

**BYLAWS OF  
GOLDEN GATE ASSOCIATION OF HEALTH UNDERWRITERS  
A CALIFORNIA NONPROFIT MUTUAL BENEFIT ASSOCIATION**

Adopted 2002  
Updated April 11, 2018

**ARTICLE I-NAME AND TERRITORY LIMITS**

- Section 1. The name of this association is and shall be Golden Gate Association of Health Underwriters (Hereinafter referred to as the “association”).
- Section 2. The association is part of the federation of state and local associations of health underwriters which are members of the National Association of Health Underwriters. The territorial limits of this local association shall be San Francisco County, Alameda County, Marin County, San Mateo County, Solano County, and Contra Costa County inclusive, as they may be reviewed from time to time.

**ARTICLE II-PURPOSE**

- Section 1. The general purpose of this association is to engage in any lawful act or activity in order to promote the common business interests of those involved in the health insurance industry and to act as a community resource for employers and consumers in this regard.
- Section 2. Within the context of the general purpose listed above, this association adopts the following specific purposes:
- A. To place the sale and service of health insurance and related insurance product on the highest possible plan.
  - B. To advance public knowledge for the need and benefit of health insurance and related insurance products.
  - C. To provide and promote a program of continuing education and self-improvement for its members.
  - D. To cultivate and promote good fellowship and loyalty among its members.
  - E. To be active, as an association, in public affairs and to encourage its members to support and to contribute to community activities.
  - F. To promote the Code of Ethics of the National Association of Health Underwriters.
  - G. To affiliate with and promptly discharge all lawful obligations imposed upon it by the National Association of Health Underwriters. To that end the association hereby agrees to be bound by the Bylaws of the National Association of Health Underwriters so long as those provisions do not conflict with federal, state or local law.

## ARTICLE III-DISSOLUTION

This association is not organized, or shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for nonprofit purposes. No part of the profits or net income of this association shall ever inure to the benefit of any director, officer, or member thereof, or to any individual. Upon the dissolution of winding up of the association, a prorated portion of its assets attributable solely to dues remaining after payment of, or provision for payment of, all debts and liabilities of this association, may be distributed to the National Association of Health Underwriters, a nonprofit association, or another nonprofit fund, foundation or association which has established its tax exempt status under Section 501(c) of the Internal Revenue Code of 1986, as may be amended.

## ARTICLE IV-MEMBERS

- Section 1. This association shall have one voting class of members, although there may be different types of memberships offered at various times. Any person dedicated to the purposes of this association and is a member in good standing shall be eligible for membership provided he or she pays the appropriate membership dues, fees, and assessments established by the Board of Directors. Each member shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of these assets of the association, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the association.
- Section 2. Each member must pay, within the time and on the conditions set by the Board of Directors, dues, fees and assessments in amounts to be fixed from time to time by the Board. Annual dues for members shall be established not later than September of each year and shall be applicable for the next calendar year. Annual dues shall be billed and collected by the National Association of Health Underwriters. Other dues, fees and assessments may be established by the Board of Directors from time to time and may be collected by the Board. Those members as provided in Article IV, Section 1 of these Bylaws who have paid the required dues, fees and assessments within the prescribed period shall be deemed members in good standing.
- Section 3. A member may be expelled or suspended based on a good faith determination by the Board of Directors that expulsion or suspension is appropriate. The following procedures shall be followed in any expulsion or suspension proceedings:
- A. The member shall be given 30 days prior to notice of the proposed expulsion or suspension and the reasons therefore. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first class or registered mail to the member's last address as shown on the association's records.
  - B. The member shall be given an opportunity to be heard, either orally or in writing, at last 15 days before the effective date of the proposed expulsion or

suspension. The hearing shall be held, or the written statement considered, by the Board of Directors to determine whether the expulsion or suspension should take place.

- C. Any person who has been an active Member of the Association 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 Golden Gate Chapter, the CAHU and the National Association.

## ARTICLE V-MEETINGS OF MEMBERS

- Section 1. An annual meeting of members shall be held in June of each year at any place within California designated by the Board of Directors for the purpose of electing directors and officers pursuant to the provisions of these Bylaws and for the transaction of such other business as may come before the meeting.

