

New Orleans Association of Health Underwriters By-laws

Adopted AD1979

Replaced by the Board of Directors 18 November AD1999

Ratified 10 December AD1999 by the General Membership

Amended and Ratified 9 February AD2001 by the General Membership

Amended by the Board 18 April AD2002 and Ratified 13 September AD2002

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Amended by the Board 2 October AD2003 and Ratified 14 November AD2003

Amended by the Board 6 January AD2005 Ratified 18 March AD2005

Amended and ratified by the General Membership on 16 June AD2006

Amended by the Board 19 April AD2007 and ratified on 12 June AD2007

ARTICLE I - Name and Principal Office

- Section 1. The name of this professional Association shall be New Orleans Association of Health Underwriters, a non-profit corporation, incorporated as such under the laws of the State of Louisiana as a chartered subsidiary of the National Association of Health Underwriters. Herein after referred to as the association or "NOAHU".
- Section 2. The principal office of this Association shall be located in a place designated by the Board of Directors. The association may have such other offices as may, from time to time, be designated by the Board of Directors.

ARTICLE II - Purposes

- Section 1. The objectives of NOAHU 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 service industry.
 - D. To provide and promote a program of continuing education and self improvement of NOAHU members.
 - E. To increase the knowledge of members concerning the principles, functions and applications of health, disability and related insurance products and services.
 - F. To promote education, legislation, regulation and practices which are in best interest of the health, disability and related insurance industry and thus, provide financial protection to the insuring insurance industry 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 health, disability, and related insurance products and services program.

H. To do such other things and to carry out such other programs so as to further the purposes of the National Association of Health Underwriters.

Section 2. The association and its members recognize an obligation to present accurately, honestly and completely every fact essential to the client's decision to buy health insurance products as expressed in the NAHU Code of Ethics, which are considered a part of these Bylaws.

ARTICLE III - Membership and Dues

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

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

Section 2. An individual member may be any individual licensed by his/her state licensing authority for the sale of disability income and health insurance products and related insurance products and services. Individual members who have paid their annual national, state, and local dues will also be referred to as Active Members. The dues for individual membership shall be declared by the Board of Directors with a 2/3rds roll call vote of the members present and voting at a regular board meeting. 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. Not later than the fifteenth (15th) of September of each year, or a date specified by the National Association of Health Underwriters, if this Association plans to increase or decrease its local chapter dues for the following calendar year, the President shall advise the National Association of Health Underwriters in writing of the Board approved dues for the following year. The General Membership shall have the power to overturn or change the dues proposed by the Board of Directors at the Annual General Membership Meeting. Individual members are entitled to vote in elections, hold office, be a member of the board, and Continuing Education Credits offered by the association after fulfilling all requirements to receive them. Individual members may also include non-licensed individuals engaged in the distribution of disability income and health insurance products such as, but not limited to, home office employees and others engaged in the management and distribution

of such products. Individual members will also be referred to as Active Members.

Section 3. The President and Secretary of NOAHU shall, immediately upon election, certify to the Executive Vice President of NAHU the names and titles and addresses of the officers and directors elected to serve in the ensuing period.

Section 4. NOAHU shall operate as a free standing association. It shall have representation on its state association Board of Directors as prescribed in the state association's Bylaws. NOAHU should recognize and support the positions and activities of various local associations within Louisiana's boundaries and interact with the state association for the common good of all associations within the state's boundaries.

Section 5. Associate Member dues shall be \$60.00 per annum with no prorating for non-actively selling health insurance people who are entitled to attend general membership meetings without vote on issues or in elections or eligible to hold office in the association. The Secretary shall verify that associate members in attendance will not vote. Associate members are entitled to receive *NYCU* and attend all social functions of the association.

Section 6. Life Membership.

A. Life membership may be granted 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) becomes unable to work due to disability. Life members have the same rights and privileges as individual members. This association shall determine the amount of reduction of local chapter dues, if any. Life member status shall be automatically conferred when all qualifications are met and application is made and verified by the National Association of Health Underwriters.

B. Life members status shall be granted by the Board of Directors after a vote by the board and after a written request to the secretary by the disabled member in good standing. The Board of Directors will make a decision within 90 days after receipt of the request from the member.

ARTICLE IV - Officers

Section 1. The Officers of NOAHU shall be:

A. President

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

Section 2. Each officer shall be an active member in good standing.

Section 3. All officers shall serve without compensation.

