



NAIFA Illinois Proposed Bylaws

Revised Effective - July 1, 2019

Article I – Name, Territory, and Principal Office

Section 1. The name of this Association shall be the NAIFA Illinois, a nonprofit corporation. It shall be incorporated as such under the laws of the State of Illinois and hereinafter referred to as this Association.

Section 2: The territory of the Association shall correspond to geographical boundaries of the State of Illinois.

Section 3: The principal office(s) of the Association shall be located as determined by its Board of Directors.

Article II – Mission and Restrictions

Section 1: The mission of the Association is to advocate for a positive legislative and regulatory environment, enhance business and professional skills, and promote the ethical conduct of our members.

Section 2: All policies and activities of the Association shall be consistent with applicable federal, state, and local antitrust, trade regulation, or other legal requirements; and applicable tax exemption requirements, including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

Article III – Powers of the Association

Section 1: The powers of the Association shall be those provided in these Bylaws.

Section 2: The powers of the Association shall be:

- (a) To elect individuals to membership, and to suspend or revoke such memberships, and to appoint NAIFA local chapters, and to suspend or revoke such appointments.
- (b) To create and have affiliated units. Such units, having a mission or objectives consistent with those of this Association, shall fulfill the needs of certain specialized groups in the membership.
- (c) To manage, supervise, direct and control the business, property, and funds of the Association.
- (d) To take all actions necessary to carry out the mission of the Association.

Article IV – Role as a NAIFA State Chapter

Section 1: This Association shall serve as an appointed state chapter of the National Association of Insurance and Financial Advisors ("NAIFA") and shall be an association of elected individual members and appointed local chapters.

Section 2: All members of this Association must be members of NAIFA and all members of local chapters in this state shall be members of this Association.

Section 3: As an appointed NAIFA state chapter, this Association agrees to adhere to a NAIFA chapter agreement, as prescribed by the NAIFA Board of Trustees, and shall have such responsibilities and privileges as provided in such chapter agreement. If the Association fails to conform to provisions of its chapter agreement it may have its appointment as a chapter suspended or revoked by the NAIFA Board of Trustees as provided in the chapter agreement. The Association may resign as a NAIFA chapter, provided that all financial and other obligations of the Association to NAIFA have been fulfilled, and such resignation shall become effective when accepted by the NAIFA Board of Trustees, and by such resignation the Association shall surrender all right to use the NAIFA name and all other NAIFA property.

Section 4: As an appointed NAIFA state chapter, this Association shall organize, direct, and coordinate statewide and local-area programs, activities, and groups, in a manner consistent with its mission and with the terms and conditions of the NAIFA state chapter agreement.

Section 5: The Association, together with NAIFA, may appoint one or more local chapters of NAIFA within the state, which agree to adhere to a NAIFA chapter agreement, as prescribed by the NAIFA Board of Trustees, and which shall have such responsibilities and privileges as provided in such chapter agreement. NAIFA local chapters shall organize, direct, and coordinate local-area programs, activities, and groups, in a manner consistent with the NAIFA mission and with the terms and conditions of the NAIFA local chapter agreement. If a local chapter fails to conform to provisions of its chapter agreement it may have its appointment as a chapter suspended or revoked by the NAIFA Board of Trustees as provided in the chapter agreement. A local chapter may resign as a NAIFA chapter, provided that all financial and other obligations of the chapter to the Association and to NAIFA have been fulfilled, and such resignation shall become effective when accepted by the NAIFA Board of Trustees, and by such resignation the local chapter shall surrender all right to use the NAIFA name and all other NAIFA property.

Article V – Membership in NAIFA State Chapters

Section 1: Membership in this Association is available to qualified individuals in the active, associate, or honorary class, who agree to adhere to these bylaws, to the NAIFA Code of Ethics, and to other applicable membership rules and policies of NAIFA.

Section 2: Active Membership. (a) Active members of the Association shall be insurance and financial advisors licensed to sell life, health, or property-casualty insurance, or securities, such as agents, brokers, supervisors, general agents, managers, and others engaged in local management

and distribution. Individuals shall not be eligible for active membership unless they are clearly identified with the agency field as distinguished from the home office.

