

# National Association of Benefits and Insurance Professionals – Southern NV

## BY-LAWS



**BY-LAWS**  
**Of the**  
**National Association of Benefits and Insurance**  
**Professionals – Southern NV**  
**(NABIP – Southern NV)**

**Amended December 1, 2007**  
**Amended July 1, 2013**  
**Amended October 11, 2016**  
**Amended March 23, 2023**

**ARTICLE I – NAME AND TERRITORIAL LIMITS**

- Section 1. This organization shall be known as the National Association of Benefits and Insurance Professionals – Southern NV, hereinafter referred to as this Association or NABIP – Southern NV, a non-profit corporation incorporated as such under the laws of the state of Nevada and chartered by the National Association of Benefits and Insurance Professionals, hereinafter referred to as NABIP.
- Section 2. The territorial limits of this Association shall be confined to the state of Nevada, Clark County and Nye County.

**ARTICLE II – NATIONAL AND STATE AFFILIATION**

- Section 1. This Association agrees to be bound by the By-Laws of the National Association of Benefits and Insurance Professionals as adopted and amended.
- Section 2. Any Board Member providing a report to the National Association of Benefits and Insurance Professionals, which has been required or requested by the national organization, shall provide to the entire Board of Directors a copy of that report.
- Section 3. Insofar as possible, this Association shall be represented by its proper delegates, or their duly appointed alternates, at the annual meeting of the National Association of Benefits and Insurance Professionals.
- Section 4. Insofar as possible, this Association shall be represented by its appointed attendees at the annual Capital Conference and regional leadership meetings.

**ARTICLE III – PURPOSES**

- Section 1. The objectives of this Association shall be:
- A. To promote the common business interests of those engaged in the profession of distributing individual and group health, disability, related insurance products and services including, but not limited to, Medicare, ancillary benefits, voluntary benefits, industry education, consulting and life products.

- B. To advance public knowledge for the need and benefit of the financial protection provided by those engaged in the profession of distributing individual and group health, disability, related insurance products and services including, but not limited to, Medicare, ancillary benefits, voluntary benefits, industry education, consulting and life products.
- C. To promote the adoption and application of high standards of ethical conduct in the profession of distributing individual and group health, disability, related insurance products and services including, but not limited to, Medicare, ancillary benefits, voluntary benefits, industry education, consulting and life products.
- D. To provide and promote a program of continuing education and self-improvement for Association members.
- E. To increase the knowledge of Association members concerning the principles, functions and applications of individual and group health, disability, related insurance products and services including, but not limited to, Medicare, ancillary benefits, voluntary benefits, industry education, consulting and life products.
- F. To promote education, legislation, regulation and practices which are in the best interest of those engaged in the profession of distributing individual and group health, disability, related insurance products and services including, but not limited to, Medicare, ancillary benefits, voluntary benefits, industry education, consulting and life products, and thus provide financial protection to the insuring public.
- G. To encourage adequate protection against the hazards of disability as part of a well-rounded program of individual and group health, disability, related insurance products, including, but not limited to, Medicare, ancillary benefits, voluntary benefits, and life products.
- H. To do such other things and to carry out such other programs so as to further the purposes of the National Association of Benefits and Insurance Professionals.

Section 2. This Association and its members recognize an obligation to present accurately, honestly and completely every fact essential to the client's decision(s) as expressed in the National Association of Benefits and Insurance Professionals Code of Ethics which is considered a part of these By-Laws.

#### **ARTICLE IV – MEMBERSHIP**

Section 1. Membership in this Association will be available under the following designations:

- A. Individual Members
- B. Life Members
- C. Honorary Members
- D. Associate Members

Section 2. Individual members, who have paid their annual national dues, Nevada state dues and the dues of a Nevada local chapter, will be referred to as Active Members

- A. An Active Member may be any person licensed by his/her state licensing authority for the sale of any insurance product for which such a license is required .
- B. An Active Member may be any non-licensed person engaged in any aspect of distributing individual and group health, disability, related insurance products and services including, but not limited to, Medicare, ancillary benefits, voluntary benefits, industry education, consulting and life products.
- C. An Active Member may be any home office personnel, agency personnel and any others

engaged in management, human resources and/or servicing of any aspect of individual and group health, disability, related insurance products and services including, but not limited to, Medicare, ancillary benefits, voluntary benefits, industry education, consulting, and life products.