Section 4. Elections.

A. The President, Vice President, Treasurer and Secretary shall be elected by the General Membership at its annual meeting. The President shall also be elected if that office has been filled in accordance with the last sentence of Section 4D, below.

B. The aforementioned officers shall be elected for a term of one (1) year beginning July 1 and ending June 30 following the Annual General Membership Meeting to be held in June of each year or until their successors are elected.

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 the first sentence of this section. The appointment by the President of a member to fulfill the duties of this office shall be subject to three-fourths (3/4) vote of approval by the Board of Directors.

D. If the office of President becomes vacant due to death, disability, resignation, recall, or removal by due process, the Vice President shall assume the office of President for the unexpired term. The office of Vice President shall become vacant until the next regular election. If the office of President becomes vacant and there is no Vice President, the order of succession shall be Secretary and then Treasurer.

E. If the office of Vice President shall become vacant due to death, disability, resignation, recall, or removal by due process, or by succession to the Presidency under Section 4D, listed above, the President shall appoint a member 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. The office itself shall remain vacant until the next regular election.

F. If the office of Treasurer become vacant by death, disability, resignation, recall or removal by due process or by succession under Section 4D, listed above, they 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 particular office. Appointees shall assume the title and duties of the office.

G. The power to appoint or nominate replacements for any vacancy, except as described in Section 4E above, shall be restricted to unexpired terms.

H. The President and the Secretary of NOAHU shall, immediately upon election, certify to the Executive Vice President of NAHU the names and titles and addresses of the officers and directors elected to serve in the ensuing period.

ARTICLE V - Duties of Officers

Section 1. President.

A. The President shall be the Chief Elected Officer of this association and shall preside over all meetings of the Association, and the Board of Directors. 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 Nominations Committee. Together with the Vice President, 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 to other Officers and Directors. The Board of Directors shall approve in the budget a presidential discretionary fund not to exceed the annual, local dues of ten (10) members. The amount shall be set annually by the board. This fund shall be used for association activities and expenses verified by receipt without any further board approval.

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 assume the office of Immediate Past President.

Section 2. The Vice President

A. The Vice President shall immediately assume the office of President when that office becomes vacant by reason of death, disability, resignation, recall or removal by due process. The board shall approve in the budget a Vice President discretionary fund not to exceed the annual, local dues of ten (10) members. The amount shall be set annually by the board. This fund shall be used for association activities and expenses verified by receipt without further board approval.

B. The Vice President shall oversee the activities of the Standing Committees assigned to him/her by the President, and shall be responsible for other duties as they are assigned to him/her by the President, or Board of Directors.

Section 3.

The Treasurer shall submit an annual financial report to the Board of Directors and at the Annual Meeting of the General Membership. The Treasurer shall oversee the preparation of the annual financial report required by ARTICLE XI, Section 5. The Treasurer shall be responsible for receiving all funds and dues paid to this Association and shall deposit such funds and dues in the Association's official depositories, and shall disburse such funds with receipts, or invoices, or other written documentation on the order of the Board of Directors. Failure of the Treasurer to provide written proof of itemized expenditures shall make the Treasurer liable for restitution of any unaccountable funds as well as being subject to Article X. The accounts and books of the Association shall at all times be open to inspection by any member in good standing. The Treasurer shall be responsible for other duties as they are assigned by the President or the Board of Directors.

Section 4.

The Secretary shall be responsible for taking the minutes of the meetings of the Board of Directors and general membership meetings. The Secretary shall maintain the Association's Policy and Procedures. The approved, amended or rescinded P&P's shall be signed by the Secretary and stored as permanent records of the Association at the local office. The Secretary shall keep, for a period of two years, a copy of all out going and incoming correspondence of the Board of Directors, the president, and any board member with authority from the Secretary to issue outgoing correspondence. Any correspondence mentioned in the minutes shall become part of the minutes and a permanent record of the Association. The Secretary shall keep and secure the corporate Seal. The Secretary may appoint assistants as is deemed necessary to execute these duties. The

Secretary shall be responsible for other duties as they are assigned by the President or Board of Directors.

Section 5. The Immediate Past President shall serve as an advisor to the President and to the Board of Directors. He/she shall cast the single vote for officers and directors when there are no opposition candidates at the annual election, and perform other duties assigned by the President or the Board of Directors. In the event that the Immediate Past President position becomes vacant, or in the event that the Immediate Past President is unable to cast the single vote for officers and directors when there is no opposition candidates whether by absence or physical incapacitation, the President shall appoint any past president of the Association being present at the General Membership Meeting to cast the vote to elect the officers and board members. The ballot shall indicate that the signatory is not the Immediate Past President in accordance with this Article and Section.

