board level
- 5) Providing for expanded opportunities in the on-line integration area.
- 6) Expanding the opportunity for our members in other non-traditional areas of the expanding role for agents

This amendment to the bylaws will become effective Jan 1, 2016

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 Delegates.

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 Executive Committee and the Board of Directors.

Section 18. Vice President. Community Outreach.

The Vice President of Community Outreach shall report on the activities of the CAHU Charitable Community Foundation to the President and the Board of Directors upon request. The Foundation is a charitable, non-profit organization with a separate charter and bylaws, and a separate bank account, and shall function as a separate tax-exempt entity.

In addition the Vice President of Community Outreach is responsible for overseeing the CAHU Diversity Task Force, and other efforts to expand the traditional reach of CAHU into new non-traditional markets and communities through education, outreach and awareness of CAHU and agents to those communities. Efforts could be made through the foundation or other means of outreach as determined by the Vice President. The Vice President of Community Outreach will also be responsible for coordinating the Public Service goals of CAHU and assisting local chapters in such goals.

ARTICLE XI: COMMITTEES

Section 1. Standing Committees.

The Corporation shall maintain the following standing committees:

- a. Executive Committee (also referred to herein as “Executive Board”). The President of the Corporation shall serve as Chairperson of the Executive Committee, which shall consist of all of the Officers. The Executive Committee may act on behalf of the Board of Directors with respect to matters requiring immediate attention between meetings of the Board of Directors. Any decisions of the Executive Committee shall be subject to ratification at the next meeting of the Board of Directors.
- b. Membership Committee. The Membership Committee shall assist Local Associations within the jurisdiction of the Corporation to encourage and increase membership in their organizations.
- c. Legislation Committee. The Legislation Committee shall examine laws and regulations, existing or proposed, that affect the health insurance industry and those engaged therein, and submit its recommendations and resolutions concerning such laws and regulation to the Board of Directors and to the local Associations.
 - a. Executive Legislative Committee – if, between board meetings, urgent legislative decisions need to be made with regard to pending legislation, the Executive

Legislative Committee – which is comprised of the President, the President Elect, the Immediate Past President, the PAC chair, the Public Affairs Chair and the Legislative Vice President will make those decisions with full review of the Board of Directors at the next regularly scheduled Board meeting.

- d. Professional Development Committee. The Professional Development Committee shall assist the Local Associations in coordinating the development of and promoting professional development and other programs for the benefit of their Members.
- e. Communications Committee. The Communications Committee shall coordinate all correspondence between the Corporation and Members of the Local Associations.
- f. Finance Committee. The Finance Committee shall be responsible for management and oversight of the Corporation's finances and investments.
- g. 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.
- h. Political Action Committee. The Political Action Committee shall receive contributions and make expenditures to support or oppose candidates for state and local office. This Committee will be established in accordance with federal, state, and local laws and will operate in accordance with these laws. The Political Action Committee will have a separate charter and bylaws, a separate bank account, and shall function as a separate tax-exempt entity.
- i. Public Affairs Committee. The Public Affairs Education Committee 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 of the local Associations to participate in worthy activities that enhance this Corporation's standing in the public area.
- j. Meetings and Events Committee. The Annual Meeting and Convention and other meetings as instructed by the Board of Directors. The Meetings and Events Committee shall be responsible for the planning and implementation of this committee will be chaired by the President or his / her designee and will be responsible for reporting to the Board of Directors the ongoing progress with regard to all CAHU events.

ARTICLE XI: COMMITTEES

Section 1. Standing Committees. (continued)

- k. Annual Legislative Symposium Committee. The Annual Legislative Symposium Committee shall be chaired by the Vice President, Legislation and shall be responsible for the planning and implementation of the legislative conferences held in Sacramento and other meetings as instructed by the Board of Directors. It shall report to the Meeting and Events Committee on a regular basis, which has overall responsibility for the CAHU events.

1. Awards Committee. The Awards Committee shall be chaired by the Immediate Past President and it nominates candidates for membership, individual Members, and Local Association awards at the Corporation's Annual Convention and submits award nominees to the National Association for the National Convention.

- m. Nominations Committee The Nominations Committee shall be composed of the President-Elect, the Immediate Past President of the Corporation who shall serve as the Chairperson, and one (1) representative from each Local Association to be appointed by the Presidents of the Local Associations. If the Immediate Past President is unavailable, any other Past President may serve in the capacity of Chairperson. The Nominations Committee shall recruit candidates for all offices of the Corporation to be elected at the annual meeting of Delegates and shall submit this list to the Board of Directors and the President of each Local Association no later than January 15th. The Nominations Committee shall not submit a list of candidates with in excess of three (3) candidates for Officers from any one (1) Local Association. 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 such recommendation to the Board of Directors. The Nominations Committee may recruit any member of the committee as a nominee. Committee members shall recuse themselves from voting on any motion before the committee that directly involves a nomination of themselves or any other person for a position to which that same committee member has been nominated or is known to be actively under consideration for the nomination.

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 concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its Members for the Board of Directors and its Members, except that the time for regular and special meetings of committee may be fixed by resolution of the Board of Directors or by the Committees. 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 1 through June 30.

**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 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 Delegates. At that meeting, the Delegates 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 Delegates 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.

ARTICLE XIV: EXECUTION OF INSTRUCTIONS, DEPOSITS, AND FUNDS

Section 2. Checks and Notes

Except as otherwise specifically approved by the resolution of 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 of Finance and countersigned by the Executive Director or their designee or with advanced written approval from President and Vice President of Finance, signed by the Executive Director 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 nonprofit 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 Delegates 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. Members' 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 copy the record of all Members' names, addresses, and voting rights at reasonable times, upon written request of the Secretary of the Corporation, which request shall state the purpose for which the inspection rights are requested;

ARTICLE XV: CORPORATE RECORDS AND REPORTS,

Section 3. Members' Inspection Rights. (continued)

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 Delegates entitled to vote for 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 Delegate's list shall be made within no more than the (10) 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;

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.

Section 4. Right To Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by an agent or attorney for the Member and the right to inspection shall include the right to copy and make extracts.

Section 5. Annual Report

Not later than ninety (90) days after the close of the Corporation's fiscal year, an annual report shall be prepared in accordance with applicable state law. The Corporation shall notify each Member yearly of the Member's right to receive a financial report.

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 Delegates.

Any reference to a specific calendar date is specific to that stated date of the year. In such cases in these by-laws when a day of the year is referenced by a definition based upon a calculation of a number of days prior to or after a specific event, that defined day shall be adjusted to the last regular business day of the week prior to the calculated date. All federal holidays and the weekend days of Saturday and Sunday shall not be considered regular business days of the week.

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 California Association of Health Underwriters.

CERTIFICATION OF OFFICER

I, the Secretary of the California Association of Health Underwriters, hereby certify:

That I am the duly elected and acting Vice President Finance of the California Association of Health Underwriters, A California Non-profit Corporation; and

That the foregoing Bylaws, consisting of 22 pages, including this one, constitute the Bylaws of said Corporation, as duly adopted by the Board of Directors at a meeting held on MAY 19, 2011.

IN WITNESS WHEREOF, I hereunto set my hand this day 1st of JULY, 2011.

Signed: Juan R. Lopez