In addition to the annual meeting of members, there shall be regular membership meetings which shall be held on dates and times as shall be fixed by the Board of Directors.

- Section 2. A special meeting of the members for any lawful purpose may be called at any time by the Board of Directors, the President or five percent (5%) or more of the members.

Special meeting called on behalf of 5% of the general membership must be made by written request to the President, Vice President or Secretary of the Association. Nature of business and a list of the members requesting the special meeting must be provided. The board member receiving the request has the right to verify the acceptance of the named members to the calling of the meeting, and then must notify the membership at large of the date and time of such meeting and the nature of business to be conducted. No other business, other than what was specified, may be transacted.

- Section 3. Whenever members are required or permitted to take any action at a meeting, written notice, including email, of the meeting shall be given, in accordance with these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and those matters that the Board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

Section 4. Approval by the members of the association of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice state the general nature of the proposal or proposals:

- A. Removing a director without cause;
- B. Filling vacancies on the Board;
- C. Amending the Articles of Incorporation;
- D. Approving a contract or transaction between the association and one or more directors, or between the association and any entity in which a director has a material financial interest;
- E. Electing to wind up and dissolve the association;
- F. Electing to remove the current Board of Directors; or
- G. Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights or any class or classes as specified in the Articles of Bylaws, when the association is in the process of winding up.

Notice of any meeting of members shall be in writing, including email, and shall be given at least 10 (ten) but no more then 90 (ninety) days before the meeting date.

Section 5. Twenty percent (20%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members, provided, however, that if any regular or annual meeting is actually attended by less than one third of the voting power, the only matter that may be voted on are those of which notice of their general nature was given under Article V, Section 2 of these Bylaws. The vote of a majority of members present shall decide any question properly brought before such meeting unless a greater proportion is required by law of the Articles of Incorporation or these Bylaws.

The members present at a duly called of held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Any members meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than 45 days. When a members meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the association may transact any business that might have been transacted at the original meeting.

- Section 6. Subject to the provisions of the California Nonprofit Mutual Benefit Association Law, members entitled to vote at any meeting of members shall be members in good standing as of the record date determined under Article V, Section 7 of these Bylaws. Voting may be by voice or ballot or electronic ballot.
- Section 7. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the election. The written consent(s) shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.
- Section 8. All those who are members of good standing at the time any official vote is to be taken in a meeting or at the date a notice of written or electronic vote is sent shall be entitled to one vote. Record date for voting is to be set by the Board, with notice of such meeting to be provided not more than 90 days and not less than 10 days before the date of the meeting.
- Section 9. Each member entitled to vote shall do so only in person and shall not be permitted to vote by the giving of any proxies.

#### ARTICLE VI-ELECTION OF DIRECTORS

- Section 1. The Nomination Committee shall select qualified candidates for election to the Board at least 30 days before the date of any election of directors. This Nomination Committee shall make its report at least 15 days before the date of any election, and the Secretary shall forward to each member via email, with the notice of meeting, a list of all candidates nominated by the Nominations Committee under this Section. Any member present at the annual meeting at which directors are to be elected may also place names in nomination.
- Section 2. No corporate funds may be expended to support a nominee.

#### ARTICLE VII-BOARD OF DIRECTORS

- Section 1. Subject to the limitations of these Bylaws, the Article of Incorporation, and the laws of California, the affairs of the association shall be managed, and all corporate powers shall be exercised by, or under the direction of, a Board of Directors.
- Members of the Board of Directors shall not hold themselves as representatives of the National Association of Health Underwriters or the California Association of Health Underwriters while making statements to the public media which are contrary to the stated positions or practices of these associations.
- Section 2. The association shall not have less than three (3) nor more than eighteen (18) directors. The exact number of directors shall be fixed, within the specified limits, by a resolution adopted by the Board. No single employer or corporate entity shall have more than two of their employees as a member on the Board of Directors.

The Board of Directors shall be comprised of the President, President-elect, Secretary, Treasurer, the Immediate Past President and the number of directors authorized by the Board. The officers shall be elected by the members at the annual meeting of members and shall serve a term of one year as director. The directors who are not officers shall be elected by the members at the annual meeting of members and shall serve a one year term.