Section 6. The Board of Directors may assign specific officers to be ex-officio members of various Standing Committees or Task Forces.

ARTICLE VI - Board of Directors

Section 1. The Board of Directors shall consist of the elected officers of the NOAHU and the following directors: Public Relations, Public Service, Communications, Legislation, Information, Membership, Education, Awards, and Program. These directors shall be elected along with the officers at the Annual General Membership Meeting and shall take office beginning July 1 through June 30 of the next administration. The Directors shall be elected for a period of two years. The Public Relations Director, Communications Chairman, Education Chairman, and Awards Chairman shall be elected for odd years beginning in AD2001. The Public Service Director, Legislation Chairman, Membership Director, and Program Chairman shall be elected in even years beginning in AD2002. The chairman directors shall have the power and authority to select and appoint members in good standing to their committees without the approval of the Board of Directors. However, the director chairman is responsible to the board for the actions of the individual members and the work of the committee. The Board has oversight and retains the right to remove members of a committee for any reason by majority vote.

Section 2. The duties of the board members shall be designated by the Board of Directors.

- Section 3. The President may call for regular or special meetings of the Board of Directors as the business of the association may require, or a special meeting may be called by the Secretary, or upon written request of two (2) members of the Board of Directors.
- Section 4. A quorum for conducting business shall be no less than five (5) members of the Board, of which two (2) must be officers including the presiding officer.
- Section 5. All meetings of the Board of Directors will be open to any member in good standing. The Board shall go into executive session for all disciplinary actions to include, voting, any discussions, reprimands, censures, recalls, and trials if the President or Vice President chooses to use the Board as a tribunal under Robert's Rules of Order. Only board members can make motions, resolutions, or vote on matters before the Board. General Members or guests of the President or other board member may be allowed by the President or the Board to give an opinion on a matter on the floor or by invitation of either to speak in favor or against a motion on the floor.
- Section 6. Vacancies.
Any vacancy occurring on the Board of Directors who are not officers may be filled by nomination of the President or presiding officer and a majority vote of the directors present at the meeting provided that the position was filled at the annual election. The new member shall serve the unexpired term of the vacant seat.
- Section 7. The Board of Directors may, by means of a trial, remove or suspend any member of the board for malfeasance, dereliction of duty, charges against a member's character, fiscal irresponsibility to include overspending of the budget and carelessness with association funds, or general negligence by 2/3rds vote of the tribunal members present according to Robert's Rules of Order. In the event that the President is charged with one or more of the above charges, the Vice President shall chair the meeting and shall appoint the tribunal. The removal of the President and the Vice President must be ratified by the general membership. The Board of Directors establishes an attendance policy which is defined as failure to attend three (3) unexcused board meetings will be grounds for dismissal from the Board. It is the President's discretion to determine what an excused absence is. Either the President or the Board may issue a formal or informal censure or formal or informal reprimand to any board member for any misconduct by a board member.

- Section 8. Either the President or a simple majority of the board members present may issue a formal or informal censure or reprimand on any board member.
- Section 9. The Board of Directors may transact written business by US Mail or any electronic means to include but not limited to telephone, computer, website, or Internet, or any other new technology that may be developed. The method chosen by the President must allow all members to hear and/or see each other at the same time in accordance with Chapter XVI, Section 50 of Robert's Rule of Order 10th Edition Revised.
- A. Only the President may call a regular or special Board of Directors meeting to be conducted by electronic means.
 - B. The President, Secretary, or senior officer, who will preside over the meeting, may send the meeting call by electronic means.
 - C. The Secretary may call a meeting under Article VII, Sec. 3 using electronic means.
 - D. The Secretary shall call the roll of each board member at every electronic meeting.
 - E. The Secretary shall submit written minutes of each electronic meeting to the members by US Mail or electronic means for acceptance prior to the next regular meeting be it electronic or not.
 - F. The Parliamentarian shall provide guidance, direction, and all regulations necessary to conduct an electronic meeting in accordance with Robert's Rule of Order to the President and the Board of Directors. They shall be included in the Standing (Operating) Rules of the Board of Directors.
 - G. All Board standing or special committees, subcommittees, and task forces may conduct electronic meetings in the same manner as the board as stated above. The chairman or task force leader shall have the authority and power under this article to call for an electronic meeting.
 - H. All standing or special committees, subcommittees, and task forces established by the General Membership may conduct electronic meetings in accordance with Sec.9, G.

