

Bylaws of the Washington Association of Health Underwriters

Amended & Adopted August 21, 2015

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- C. Revocation of WAHU membership requires a two-thirds (2/3) majority vote of approval by the Board of Trustees.

ARTICLE V – Officers

Section 1. The Officers of this Association shall be:

- A. President
- B. President-Elect
- C. First Vice President
- D. Second Vice President
- E. Treasurer
- F. Immediate Past President
- G. Executive Secretary (non-voting member)

Section 2. Each Officer, except the Executive Secretary shall be an active member in good standing of this Association, their local Association, and NAHU.

Section 3. All Officers, except the Executive Secretary, shall serve without compensation.

- Section 4.
- A. The President-Elect, First Vice President, Second Vice President, and Treasurer shall be elected annually by the membership of this Association.
 - B. All Officers shall be elected for a term of ~~one (1) year~~ **their choosing, one (1) or two (2) years**, and take office on the first day of July following their election.
 - C. The office of Immediate Past President shall be filled automatically by the outgoing President. In the event there is no outgoing President, this office shall remain vacant and the President shall appoint a member in good standing to fulfill the duties of the office for a period not to exceed twelve (12) months or until the office can be filled in accordance with sub-section A of this section. The appointment by the President of a member to fulfill the duties of the vacant office shall be subject to a two-thirds (2/3) majority vote of approval by the Board of Trustees.
 - D. If the office of the President shall become vacant due to death, disability, resignation, recall or removal by due process, the President-Elect shall assume the office for the unexpired term and the term of the President for the succeeding year. The office of President-Elect shall become vacant until the next regular election. If the office of the President becomes vacant and there is no President-Elect, the order of succession shall be First Vice President and the Second Vice President. If there is no First Vice President or Second Vice President, then the successor will be the Treasurer.
 - E. If the office of President-Elect shall become vacant due to death, disability, resignation, recall or removal by due process, or by succession to the Presidency under sub-section D of this section, the President shall appoint a member in good standing to fulfill the duties of the vacant office for the remainder of the unexpired term. The appointment shall be subject to a two-thirds (2/3) majority vote of approval by the Board of Trustees.
 - F. If the offices of First Vice President, Second Vice President and/or Treasurer become vacant due to death, disability, resignation, recall or removal by due process, or by succession under sub-section D of this section, they shall be filled by appointment by the President. The appointment(s) shall be subject to a two-thirds (2/3) majority vote of approval by the Board of Trustees and shall be only for the remaining term of the particular office(s). Appointees shall fulfill the duties of the vacant office(s) for the unexpired term(s).

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ARTICLE I – Name & Principle Office

- Section 1. The name of this professional Association shall be Washington Association of Health Underwriters (hereinafter referred to as "this Association" or "WAHU"), a non-profit corporation incorporated as such under the laws of the State of Washington and chartered by the National Association of Health Underwriters (hereinafter referred to as "NAHU").
- Section 2. The territorial limits of this Association shall be confined to the State of Washington.
- Section 3. The principle office of this Association shall be located in Seattle, Washington. WAHU may have such other offices as, from time to time, may be designated by its Executive Committee and Board of Trustees.

ARTICLE II – Purposes

- Section 1. The objectives of WAHU are:
- A. To promote the common business interests of those engaged in the sale of health, disability, and related insurance products and services.
 - B. To advance public knowledge for the need and benefit of the financial protection provided by health, disability, and related insurance products and services.
 - C. To promote the adoption and application of high standards of ethical conduct in the health, disability, and related insurance products and services industry.
 - D. To provide and promote a program of continuing education and self improvement of its members.
 - E. To coordinate the efforts of the various local Health Underwriter Association chapters (hereinafter referred to as "local Associations") in the State of Washington.
 - F. To create, organize, encourage and charter, on a local level, associations for membership in WAHU.
 - G. To increase the knowledge of its members concerning the principles, functions, and application of health, disability, and related insurance products and services.
 - H. To promote education, legislation, regulation and practices which are in the best interest of the health, disability, and related insurance products and services industry, and thus provide financial protection to the insuring public.
 - I. To encourage adequate protection against the hazards of disability as part of a well-rounded health, disability and related insurance products and services program.
 - J. To do such other things and to carry out such other programs so as to further the purposes of this Association and NAHU.
- Section 2. This Association and its members recognize an obligation to present accurately, honestly and completely every fact essential to the client's decision as expressed in NAHU's Code of Ethics which is considered part of these Bylaws.