- Section 3. Life membership shall be recognized when an Active Member has been granted such a status by the National Association of Benefits and Insurance Professionals.
- A. Life members have the same rights and privileges as Individual members.
  - B. Any member of NABIP – Southern NV that has served as the elected President of NABIP for one full year term of office shall be entitled to a NABIP – Southern NV Life Membership, and per NABIP By-Laws Article III, Section 3(B), all NABIP national, state, and local dues shall be waived.
  - C. This Association may, if allowed by the managing practices of the national organization, reduce any or all of the state dues normally paid by an Active Member, once that Active Member has been declared a Life Member by the National Association of Benefits and Insurance Professionals.
- Section 4. An Honorary Member shall be an individual who has performed notable service for the insurance profession, NABIP – Southern NV, or for the insurance buying public. They will not be a member of NABIP nor receive benefits of membership. Honorary members may participate in association functions at established member rates. Individuals shall be presented to the Board of Directors for consideration and they shall be extended an Honorary Membership if agreed upon by two-third (2/3) vote of the entire Board of Directors.
- Section 5. All members in good standing may attend any meeting of the Association provided any required registration fees are paid.

#### **ARTICLE V – DUES AND FINANCE**

- Section 1. Each Active Member of this Association shall pay local, state, and national annual dues. All dues shall be submitted to and through the National Association of Benefits and Insurance Professionals. Any Individual Member that fails to follow the dues payment rules of the National Association of Benefits and Insurance Professionals and has their membership revoked by the National Association of Benefits and Insurance Professionals will also be removed from the Active Members list of this Association.
- Section 2. The Board of Directors shall determine the amount of annual dues of this Association. This Association will have ratified a proposed change in annual dues if 3/4's of the voting members of this Associations Board of Directors has voted to approve the proposed change of the chapter Association dues.
- Section 3. This Association's dues may only be changed once a year and will be in effect from January 1 through December 31 of each year. If there is a change in the dues of this Association, the President of this Association will inform the National Association of Benefits and Insurance Professionals in writing of the Board-approved dues for the following year and will advise the national organization in a timely manner in conformity with the national association's deadline for such changes.
- Section 4. The fiscal year of this Association shall be the first day of January through the thirty-first day of December each year.
- Section 5. This Association's books of accounts shall be reviewed and/or audited at least once each fiscal year. The Board of Directors shall name the auditors/reviewers.
- Section 6. The Board of Directors shall determine the official depository (ies) for Association funds and shall designate in an Annual Financial Policy and Procedure, approved by a majority vote of the Board

of Directors, one or more Board members in addition to the Treasurer to sign or countersign checks or other documents for the disbursement of such funds.

Section 7. The Board of Directors shall adopt a budget for the fiscal year not later than the 1<sup>st</sup> of December preceding the start of the fiscal year. A summary of the adopted budget will be distributed in a timely manner to all local members in good standing.

## **ARTICLE VI – EXECUTIVE OFFICERS**

Section 1. The officers of this Association shall be:

- A. President
- B. Vice President
- C. Immediate Past President
- D. Secretary and
- E. Treasurer.

The offices of the Secretary and Treasurer may be combined at the discretion of the Board. The Association may also have an Association Executive Director who shall be appointed by the Board of Directors, and who shall be a non- voting member.

Section 2. Each officer, except the Association Executive Director, shall be an Active Member of this Association, and the National Association of Benefits and Insurance Professionals.

Section 3. All officers shall serve without compensation, except the Association Executive Director, whose compensation shall be set by the Board of Directors.

Section 4. All officers shall take office on the first day of July of each year following their election, and shall serve for a term of one year.