ARTICLE VII - The General Membership

- Section 1. The General Membership shall consist of all classes of membership as stated in Article III and the Board of Directors.
- Section 2. Powers of the General Membership.
- A. Elect the Board of Directors at the annual meeting

- B. Approve all By-Law and Charter changes and make or change all Association Resolutions.
- C. Admonish, censure, recall, fine, or expel any member of the board or the Association according to Robert's Rules of Order with a 2/3rds vote of the members present.
- D. All power not granted to the Board of Directors by the By-Laws or the General Membership shall remain with the General Membership.

Section 3. General Membership Meeting.

- A. The General Membership shall meet at least ten (10) times each year. It shall also meet at such times and places as may be determined by the President, or the Secretary, or five (5) members of the Board of Directors, or by written request of seven (7) members of the General Membership. Notification of special general membership meetings can be by FAX, letter, E-mail, or telephone to all the members in good standing.
- B. A written notice of the time and place of all regular meetings of the General Membership shall be mailed or FAXED to each member of the Association not less than seven (7) days prior to the meeting.

Section 4. Eleven (11) members in good standing shall constitute a quorum for the transaction of business at a General Membership Meeting.

Section 5. The interpretation of these Bylaws resides with the General Membership. Disputes between members, regarding the Bylaws shall be submitted to the Secretary in writing for submission to the General Membership at the next regular meeting for resolution. The Secretary shall report the resolution of the dispute to the Board of Directors in the Secretary's Report.

ARTICLE VIII - Committees

- Section 1. Committees of the association shall be of three designations:
- A. Standing
 - B. Special
 - C. Task Force

Special Committees are created by the Board of Directors, pursuant to Standing Rules and are intended to exist beyond the term of the appointing President and Board of Directors.

Task forces are created by the President, pursuant to Standing Rules and Procedures and are intended to exist only during the tenure of the appointing President.

- Section 2. The Standing Committees shall be:
- A. Awards
 - B. Education
 - C. Public Service
 - D. Legislation
 - E. Membership
 - F. Nomination & Elections
 - G. Such other committees as may be determined by the Board of Directors
 - H. Media Committee - Established by BOD October 2, AD2003
- Section 3. The President shall appoint the Chairman of all Special Committees and Task Forces. All Chairmans' appointments shall be subject to approval by the Board of Directors.
- Section 4. The Board of Directors shall establish guidelines for all committees regarding usual duties, terms of office, and requirement for reports unless otherwise specified in these Bylaws.
- Section 5. The administration of the fiscal affairs of all Standing Committees, Special Committees and Task Forces are vested in the Treasurer.

ARTICLE IX - Nominations and Elections

- Section 1. The Chairman of the Nominations Committee shall be the Immediate Past President or the appointee fulfilling the duties of that office for its unexpired term. The Vice-Chairman shall be the Vice President or the appointee fulfilling the duties of that office for its unexpired term. The Nominations Committee Chairman will appoint a past NOAHU President to serve at large.
- Section 2. The elected members of the committee shall be members in good standing of NOAHU. They shall not be currently running for office. If such should occur, his or her name should be withdrawn.
- Section 3. The committee members shall be elected by the Board of Directors.

Section 4. The Nominations Committee shall mail/FAX its report to the Secretary not less than ninety (90) days prior to the annual meeting of the association. Not less than seventy-five (75) days prior to the annual meeting, the Secretary shall mail/FAX a copy of the report to the President and to each member of the Board of Directors. In addition, the report of the Nominations Committee will be published in the association's magazine prior to the annual meeting.

Section 5. A member's name may be presented to the Nominations Committee for consideration as a nominee by any member of the Nomination Committee, or by written notice from any member in good standing and accompanied by a statement signed by the nominee that he/she is willing and able to serve if nominated and elected. Any officer or board member censured or reprimanded, privately or publically, formally or informally, shall not be eligible to run for an officer or director position. The President or the Secretary shall notify the Nominations Committee in writing of any officer or director who was censured or reprimanded, publically or privately, prior to the committee's selection of candidates. If the Nominations Committee requires it, the President or the Secretary shall provide proof that a censure or reprimand was issued. In the event that the President or the Secretary fails to inform the Nominations Committee prior to the selection of candidates, the selection shall become null and void. The Nominations Committee shall reconvene to nominate another Association member.