ARTICLE III – National Affiliation

- Section 1. This Association agrees to be bound by the Bylaws of NAHU as adopted and amended.

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Section 2. The WAHU Board of Trustees shall provide for the prompt review, approval and forwarding of all reports required or requested by NAHU.

Section 3. Insofar as possible, this Association shall be represented by its proper delegate(s), or their duly appointed alternate(s), at the annual meetings of NAHU, including those at a regional level.

ARTICLE IV – Membership

Section 1. Membership in WAHU available under the following designations:

- A. Individual Members (aka as Active Members)
- B. Associate Company
- C. Life Member

Section 2. An Individual Member may be any individual licensed by the licensing authority for the State of Washington, for the sale of health, disability and related insurance products and services. Individual Members may also include non-licensed individuals engaged in the distribution of health, disability and related insurance products and services, such as but not limited to, home office personnel and others engaged in the management and distribution of such products. Individual Members who have paid their annual national, state and local dues will also be referred to as Active Members.

Section 3. Associate Company membership shall be available to those regional companies issuing, administering, or marketing health, disability and related insurance contracts, products or services, who wish to assist WAHU financially. The Board of Trustees shall determine dues for this category. Each Associate Company member shall designate one person as the company's primary representative in WAHU. That one person will not be a member for census or voting purposes unless otherwise qualified as an Active Member in good standing.

Section 4. Life Member status may be granted upon approval of the WAHU Board of Trustees when an Active Member has been in good standing for a minimum of ten (10) consecutive years and has: 1) attained age 65 and retired; or, 2) is disabled. With such status, dues will be reduced by fifty percent (50%) in accordance with NAHU Bylaws.

Section 5. A Member, regardless of designation, shall be considered in good standing when all dues required by NAHU, WAHU, and his/her local Association, are paid and current. Any Member more than sixty (60) days in arrears in payment of dues shall be dropped from the rolls and lose all privileges of an Active Member.

Section 6. A. A Member's membership in WAHU may be revoked in accordance with these Bylaws or those of NAHU and/or his/her local Association, and the impact of such shall be reciprocal among the various Associations. The basis for such revocation shall include but not be limited to the revocation of the Member's license to sell insurance by the relevant government authority, or conviction or admission of guilt by the Member to a crime which is a felony or gross misdemeanor by any jurisdiction, or is guilty of unacceptable ethical behavior relating to this Association and/or NAHU's Code of Ethics.

B. The process concerning revocation of membership shall include requirements that notice be provided to the Member indicating the basis for the revocation, and stating that the Member shall enjoy the protection of due process and a vote of the governing body of WAHU or the local chapter moving to revoke the Member's membership.

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- C. Revocation of WAHU membership requires a two-thirds (2/3) majority vote of approval by the Board of Trustees.

ARTICLE V – Officers

Section 1. The Officers of this Association shall be:

- A. President
- B. President-Elect
- C. First Vice President
- D. Second Vice President
- E. Treasurer
- F. Immediate Past President
- G. Executive Secretary (non-voting member)

Section 2. Each Officer, except the Executive Secretary shall be an active member in good standing of this Association, their local Association, and NAHU.

Section 3. All Officers, except the Executive Secretary, shall serve without compensation.