Section 5. The office of Immediate Past President shall be filled automatically by the outgoing President. In the event there is no outgoing President, the President shall, within thirty (30) days of the effective date of vacancy, appoint an Active Member of this Association, who has been a Past President of this Association and who is in good standing to fulfill the duties of the office for its unexpired term. The appointment shall be subject to a three-fourths (3/4) vote of approval by the Board of Directors.

Section 6. If the office of the President shall become vacant due to death, disability, resignation, or removal by due process, the Vice President shall assume the office for its unexpired term and the term of President for the succeeding year. If the office of President becomes vacant and there is no Vice President, the order of succession shall be Treasurer, and then the Secretary.

Section 7. If the office of Vice President shall become vacant due to death, disability, resignation, or removal by due process, or by succession to the Presidency under Article VI., Section 6, the President shall, within thirty (30) days of the effective date of vacancy, appoint a member of this Association in good standing to fulfill the duties of the office for its unexpired term. The appointment shall be subject to a three-fourths (3/4) vote of approval by the Board of Directors.

Section 8. If the offices of Secretary and/or Treasurer become vacant due to death, disability, resignation, recall or removal by due process, or by succession under Article VI., Section 6, the office(s) shall be filled by appointment by the President. The appointment shall be subject to three-fourths (3/4) vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s). Appointees shall assume the title and duties of the office(s).

## **ARTICLE VII – DUTIES OF OFFICERS**

The duties of the Executive Officers shall be as follows:

Section 1. President - The President shall be the chief elected Executive Officer of this Association and shall preside over all meetings of this Association and the Board of Directors.

- A. The President shall appoint all committee chairs and committees whose inclusion is not otherwise established by these By-Laws.
- B. The President shall be an ex officio member of all standing and special committees except the Nominations Committee.
- C. The President may appoint any number of non-voting General Board Members to serve on the Board as needed, if such General Board Members are approved by a majority vote of the Board of Directors, and such General Board Members do not count for the calculation of a quorum.
- D. The President shall also be empowered to fill all vacancies in the manner prescribed by these By-Laws.
- E. Upon completion of his/her term, the President shall assume the office of Immediate Past President.

Section 2. Vice President - The Vice President, in the absence of the President, shall preside at all meetings of this Association and the Board of Directors and shall perform such other duties as may be assigned by the President or Board of Directors.

Section 3. Immediate Past President - The Immediate Past President shall serve as an advisor to the Board of Directors and perform other duties as assigned by the President or Board of Directors.

Section 4. Secretary – The Secretary shall be responsible for keeping all minutes of the meetings of this Association and the Board of Directors and shall perform other duties as may be assigned by the President or Board of Directors.

- A. The Secretary shall keep, or cause to be kept, a record of minutes of all meetings of the directors, 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.
  - 1. The Secretary shall distribute to the Board of Directors and post minutes from the latest Board of Director's meeting in a reasonable period of time after the conclusion of the meeting in accordance with Board Policies and Procedures.
- B. Approved, amended, or rescinded P&P's shall be signed by the Secretary and stored as permanent records of the Association. The Secretary may appoint assistants as is deemed necessary to execute these duties.
- C. Certify and keep, or cause to be kept, the original, or a copy, of these by-laws as amended or otherwise altered to date.
- D. See that all notices are duly given in accordance with the provisions of these by-laws or as required by law.

Section 5. Treasurer – The Treasurer shall act as the Association's Chief Financial Officer.

- A. As the Association's Treasurer, the Treasurer will keep or cause to be kept and maintained, adequate and correct books and accounts of the Association's funds, properties, transactions, and financial records.
  - 1. Keeping or causing to be kept, adequate and correct accounts of the Association's properties and business transactions includes accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
  - 2. The accounts and books of this Association shall be open at all reasonable times for

inspection by the President, the Board of Directors, any authorized auditors, or Board appointed reviewers and Active Members in good standing or to his/her agent or attorney upon request therefore.