Each director shall hold office until a successor shall have been elected. The Board may accept a resignation prior to filling that vacancy with a successor.

Section 3. All Directors who are members of good standing at the time any official vote is to be taken in a meeting or at the date a notice of written or electronic vote is sent shall be entitled to one vote, regardless of the number of positions they hold.

Section 4. A vacancy or vacancies on the Board of Directors shall exist on the occurrence of the following:

- A. the death or resignation of any director,
- B. the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court or if convicted of a felony, or, if the association holds assets in charitable trust, has been found by a final order judgment of any court to have breached a duty arising under Section 7238 of the
- C. California Corporations Code; the vote of the members;
- D. the increase of the authorized number of directors;
- E. the failure of members, at any meeting of members at which any director or directors required to be elected at that meeting; or
- F. the failure of a director to attend or call into four (4) of more meetings of the Board without adequate excuse.

The procedures followed in removing a director shall provide the director with reasonable notice and a reasonable opportunity to respond.

Except for the vacancies created by the removal of a director by the members, vacancies on the Board shall be filled by the President. 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 5. Except as provided below, any director may resign by giving written notice to the President or Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the president may appoint and the Board may elect a successor to take office when the resignation becomes effective.

Section 6. 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 association in any other capacity as an office, agent, employee or otherwise,

and receiving compensation therefore or from receiving reimbursement for reasonable expenses, as may be determined by resolution of the Board.

Section 7. Regular meetings of the Board shall be held without other notice than these Bylaws at any place designated from time to time by resolution of the Board. The Board shall meet a minimum of once each quarter.

- Section 8. Special meetings of the Board of Directors may be called by or at the request of the President, Vice President, the Secretary, or any two (2) directors.
- Section 9. Notice of any special meeting of the Board shall be given at least 48 hours prior thereto either personally or by telephone or telegram of four (4) days notice by first class mail. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the association. The notice shall state the time of the meeting and the place of the meeting but need not specify the purpose of the meeting.
- Section 10. Members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.
- Section 11. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Association Law, including, without limitation, those provisions relating to
- A. approval of contracts or transactions between the association and one or more directors or between the association and any entity in which a director has a material financial interest,
  - B. creation of and appointments to committees of the Board, and
  - C. indemnification of directors.
- A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.
- Section 12. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board individually or collectively consent and shall have the same force and effect as any other validly approved action of the Board. All such written consents including the motion and the vote count shall be filed with the minutes of the next proceedings of the Board.



## ARTICLE VIII-OFFICERS

- Section 1. The officers of the association shall be a President, an Immediate Past President, a President-elect, a Secretary, and a Chief Financial Officer who shall be known as the Treasurer. Officers shall have the powers and duties as specified herein and as may additionally be prescribed by the Board.
- Section 2. All officers of the association, with the exception of the Immediate Past President, shall be elected annually by the members at the regular annual meeting of the members. Each officer shall hold office for one year or until a successor shall have been elected, unless otherwise removed.
- Section 3. Any officer may resign at any time by giving written notice to the association. Any resignation shall take effect at the date of the receipt of such notice or at any later time specified in that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.
- Section 4. Vacant offices may be filled by the President unless the officer has been removed by the members. Vacant offices caused by removal by the members shall be filled by the members.
- Section 5. The President shall exercise general supervision over the various activities of the association. The President shall preside at all meetings, if present, and shall appoint chairpersons and members of committees as provided in these Bylaws.
- The President shall select members of the association as Delegates and Alternates to represent the association at the meetings of the House of Delegates of the National Association of Health Underwriters. As many Delegates and Alternates shall be selected as the association qualifies for under the formula then in effect by the National Association of Health Underwriters. Notice of the selection of Delegates and Alternates shall be sent by the Secretary to the office of the National Association of Health Underwriters within the prescribed time limits as established by the National Association.
- Section 6. The Immediate Past President shall serve as an advisor to the Board of Directors, and shall perform other duties as directed by the President.
- Section 7. The Vice President shall perform such duties as assigned by the President and Board of Directors including the assumption of duties the President in the event of the President's absences, disability or death.