- Section 4.
- A. The President-Elect, First Vice President, Second Vice President, and Treasurer shall be elected annually by the membership of this Association.
 - B. All Officers shall be elected for a term of one (1) year and take office on the first day of July following their election.
 - C. The office of Immediate Past President shall be filled automatically by the outgoing President. In the event there is no outgoing President, this office shall remain vacant and the President shall appoint a member in good standing to fulfill the duties of the office for a period not to exceed twelve (12) months or until the office can be filled in accordance with sub-section A of this section. The appointment by the President of a member to fulfill the duties of the vacant office shall be subject to a two-thirds (2/3) majority vote of approval by the Board of Trustees.
 - D. If the office of the President shall become vacant due to death, disability, resignation, recall or removal by due process, the President-Elect shall assume the office for the unexpired term and the term of the President for the succeeding year. The office of President-Elect shall become vacant until the next regular election. If the office of the President becomes vacant and there is no President-Elect, the order of succession shall be First Vice President and the Second Vice President. If there is no First Vice President or Second Vice President, then the successor will be the Treasurer.
 - E. If the office of President-Elect shall become vacant due to death, disability, resignation, recall or removal by due process, or by succession to the Presidency under sub-section D of this section, the President shall appoint a member in good standing to fulfill the duties of the vacant office for the remainder of the unexpired term. The appointment shall be subject to a two-thirds (2/3) majority vote of approval by the Board of Trustees.
 - F. If the offices of First Vice President, Second Vice President and/or Treasurer become vacant due to death, disability, resignation, recall or removal by due process, or by succession under sub-section D of this section, they shall be filled by appointment by the President. The appointment(s) shall be subject to a two-thirds (2/3) majority vote of approval by the Board of Trustees and shall be only for the remaining term of the particular office(s). Appointees shall fulfill the duties of the vacant office(s) for the unexpired term(s).

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ARTICLE VI – Duties of Officers

- Section 1. The duties of the officers shall be as follows:
- A. The President shall be the Chief Executive Officer of this Association and shall preside over all meetings of this Association, the Board of Trustees, and the Executive Committee. The President shall appoint all committees whose membership is not otherwise established by these Bylaws and shall be an ex officio member of all committees formed under this Association except the Nomination Committee. The President shall represent this Association at various industry meetings and shall perform such other duties as usually pertain to the office, including the assignment of specific duties of the Officers and Trustees.
 - B. The President shall also be empowered to fill all vacancies in the manner prescribed by these Bylaws. Upon completion of his/her term, the President shall immediately assume the office of Immediate Past President.
- Section 2.
- A. The President-Elect, in the absence of the President, shall perform the duties of the President, and such duties as may be assigned by the President, the Executive Committee, or the Board of Trustees.
 - 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.
- Section 3. The First and Second Vice President shall oversee the activities of the Standing Committees assigned to them by the President, and shall be responsible for other duties as they are assigned by the President, Executive Committee, or Board of Trustees.
- Section 4.
- A. The Treasurer shall submit financial report(s) at each monthly meeting of the Board of Trustees and oversee the preparation of the annual financial report(s) and operating budget, and as other duties as required under all provisions of Article XIII of these Bylaws.
 - B. The Treasurer shall, in a timely manner of no more than five (5) business days, deposit all funds received as revenue in this Association's official depository(ies) and shall disburse funds as expenses as appropriate and/or upon the order of the President or Board of Trustees. The Treasurer shall be responsible for completion and submission of forms required by laws governing the administration and/or tax status of this Association. The Treasurer may appoint assistants as is deemed necessary to execute these duties. The Treasurer shall be responsible for other duties as the President, Executive Committee, or Board of Trustees assigns them.
 - C. The accounts and books of the Treasurer shall be open at all times for inspection by the President, the Board of Trustees, and any authorized and appointed reviewers/auditors.
- Section 5.
- A. The Executive Secretary shall be responsible for directing the efforts and activities of this Association based on contract determined by the Executive Committee and Board of Trustees. The Executive Secretary shall be a non-voting, ex officio member of all standing, special, and ad hoc committees, and shall be responsible for taking the minutes of the meetings of the Executive Committee and Board of Trustees. The Executive Secretary shall be responsible for other duties as they are assigned by the President, Executive Committee or Board of Trustees.

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- B. The Executive Secretary shall maintain, file and/or store, this Association's Policies and Procedures and other permanent records and archives. The Executive Secretary may appoint assistants as deemed necessary to execute these duties. The Executive Secretary shall be responsible for other duties as they are assigned by the President, Executive Committee, or Board of Trustees.
- C. The Executive Secretary, upon receipt of funds received as revenue shall, in a timely manner of no more than five (5) business days, deposit said funds in this Association's official depository(ies)

Section 6. The Immediate Past President shall serve as an advisor to the Executive Committee and Board of Trustees, and perform other duties as assigned by the President, Executive Committee or Board of Trustees.