3. Provide to anyone, having a right as defined in these By-Laws to review such records, financial statements and reports as are required by law, these by-laws, or the Board of Directors.
  4. Keep or cause to be kept, digital copies of all financial records and reports with such copies being duplicated with the President and the Secretary.
- B. The Treasurer shall be responsible for receiving all funds and dues sent to this Association from the National Association of Benefits and Insurance Professionals, where they will be deposited, or cause to be deposited, all monies and other valuables in the name of the Association in such banks, trusts, or depositories as shall be selected by the Board of Directors. Receive, and give receipt for, monies due and payable to the Association from any source whatsoever.
1. The Treasurer shall deposit all other funds in this Association's official depository (ies) and shall disburse such funds upon the order of the Board of Directors. Disburse, or cause to be disbursed, the Association's funds as may be directed by the Board of Directors, taking proper vouchers for such distributions.
  2. The Treasurer shall be responsible for the completion and submission of forms required by laws governing the administration and/or tax status of this Association.
  3. Be responsible for the completion and submission of all required tax filings.
  4. Sign or countersign all physical checks and do likewise in any way necessary concerning electronic transactions.
- C. The Treasurer shall be responsible for proposing to the Board of Directors at the first board meeting of the new Board Year, the Annual Financial Policy and Procedures.
- D. In general, perform all duties incident to the office of Treasurer of the Association and such other duties as may be required by law, by the Articles of Incorporation, by these By-Laws, or which may be assigned to him/her from time to time by the Board of Directors.
- E. The Treasurer may be required to give the Corporation a bond at the discretion of the Board of Directors.
- F. The Treasurer 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.

## **ARTICLE VIII – BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of 12 voting members to include:

- A. The Executive Officers
- B. Vice President of Awards
- C. Vice President of Communications and Media Relations
- D. Vice President of Legislative Affairs
- E. Vice President of Medicare
- F. Vice President of Membership and Membership Retention
- G. Vice President of NABIP-PAC
- H. Vice President of Professional Development

Section 2. Each Vice President will serve as the Chairperson of the Standing Committee listed in his or her title.

- Section 3. All Vice Presidents shall take office on the first day of the new board year, and shall serve for a term of one year (See Article VI, Section 4).
- Section 4. All Vice Presidents shall serve without compensation.
- Section 5. Each Vice President shall be an Active Member in good standing of this Association and the National Association of Benefits and Insurance Professionals.
- Section 6. The Board of Directors shall determine the policies and activities of this Association, approve the budget, have oversight of expenditures and disbursements in accordance with this Association's annual budget, and have the authority and responsibility of oversight of the day-to-day management of this Association's affairs by the Executive Officers.
- Section 7. The Board of Directors shall meet no less than four (4) times per year or at the call of the President. The meetings shall be held at such times and places as may be determined by the President or Board of Directors. A written notice of the time and place of all regular meetings of the Board of Directors of this Association shall be distributed to each member of the Board by the President not less than thirty (30) days prior to the meeting.
- A. The Board of Directors may call for a special meeting at any time and for any purpose, if 2/3s of the Board members agree to such a meeting.
  - B. Notification of the date, time and location of such a meeting must be sent to all Board members at least 60 days prior to the meeting.
  - C. An agenda listing all items to be discussed at such a specially called meeting must be delivered with the notification of the date, time and location sent to each Board member.
  - D. No matters may be discussed or moved to be voted upon if it is not listed in advance in the agenda.
- Section 8. The Board of Directors may transact business by mail or electronic means by voting upon proposals presented to them. Any such proposal shall be adopted if at least two-thirds (2/3) majority of the entire Board returns affirmative votes. The members of the Board of Directors shall be advised of the results of such balloting no less than seven (7) days after the vote is tabulated.
- Section 9. A majority of the Board of Directors shall constitute a quorum for the transaction of business.
- Section 10. In the event the position of a Vice President on the Board of Directors who is not an Executive Officer, becomes vacant due to death, disability, resignation or removal by due process the position shall be filled by appointment by the President. The appointment shall be subject to three-fourths (3/4) vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s).
- Section 11. Non-voting general Board Members may be appointed by the President as described in Article VII, Section 1, Sub-Section C.
- Section 12. All meetings of this Association's Board of Directors will be open to any Active Member in good standing.