Section 6. A. Additional nominations outside of the Nominations Committee may be made by written notice from the Boards of Directors and received not less than thirty (30) days prior to the annual meeting.

B. With the exception of Immediate Past President, additional nominations may be made from the floor of the General Membership Meeting while nominations are open for a particular office. In order to qualify, the nomination must have a second. The nominee must be present at the General Meeting and state to the membership that he or she is willing and able to serve if elected. One nominating and one second speeches of no longer than five (5) minutes duration each may be made in the nominee's behalf.

C. Election shall be by majority hand vote or written secret ballot prepared by the Election Committee. The immediate past president of the association shall cast the single vote for all candidates for the board when there is no opposition candidate at the Annual General Membership Meeting. In the event that the immediate past president is not present, the

President shall appoint any past president present who shall cast a written vote prepared by the Elections Committee and the ballot shall be signed by that immediate past president and certified in the presence of the Secretary. In the absence of the Election Committee, the Secretary shall prepare the ballot for the immediate past president's signature.

Section 7. The Annual General Membership Meeting with elections and the installation of officers and board members shall follow the sequence of events located in Standing Rules.

ARTICLE X Recall and Removal From Office

Section 1. Any Officer or member of the Association may be removed from office or membership in the association for malfeasance of office, conviction of a felony, gross misdemeanor, fiscal irresponsibility, or conduct detrimental to the good name of the association. Fiscal irresponsibility charges require a formal public Resolution of Censure by either the President or the Board prior to the initiation of a recall procedure of a Board member.

Section 2. Notice of recall or removal must be sent by registered mail to the affected individual advising him/her of the action taken or about to be taken. Removal by due process requires fourteen (14) day notification prior to the vote for removal from office.

Section 3. Notice of Recall will automatically suspend the individual from the board position. The President or presiding officer shall appoint a temporary replacement until the matter is resolved. In the case of the President's recall, the Vice President shall automatically fill the position of interim president until the matter is resolved.

Section 4. A recall of a board member is initiated by simple majority of the Board of Directors or five (5) non board members in good standing. The Secretary shall inform the member targeted for recall in the notice of recall whether the Board or the names of the five (5) members in good standing initiated the recall action. Removal from office or membership on the board must be by 3/4ths vote of the members present. Recall of a board member or expulsion from the Association must be ratified by 3/4ths vote of the members present at a General Membership Meeting.

Section 5. Any individual member of the association shall lose all rights and privileges of office under the association if their license to sell insurance is revoked or if they are convicted of a felony or gross misdemeanor.

ARTICLE XI - Financial

- Section 1. The fiscal year of NOAHU shall be July 1 through June 30.
- Section 2. The Board of Directors shall install and maintain an efficient system of accounts and to that end shall engage Certified Public Accountants. There shall be an independent audit of the association's books every year.
- Section 3. The Board of Directors shall adopt a budget for the next fiscal year not later than May 1. A summary of the adopted budget will be presented at the Annual General Membership Meeting.
- Section 4. Disbursements shall not exceed the greater of revenue raised or the expenses budgeted, except by three-fourths (3/4) vote of the members of the Board of Directors. Budget deficits shall be made up at the end of the fiscal year by the Board of Directors in accordance with Louisiana Non Profit Statutes.
- Section 5. As soon as possible, after receipt of the Treasurer's final report following the close of the fiscal year, the Board of Directors shall publish in *News You Can Use*, the balance sheet and a statement of the receipts and the expenditures of the NOAHU for the previous year, duly certified by the Board.

ARTICLE XII - Logo

The Board of Directors shall establish an Association Logo to be used by the board and any member of the Association in accordance with the By-Laws of the National Association of Health Underwrites.

ARTICLE XIII - Parliamentary Authority

The current edition of Robert's Rules of Order governs this organization in all parliamentary situations that are not provided for in the law or in its charter, Bylaws, or adopted rules.

ARTICLE XIV - Amendments

- Section 1. Amendments to these Bylaws shall be made at any meeting of the Board of Directors of NOAHU by a two-thirds (2/3) vote of the members present and voting.