Section 7. The Executive Committee or Board of Trustees may assign specific officers to be ex officio members of various standing, special, and ad hoc committees.

ARTICLE VII – Executive Committee

Section 1. The Executive Committee shall consist of the elected Officers of this Association.

Section 2. The Executive Committee shall be responsible for the day-to-day operation of this Association, operating according to the policies established by the Board of Trustees between Board Meetings only in an emergency.

Section 3. The President may call meetings of the Executive Committee as the business of this Association may require, or a special meeting may be called upon written or electronic request of three (3) members of the Executive Committee. A quorum for conducting business at a special meeting shall be no less than two-thirds (2/3) majority of the Executive Committee in attendance either in person or via conference call.

Section 4. A quorum for conducting business at a meeting of the Board of Trustees shall be no less than two-thirds (2/3) majority of the Executive Committee in attendance either in person or via conference call.

Section 5. The Board of Trustees shall have full supervision and management of all meetings of this Association and shall announce the official program and order of business in advance, when possible, of each meeting.

Section 6. The Executive Committee shall appoint the Executive Secretary and fix his/her salary.

ARTICLE VIII – Board of Trustees

Section 1. The Board of Trustees shall consist of

- A. Executive Committee (voting)
- B. The Presidents of each local Association (voting)
- C. Committee Chairs (non-voting)

Section 2. The Board of Trustees shall establish and define policies, set and review budgets, and have full administrative authority in all matters of this Association.

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- Section 3. Each member of the Board of Trustees shall be an active member of this Association, their respective local Association, as well as NAHU.
- Section 4. A. The Board of Trustees shall meet at least four (4) regular times each year. It shall also meet at such times as the President, Executive Committee, or the Board of Trustees may determine, or a meeting may be called upon written or electronic request of no less two-thirds (2/3) members of the Board of Trustees.
- B. A written or electronic notice of the time and place and an agenda, where practical, of all regular meetings of the Board of Trustees shall be communicated to each member of the Board prior to the meeting.
- C. All meetings of the Board of Trustees shall be open to any member of this Association, provided he/she is in good standing.
- D. All voting members of the Board of Trustees shall be required to attend all meetings of the Board of Trustees. Unexcused absences, i.e., failure to provide advance notice of an absence to the President or Executive Secretary, of more than three (3) consecutive regular meetings of the Board of Trustees will be deemed to be a voluntary resignation from the Board.
- E. A President of a local Association who assigns/designates another member of that local Association's own Board of Trustees to attend in his/her stead, will be considered to have an excused absence.
- Section 5. The Board of Trustees may transact business by mail or electronic means by voting upon proposals presented to them. Any such proposal shall be adopted if a two-thirds (2/3) majority of the voting members of the Board returns affirmative votes. The Board members shall be advised of the results of such balloting no less than seven (7) days after the vote is tabulated.
- Section 6. A two-thirds (2/3) majority of the voting members of the Board of Trustees present either in person or via conference call shall constitute a quorum for the transaction of business.
- Section 7. Each member of the Board of Trustees shall also execute other specific duties assigned to them throughout these Bylaws.
- Section 8. The Board of Trustees shall from time to time, as needed, determine the boundaries of a local Association(s). Such boundaries shall be specific in nature and will be adopted with a no less than two-thirds (2/3) majority vote of approval by the Board of Trustees.
- Section 9. The interpretation of these Bylaws resides with the Board of Trustees. Disputes between members, either individual of local Associations regarding these Bylaws shall be submitted to the Board of Trustees in writing. The Board's interpretation shall be prepared in writing and entered into the permanent Minutes of the Board of Trustees.
- Section 10. All members of the Board of Trustees shall serve without compensation.

ARTICLE IX -- Committees

- Section 1. Committees of this Association shall be of three designations:
- A. Standing - Standing Committees shall be created by these Bylaws and are a permanent part of this Association structure. Details regarding the organization and duties of the Standing Committees, if not otherwise defined by these Bylaws, will be detailed in the Policies and Procedures of, and/or by, the Board of Trustees.