## **ARTICLE IX – DUTIES OF THE NON-EXECUTIVE OFFICER VICE-PRESIDENTS ON THE BOARD**

- Section 1. Each Vice President has a general responsibility for providing this Association's Board of Directors and the National Association of Benefits and Insurance Professionals - Nevada reports of chapter activities in their respective elected area of responsibility at each Board meeting and outside of Board meetings when appropriate.

- Section 2. Each Vice President has a general responsibility for providing this Association's Board of Directors guidance and recommendations to take actions in their respective elected area of responsibility at each Board meeting and outside of Board meetings when appropriate.
- Section 3. The Vice President of Awards shall meet their general responsibilities described in Sections 1 and 2 in this Article and also fulfill, or cause to have fulfilled, all activities described by the National Association of Benefits and Insurance Professionals pertaining to Awards.
- Section 4. The Vice President of Communications and Media Relations shall meet their general responsibilities described in Sections 1 and 2 in this Article, manage the communications between this Association and National Association of Benefits and Insurance Professionals – Nevada, as well as also fulfill, or cause to have fulfilled, all activities described by the National Association of Benefits and Insurance Professionals as Media Relations.
- Section 5. The Vice President of NABIP-PAC shall meet their general responsibilities described in Sections 1 and 2 in this Article and also fulfill, or cause to have fulfilled, all activities described by the National Association of Benefits and Insurance Professionals – Nevada pertaining to NABIP-PAC.
- Section 6. The Vice President of Legislative Affairs shall meet their general responsibilities described in Sections 1 and 2 in this Article and also fulfill specific duties as described below:
- A. Track and report to this Association's Board of Directors, local chapter leadership and the general membership via the appropriate communication media about federal and state legislation and regulations.
  - B. Participate or lead, as appropriate, various meetings of a national, state or local nature, concerning legislation and regulations, with Nevada state legislators, state regulators, federal legislators, federal regulators, legislator's staff at all levels, NABIP staff, NABIP officers at all levels and aligned industry association groups.
  - C. Liaison with the NABIP-Nevada Association lobbyist, the Nevada Legislature, the Nevada Division of Insurance, other state agencies as needed and as part of that liaison work, testify and/or present and if needed, facilitate opposition, support or neutrality as appropriate.
- Section 7. The Vice President of Medicare shall meet their general responsibilities described in Sections 1 and 2 in this Article and also fulfill, or cause to have fulfilled, all activities education efforts pertaining to Medicare.
- Section 8. The Vice President of Membership shall meet their general responsibilities described in Sections 1 and 2 in this Article and also fulfill, or cause to have fulfilled, all activities described by the National Association of Benefits and Insurance Professionals pertaining to Membership and Membership Retention.
- Section 9. The Vice President of Professional Development shall meet their general responsibilities described in Sections 1 and 2 in this Article and also fulfill specific duties as described below:
- A. Discover sources of existing educational programs or cause to be created such courses in order to be approved for Continuing Education programs for this Association's distribution.
  - B. Take the managerial lead on this Association's educational expositions and/or benefits programs of an in-person or virtual nature.
  - C. Work with the state chapter to obtain approval of continuing education programs with the Nevada Department of Insurance.
  - D. Interface with the Nevada Department of Insurance to assure accurate and timely submission of all necessary documentation to support this Association's continuing education activities.