Section 8. The Secretary shall be the chief recorder of the actions and resolutions of all meetings of the officer and Board of Directors, committees, elections and meeting of the general membership of the association, and shall see that the records of all such meetings are maintained. He or she shall perform such other duties as are assigned by the President and the Board of Directors.

Section 9. The Treasurer shall be the chief financial officer of the association. He or she shall maintain all fiscal records in good order, and shall maintain such bank and savings accounts and pay all bills in a timely manner as directed by the President and Board of Directors.

#### ARTICLE IX-COMMITTEES

The Association shall have standing committees. With the exception of the Nominations Committee, the chairpersons and members of these committees shall be appointed by the President of the association and may be removed by the President. Each standing committee shall be comprised of at least two members of the association. In addition to standing committees, the President may also set up ad hoc committees for a limited period as shall be designated, for work on a specific project.

The standing committees are:

- A. Membership Committee: solicit membership, investigate qualifications of applicants and maintain records.
- B. Nominations Committee: for nomination of Board Members and Association Officers comprised of president, president-elect and past-president
- C. Sales Conference Committee:
- D. Professional Development Committee: notification of meetings, arranging program topics and speakers including information to members about the National Association of Health Underwriter's DITC program and RHU program.
- E. Awards Committee: for recognition and participation in Pacesetter, LPRT, HIQA and other awards as directed by the Board.
- F. Legislation Committee: examination of pending and current legislation with information to membership and work with NAHU and CAHU on political interaction.
- G. Media: for interaction with the public at large and the insurance community about the stated goals and purposes of GGAHU and assistance with information about health insurance and industry and legislative trends.

## ARTICLE X-FISCAL YEAR

The fiscal year of this association shall be from July 1 through June 30.

## ARTICLE XI-INDEMNIFICATION

- Section 1. The association shall, to the fullest extent permitted by law, indemnify and hold harmless its directors, officers, employees, agents and other persons, including persons formerly occupying any such position, from and against any and all claims, actions, proceedings, whether threatened, pending or completed, brought by reason of their respective position with or relationships to the association, including, without limitation, all reasonable attorneys' fees, costs and other expenses incurred in establishing a right to indemnification.
- Section 2. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by such Bylaws shall be advanced by the association before final disposition of the proceeding, on receipt by the association of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the association for those expenses.
- Section 3. The association shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of its directors, officers, employees and other agents against any liability asserted against or incurred by any director, officer, employee, or agent in such capacity or arising out of the director's, officer's, employee's or agent's status as such.

## ARTICLE XII-BOOKS AND RECORDS

The association shall keep adequate and correct books and records of account, written minutes of the proceedings of its members, Board of Directors, and committees, a copy of the Articles and Bylaws as amended to date, and a record of each member's name and address.

## ARTICLE XIII-ANNUAL REPORTS

Not later than one hundred twenty (120) days after the close of the association's fiscal year, an annual report shall be prepared in accordance with applicable state law. The association shall notify each member yearly of the member's right to receive a financial report.

#### ARTICLE XIV-RULES OF ORDER

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

#### ARTICLE XV-AMENDMENTS TO BYLAWS

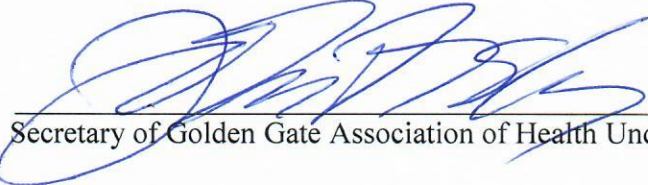
New Bylaws may be adopted, or these Bylaws may be amended or repealed, by the Board of Directors, except as to those matters requiring approval by members under California law which shall require the approval of the members. New Bylaws, amended or reported, must have the approval of NAHU.

#### CERTIFICATE

I, John Fisher, hereby certify:

That I am duly elected and acting Secretary of Golden Gate Association of Health Underwriters, a California Nonprofit Association; and That the foregoing Bylaws, consisting of 12 pages, including this one, constitute the Bylaws of said association, as duly adopted by the Board of Directors at a meeting held on April 11, 2018 in Concord, CA.

IN WITNESS THEREOF, I hereunto set my hands on this 11th day of April, 2018.

  
Secretary of Golden Gate Association of Health Underwriters