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- B. Special - Special Committees are created by the Board of Trustees, pursuant to Policies and Procedures, and/or at the discretion of the Board of Trustees, and are intended to exist beyond the term of the appointing President.
- C. Ad Hoc - Ad Hoc Committees or Task Forces are created by the President or the Board of Trustees pursuant to Policies and Procedures, and/or at the discretion of the Board of Trustees, and are intended to exist only during the tenure of the appointing President.

- Section 2. The Standing Committees may be:
- A. Programs/Continuing Education
 - B. Awards
 - C. Legislative/Council
 - D. Nominations
 - E. Membership/Retention
 - F. Symposium
 - G. Media
 - H. Communications/Website
 - I. Barry Thoma

- Section 3. The President shall appoint the Committee Chairs with the exception of the Nominations Committee (see Article X of these Bylaws). All appointments shall be subject to approval of the Board of Trustees.

- Section 4. The Board of Trustees shall establish guidelines for all Committees regarding usual duties, terms of office, and requirements for reports unless otherwise specified by these Bylaws.

- Section 5. The administration of the fiscal affairs of all Committees is vested in the Board of Trustees.

ARTICLE X – Nominations & Elections

- Section 1. The Chair of the Nominations Committee shall be the Immediate Past President or an appointee fulfilling the duties of that office for its remaining term. The Vice Chair shall be the President-Elect or an appointee fulfilling the duties of that office for its remaining term. The Nominations Committee Chair will appoint a past state or local President to serve At Large.

- Section 2. The Nominations Committee shall recommend no more than one (1) candidate for each position.

- Section 3. The Nominations Committee shall send its recommendations to the Executive Secretary not less than sixty (60) days prior to June 1st. Not less than forty-five (45) days prior to June 1st, the Executive Secretary shall mail a copy of the recommendations in written or electronic form to the President and Secretary of each local Association.

- Section 4. A member's name may be presented to the Nominations Committee for consideration as a nominee by any member of the Committee, or by written or electronic notice from any local Association or any individual WAHU member when accompanied by a statement signed by the nominee that they are willing and able to serve if nominated and elected.

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Section 5. Additional nominations outside of the Nominations Committee may be made by written or electronic notice to the Board of Trustees by a local Association, addressed to the Executive Secretary and must be received not less than forty-five (45) days prior to June 1st, and must be accompanied by a statement signed by the nominee that they are willing and able to serve if nominated and elected.

Section 6. The Executive Secretary shall send out an official ballot to each member of this Association to be returned and tallied by June 1st of each year.

ARTICLE XI – Recall & Removal From Office

Section 1. A. Any member of the Board of Trustees may be removed from office in the event of such acts of dishonesty, fraud, misrepresentation, misconduct of office, or other reasonable cause as would prevent the effective performance of his/her duties on the Board of Trustees.

B. The Board of Trustees may be convened for purposes of removing an Officer, or if the Executive Secretary of this Association receives written requests for the Officer's removal from no less than a two-thirds (2/3) majority of the local Associations.

Section 2. The process for removal shall be as follows:

A. Notice shall be provided to the Board member whose removal is being sought, outlining the basis for removal, by the Executive Secretary, or other Officer as directed by the Board of Trustees. The notice shall also contain a statement reflecting that the conditions for removal required under this Article have been satisfied, and provide the Board member with the date, time, and location of the special called meeting of the Board of Trustees to which the removal will be considered.

B. The special called meeting of the Board of Trustees shall be held to consider the matter of removal of the Board member in question. The Board of Trustees shall be provided with the basis for the removal and information from the Board member whose removal is being considered.

C. Following consideration, there shall be a vote of the entire Board of Trustees, with the exception of the member whose removal is being sought. No Board member may be removed from office without a two-thirds (2/3) majority vote of approval by the entire Board of Trustees.