## **ARTICLE X – NOMINATIONS AND ELECTIONS**

Section 1. Nominations and Elections Management and Execution

- A. The Nominations and Elections Committee shall consist of the Chairperson and two (2) additional members.
  - 1. The Nominations and Elections Committee Chairperson shall be the immediate Past President.
  - 2. The Nominations and Elections Committee shall nominate two additional members from the current Board of Directors. The Board of Directors must approve by a majority vote.
- B. The duties of the Nominations and Elections Committee shall be to solicit through the active encouragement of Active Members and receive nominations in order to prepare a slate of candidates.
- C. The Nominations and Election Committee, take general charge of the election process including the preparation, distribution, collection and counting of ballots as well as reporting of the results to the Nominations and Elections Committee.
  - 1. The election of officers shall be held at the annual meeting of this Association.
  - 2. The preparation and distribution of ballots by the local chapter shall be no later than thirty (30) days before the chapter's Annual Membership Meeting
  - 3. Ballots for the election of this Association's officers shall be cast in person at that local chapter's Annual Membership Meeting, except during a period of time when that local chapter has approved in advance the casting of ballots electronically due to unforeseen circumstances making in-person casting of ballots impractical or impossible.
  - 4. Voice votes, from the Active Members in attendance at a chapter's Annual Membership Meeting, shall be allowed in place of a paper ballot whenever there is only one nominee listed for a position.
  - 5. No nominations may be made from the floor.
- D. The Nominations and Elections Committee shall cause to be distributed a public announcement of the names of those persons being nominated to the offices called for by these By-Laws.
  - 1. The public announcement shall contain the names of all qualified nominees and the positions for which they have been nominated.
  - 2. The public announcement shall describe the method and dates by which additional nominations may be filed with the committee in order to be placed on the ballots to be distributed by this Association so as to be voted upon at the Annual Membership Meeting.
  - 3. The public announcement shall be sent to this Association's Active Member distribution list at least thirty (30) days in advance of the Annual Membership Meeting.

**ARTICLE XI – COMMITTEES**

- Section 1. There shall be the following standing committees:
- A. Awards
  - B. Communications and Media Relations
  - C. Legislative Affairs
  - D. Medicare

- E. Membership and Membership Retention
- F. NABIP-PAC
- G. Professional Development
- H. Public Service
- I. Nominations and Elections

Section 2. There may be Ad Hoc, Special Committees or Task Force Committees created during any board year with such committees being dissolved at the end of the board year during which it was created.

- A. Ad Hoc and Special Committees may be created for such chapter activities as LPRT, By-Laws/P&P, Diversity, NAHU Educational Foundation, Vanguard, special events and for any other activity that the Board of Directors may desire.
- B. All committee chairpersons and committee members to Ad Hoc or Special Committees must be appointed by the President and approved by a majority vote of the Board of Directors.
- C. Persons who are not members of the National Association of Benefits and Insurance Professional Association, may be appointed to Ad Hoc and Special Committees as Subject Matters Experts.

Section 3. The Board of Directors shall establish guidelines for all committees and task forces regarding usual duties, terms of office, and requirements for reports unless otherwise specified in these By-Laws.

Section 4. The administration of the fiscal affairs of all standing, special and ad hoc committees and task forces are vested in the Board of Directors.

## **ARTICLE XII – RECALL AND REMOVAL FROM OFFICE**

Section 1. An officer, member of the Board of Directors, committee member or chair, or task force member or chair may be removed from office in the event of such acts of dishonesty, fraud, misrepresentation, or other reasonable cause as would prevent the effective performance of his/her duties.

Section 2. No elected officer or board member, or appointed committee member or chair, or appointed task force member or chair, may be removed from the office without a three-fourths (3/4) vote of all Board of Directors members voting to approve the recall or removal of that person.

Section 3. If a recall or removal from office motion has been initiated in conformity with the language of this Article, a motion to vote on the recall or removal of any person serving in a position described in Section 2 of this Article, may be considered and voted upon at any regular or special meeting at which a quorum is present.

Section 4. Votes about the recall or removal of any person serving in a position described in Section 2 of this Article may be submitted by a Board member, in person, participating via an electronic telecommunication system, by an email submission of a Board member's vote or by any combination of these three acceptable voting methods.

Section 5. Before a recall or removal motion may be brought to a vote by the Board of Directors, a petition requesting the recall or removal from office must be presented to the Board.

- A. Such a recall petition must be signed by at least 25% of this Association's Active Members or such a recall petition must be signed by at least 3/4s of the Board of Directors.

Section 6. The submission of a petition for a recall or removal of an officer subject to this Article, shall initiate a process that must be completed prior to a vote on that recall and removal.

- A. Once a petition has been submitted to the Board for a recall or removal of an officer, a notice of recall or removal must be sent, at least one month in advance of any vote being considered, to the affected individual advising him/her of the petition and the date on which a vote will be

taken.