- Section 2. Proposed amendments to these Bylaws may be initiated by any of the following:
- A. Board of Directors
 - B. Individual Members through the Board of Directors
- Section 3. All proposed amendments must be submitted in writing to the Secretary at least sixty (60) days prior to the date of a regular meeting of the Board of Directors. The Secretary shall send a copy of all proposed amendments to the President and each board member, not less than forty-five (45) days prior to the date of said meeting. Upon approval by the Board, the Secretary shall send to the *New You Can Use* Editor a copy of the proposed changes for publication thirty (30) days prior to the General Membership Meeting in which the amendments shall be submitted for ratification and implementation.

ARTICLE XV - Dissolution

- Section 1. The New Orleans Association of Health Underwriters may resign from the National Association of Health Underwriters by dissolving the Corporation and by passing a Resolution of Resignation adopted by a three-fourths (3/4) vote of the active membership of both the NOAHU and the Louisiana Association of Health Underwriters. The adopted Resolution shall be sent by the Secretary of NOAHU by registered mail to the Executive Vice President of NAHU and shall become affective upon acceptance by the Board of Trustees. Upon verifying the vote for dissolution from the General Membership, the Secretary shall notify the Secretary of State of Louisiana, Corporations Division by registered mail of the dissolution of the corporate body of the New Orleans Association of Health Underwriters.
- Section 2. The formal written Motion of Dissolution of the NOAHU Corporation requires a three-fourths (3/4) vote of all Active Members and Life Members.
- Section 3. Upon dissolution and resignation, NOAHU and its former members shall surrender all rights to the use of the name, emblem, insignia, plate, sign, label or phrase indicative of membership in NAHU unless individuals become members of the state association, or another chapter within the state association, or members-at-large of NAHU if no other association exists within the state.

Section 4. State and local associations shall use funds only to accomplish the objectives and purposes specified in the By-Laws of the National Association of Health Underwriters and no part of said funds shall inure, or be distributed to the members of the local association in the event of dissolution or the charter revoked for cause in violation of the National Association of Health Underwriters By-laws. Immediately upon dissolution or revocation, the NOAHU Treasurer shall send all remaining association funds to the state chapter. If there is no state chapter, the funds are to be sent to the National Association of Health Underwriters Treasurer for placement in escrow as prescribed in Article XII, Section 5, D of the NAHU By-laws.

ARTICLE XVI - Previous Bylaws Superseded

These Bylaws, as revised, supersede all provisions of any previous New Orleans Association of Health Underwriter Bylaws. These By-laws shall be published on the association's website www.noahu.org.

See Standing Rules for the NOAHU General Membership Meeting with Installation of the Board.

--End--

Certification Statement

I, _____, Secretary of the New Orleans Association of Health Underwriters certify that at a General Membership Meeting on _____ A.D. 2007 located at Andrea's Restaurant in Metairie, Louisiana, it was resolved that the By-Laws of the New Orleans Association of Health Underwriters was amended in accordance with Louisiana Non Profit Law and the National Association of Health Underwriters By-Laws. The New Orleans Association of Health Underwriters is incorporated in Louisiana without charter as a nonprofit corporation. The By-laws act as the charter.

Signed on the _____ day of _____, Anno Domini 2007

By _____
President

Secretary

Corporate Seal

RESOLUTION TO AMEND BY-LAWS

Whereas, The New Orleans Association of Health Underwriters wishes to amend its By-laws in accordance with Article XIV.

Resolved, That Article II, Sec. 1 be replaced; Article III Section 2 be amended; Section 6, A be replaced; Article IV, Section 4, D and F be amended; Article IV Section H be added; Article V Section 1 be corrected; Article VI Section 2, B be deleted with Sections 5 and 7 being corrected; Article VII Section 2, C be deleted; Article VIII Section 1 add Standing Rules and Section 3 be amended; Article IX Section 7, B be deleted; Article X Section 2 add 14 days: and Article XVI be amended.

Further Resolved, That Annex A be deleted and transferred to Standing Rules by amendment of the Board of Directors.

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books, records, and the seal of the New Orleans Association of Health Underwriters duly formed pursuant to the laws of the State of Louisiana and the By-laws of the National Association of Health Underwriters and that the Board of Directors of the New Orleans Association has approved and the General Membership of the New Orleans Association has ratified the amended By-laws by 2/3 vote of the Membership present on the **12th day of June AD2007**.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the association seal of the above-named Association on this the **12th day of June, in the year of Our Lord 2007**.

A True Record.
Attest.

SEAL

Secretary