Section 3. Recall from office of an Officer of this Association shall cause the office to be vacant until removal from the office is achieved as described in this Article and a successor is appointed. Recall can be initiated by the Board of Trustees and/or no less than two-thirds (2/3) of the local Associations. Recall can be achieved only by a two-thirds (2/3) majority vote of approval by the Board of Trustees.

Section 4. Failure to achieve the required vote for recall or removal will cause the immediate reinstatement of the recalled Officer. Any appointees replacing the recalled Officer shall also be immediately discharged.

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Section 5. Any Individual Member of this Association shall lose all rights and privileges of office under this Association, and any local Association, if he/she has his/her license to sell insurance revoked by the relevant government authority, or conviction or admission of guilt by the Member to a crime which is a felony or gross misdemeanor by any jurisdiction, or is guilty of unacceptable ethical behavior relating to this Association and/or NAHU's Code of Ethics.

Section 6. Notice of recall or removal must be sent by certified mail to the affected individual's last known mailing address, by the U.S. Postal Service, with proof of mailing/return receipt requested, advising him/her of the action taken or about to be taken. Removal by due process requires such notification prior to the vote for removal from office.

ARTICLE XII - Financial

Section 1. The fiscal year of this Association shall be 1 January through 31 December.

Section 2. The Board of Trustees shall install and maintain an efficient system of accounting, the books for which shall be independently reviewed/audited. The Board of Trustees shall name the reviewers/auditors.

Section 3. The Board of Trustees shall adopt a budget for the fiscal year not later than the first of December preceding the start of a new fiscal year.

Section 4. The Executive Secretary or any other person entrusted with the handling of funds or property of the Association shall furnish, at the expense of the Association, a fidelity bond approved by the Board of Trustees, in such an amount as the Board shall prescribe.

Section 5. All disbursements from this Association shall be made by checks, or by other Board-approved means from invoices and/or receipts, which shall show the payee, the items of service(s) rendered or material purchased and the amount of payments.

Section 6. Disbursements shall not exceed gross annual income or the gross amount of the annual budget, unless approved by no less than a two-thirds (2/3) majority vote of the Board of Trustees.

Section 7. The Executive Secretary, with the approval of the Board of Trustees, shall designate the depositories of all funds of this Association. The Board of Trustees shall designate one or more Officers to sign or countersign checks or other documents for the collection and/or distribution of such funds.

Section 8. The Executive Committee shall have the power to authorize such Officers and employees as in their judgment may seem advisable to execute the aforementioned disbursements and to do and perform such other acts as will-carry out the purposes and objectives of this Article.

Section 9. A. This Association shall have the power to fix its own schedule of dues payable to it by its members, subject to the ratification of the schedule by no less than a two-thirds (2/3) majority vote of all local Associations and no less than a two-thirds (2/3) majority vote of this Association's Board of Trustees.
B. If the Board of Trustees votes to increase or decrease this Association's annual dues for the following fiscal year, the President shall advise NAHU in writing not later than 15 September of the current fiscal year, or other date specified by NAHU.

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Section 10. Reimbursements to Board members for expenses incurred while representing and/or performing official duties of this Association, on behalf of or as authorized and/or approved by the Board of Trustees, shall be made only in strict adherence to the official Expense Reimbursement Policy of this Association.

Section 11. This Association shall, at the discretion of the Board of Trustees, carry appropriate insurance.

ARTICLE XIII - Logo

Section 1. Any local Association or member in good standing in WAHU and a local Association may use the name or style "Member of the Washington Association of Health Underwriters" and may use any emblem, insignia, plate, sign, label or phrase indicative of membership as may be approved by the Board of Trustees; provided, however, that this section shall not confer membership upon individuals in any way, as membership itself and all rights, powers, and duties thereof are exclusively reserved to member Associations; and provided further, that neither the name WAHU nor any emblem, insignia, plate, sign, label or phrase indicative of membership shall be used in connection with any advertisement, policy form, business card, letterhead, application or other document associated with the business of insurance in such a manner as to infer or imply WAHU approval or endorsement thereof.

ARTICLE XIV - Official Publication

Section 1. The Executive Committee shall have full authority regarding questions of policy of the official publication that said committee may at any time cause to be published.