- B. One month after proper notification, as described in this Article, has been sent to the affected individual, the Board of Directors may vote to recall or remove the affected individual and such recall or removal shall be approved if 3/4s of all members of the Board of Directors vote to confirm the motion of recall or removal.

Section 7. Any individual member of this Association shall lose all rights and privileges of office under this Association if his/her license to sell insurance is revoked or if he/she is convicted of a felony or gross misdemeanor.

### **ARTICLE XIII – PARLIAMENTARY AUTHORITY**

Section 1. The current edition of "Robert's Rules of Order" governs this Association in all parliamentary situations that are not provided for in the law or in its charter, By-Laws or adopted rules.

### **ARTICLE XIV - AMENDMENTS**

Section 1. Amendments to these By-Laws, if in conformity with the policy of the National Association of Benefits and Insurance Professionals, shall be adopted by a two-thirds (2/3) vote of the Active Members of this Association.

- A. This Association must approve any amendments to these By-Laws by a two-thirds (2/3) vote of this Association's Active Members present at any meeting of this Association and at which one-tenth (1/10) of this Association's Active Members are in attendance in order to meet the requirement of a quorum under this Article.
- B. This Association may vote on amendments to this Association's By-Laws by mail as determined and directed by this Association's Board of Directors, provided that at least 51% of all Active Members cast a ballot by mail and in such a case, approval of a simple majority will constitute approval of the proposed amendments.

Section 2. A written notice must be distributed to all Active Members of this Association before a vote may be held concerning any proposed amendments to these By-Laws.

- A. Such a notice must be distributed as directed by this Association's Board of Directors to all Active Members at least one month prior to a meeting or a mail-in ballot being sent out.
- B. Such a notice must include information about the amendments being proposed, information about the number of Board members of this Association who support the proposed changes, discussion of the reasons to approve or deny the proposed changes, if there are public comments about the proposed changes, the date on which the meeting will be held or the date by which mail-in ballots will be distributed and the location at which this Association will hold that chapter's meeting.
- C. Before such a notice may be distributed, the Board of Directors of this Association must approve the proposed changes by a three-quarters (3/4) vote of all Board members and a simple majority vote approving the language of the notice.

### **ARTICLE XV – INDEMNIFICATION**

Section 1. This Association may, by resolution of the Board of Directors, 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 have engaged in 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 XVI – DISSOLUTION**

- Section 1. Dissolution of this Association requires the passing of a Resolution of Resignation by a three-fourths (3/4) vote of all active members. The adopted resolution shall be sent by the Secretary of this Association by registered mail to the Executive Vice President of the National Association of Benefits and Insurance Professionals and shall become effective upon acceptance by the Board of Trustees. Upon acceptance of the Resolution of Resignation by the Board of Trustees, individual members of this Association shall become active members of the existing local association nearest them in their state, or members-at-large if no other association exists within their state.
- Section 2. This Association, by taking the action to resign, shall surrender all rights to use the name, emblem, insignia, plate, sign, label or phrase indicative of membership in this Association.
- Section 3. This Association's charter with the National Association of Benefits and Insurance Professionals may be suspended or revoked in accordance with appropriate sections of the By-Laws of the National Association of Benefits and Insurance Professionals.
- Section 4. This Association shall use funds only to accomplish the objectives and purposes specified in these By-Laws and no part of said funds shall inure to the benefit of, or be distributed to its members in the event this Association is dissolved or its charter revoked for cause in violation of the By-Laws of the National Association of Benefits and Insurance Professionals. Immediately upon dissolution or revocation of its charter, this Association's Board of Directors shall return all remaining Association funds to the National Association of Benefits and Insurance Professionals – Nevada. If there is no state association, the funds shall be sent to the National Association of Benefits and Insurance Professionals for placement in escrow. Funds placed in escrow will be distributed in accordance with the procedures outlined in the By-Laws of the National Association of Benefits and Insurance Professionals.

## **ARTICLE XVII – PREVIOUS BY-LAWS SUPERCEDED**

- Section 1. These By-Laws, as revised, supersede all provisions of any previous By-Laws of this Association.