Section 2. The subscription price of any official publication may be either part of the regular membership dues or set independently by the Executive Committee, which will have discretion over if/when any such official publication shall be sent to each member of this Association.

ARTICLE XV – Parliamentary Authority

Section 1. The current edition of "Robert's Rule of Parliamentary Procedure" or the current edition of "The Standard Code of Parliamentary Procedure" shall govern this Association in all parliamentary situations that are not provided for in the law or in its charter, these Bylaws, or adopted rules.

ARTICLE XVI – Amendments

Section 1. Amendments to these Bylaws, if in conformity with the Bylaws and Policies of NAHU, shall be made at any meeting of the Board of Trustees by no less than a two-thirds (2/3) majority vote of approval, if a quorum is present and proper notification has been given as provided for in this Article.

Section 2. Proposed amendments to these Bylaws may be initiated by any of the following:

- A. A local Association
- B. The WAHU Executive Committee
- C. The WAHU Board of Trustees

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- Section 3. Proposed amendments must be submitted in writing to the Board of Trustees and the Executive Secretary at least sixty (60) days prior to the vote. The Executive Secretary shall send a copy of all proposed amendments to the last reported President of each local Association not less than forty-five (45) days prior to the date of said vote.

ARTICLE XVII – Dissolution

- Section 1. Dissolution of WAHU requires no less than a two-thirds (2/3) majority vote of approval by all Active Members. By taking such action, this Association shall surrender all rights to use the name, emblem, insignia, plate, sign, label or phrase indicative of membership in NAHU.
- Section 2. On dissolution of WAHU, all funds remaining shall go to the NAHU.
- Section 3. As WAHU shall only use funds to accomplish the objectives and purposes specified by these Bylaws, no part of said funds shall inure or be distributed to its members in the event this Association is dissolved or its charter revoked for cause in violation of the Bylaws of NAHU.

ARTICLE XVIII - Suspension, Revocation, Resignation, &/or Dissolution of Local Associations

- Section 1. A local Association's charter with the NAHU may be suspended or revoked in accordance with appropriate sections of the Bylaws of the NAHU. With this action, the local Association shall surrender all rights to use the name, emblem, insignia, plate, sign, label or phrase indicative of membership in NAHU and therefore, WAHU.
- Section 2. As a local Association shall use only funds to accomplish the objectives and purposes specified by their Bylaws, no part of said funds shall inure or be distributed to its members in the event the local Association is dissolved or its charter revoked for cause in violation of these Bylaws or those of NAHU. Immediately upon dissolution or revocation of its charter, the local Association's remaining funds, in their entirety, shall be returned to WAHU and distributed in accordance with the procedures outlined in the Bylaws of NAHU.
- Section 3. Upon acceptance of the Resolution of Resignation by the local Association's Board of Trustees, individual members of the local Association shall become Active Members of the existing local Association nearest them in the state, or Members-at-Large of NAHU if no other local Association exists within the state.

ARTICLE XIX – Indemnification

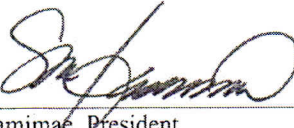
- Section 1. WAHU may, by resolution and no less than a two-thirds (2/3) majority vote of approval by the Board of Trustees, provide for indemnification by this Association of any and all its Directors or Officers or former Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or Officers of this Association, except in relation to matters as to which such Director or Officer or former Director or Officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE XX – Previous Bylaws Superseded

Section 1. These Bylaws, as revised and adopted, supersede all provisions of any and all previous Bylaws of this Association.

ARTICLE XXI - Authentication

The foregoing Bylaws were read, approved and duly adopted by the Board of Trustees, and submitted to NAHU for ratification, on the 21st day of August, 2015. The President and Executive Secretary were empowered by the Board of Trustees of this Association to authenticate these Bylaws by their signatures below.

 8/24/2015

Scot Kamimae, President

ATTEST:

 8/25/2015

Diane Bevins, Executive Secretary

- END -

APPENDIX A – NAHU CODE OF ETHICS

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

To keep paramount the needs of those whom I serve.

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

To give all services possible when service is needed.

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

To use no advertising which may be false or misleading.

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

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

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

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