(b) The NAIFA Board of Trustees may designate a category of membership for individuals (Emeritus Members) who otherwise qualify for active membership and have reached a specified age.

(c) Active members must be members of NAIFA and live, work, or be licensed in or near the state of the Association. Active members who join the Association as a second (or additional) state chapter may be required to pay a second-chapter fee.

(d) Active members shall pay membership dues as determined by the NAIFA Board of Trustees and shall be entitled to all of the privileges of the Association, including voting and holding office.

(e) The NAIFA Board of Trustees may define other subcategories of the Active category of membership, including their qualifications, privileges, and obligations.

Section 3: Associate Membership. (a) Associate members of the Association shall be individuals affiliated in any capacity with the home office or agency office of an insurance company or those affiliated in any capacity with a profession or a publishing house, trust company or any other business organization related in any manner to the insurance and financial services industry. These may include, but are not limited to, accountants, attorneys, authors, editors, educators, publishers, trust officers and others in related fields of endeavor. The NAIFA Board of Trustees may define other subcategories of the Associate category of membership, including their qualifications, privileges, and obligations.

(b) Associate members shall pay membership dues as determined by the NAIFA Board of Trustees and shall be entitled to all of the privileges of the Association, except those of voting and holding office, provided that an associate member shall be entitled to vote for candidates for election to office in the Association and shall be entitled to be elected as a voting member of the board of directors (but not as an Executive Committee officer) of the Association. The number of associate members serving as directors on the Association's board of directors shall not constitute a majority of the board.

(c) There shall be a category of associate member known as "student associate member" for individuals enrolled in an accredited university, or such other academic institution which may be approved by the NAIFA Board of Trustees, and who have an interest in insurance or financial services. Persons who are eligible for active membership shall not be eligible for student associate membership. Student associate members shall pay membership dues as determined by the NAIFA Board of Trustees and shall be entitled to all the privileges of the Association except those of voting or holding office.

Section 4. Honorary Membership. Any person who has performed distinguished public service in the field of insurance and financial services, or in the community, and who is not an active or associate member of NAIFA may be elected as an honorary member of the Association for the

period of one or more years. An honorary member shall pay no membership dues and shall be entitled to all privileges of the Association except those of voting and holding office.

Section 5. Membership Admission, Resignation, and Discipline. Admission to membership in the Association shall be according to rules prescribed by the NAIFA Board of Trustees. Any member may resign by submitting written notice of resignation to NAIFA; however, resignation does not relieve a member from liability for dues accrued and unpaid as of the date of resignation. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reason for expulsion from membership and does not require advance notice to the member. Any member proposed for expulsion from membership or for other discipline for any reason other than failure to pay dues will be given notice of the proposed discipline, an opportunity to respond to the proposed discipline, and final notice of the decision, pursuant to the membership disciplinary process prescribed by the NAIFA Board of Trustees.

Article VI – Officers

Section 1: The officers of the Association shall be a President, an Immediate Past President, a President-Elect, a Secretary-Treasurer, a National Committeeperson, and an Association Executive (ex officio, without a vote). Officers shall be selected with due consideration to geographical distribution to ensure representation of members from throughout the state. The authority and duty of each officer shall be such as is defined in these bylaws.

Section 2: Each officer, except the Association Executive, shall be an active member in good standing of NAIFA. No person may hold more than one officer position in the Association at the same time except for the positions of Secretary and Treasurer, which may be combined.

Section 3: All officers except the Association Executive shall serve without compensation, except that the officers may be reimbursed for expenses in the performance of their duties.

Section 4. All officers except the State National Committeeperson and the Association Executive shall be elected annually by the Delegate Council at the time of the Association’s annual meeting, for a term of one year or until their successors are elected, in the manner prescribed in these bylaws. The National Committeeperson shall serve a three-year term or until a successor is elected. At such time the then current President-Elect and President shall automatically succeed to the offices of President and Immediate Past President, respectively, for a term of one year.

Section 5. The President shall preside at all Association Delegate Council and annual meetings and at all meetings of the Association Board of Directors and shall perform such other duties as usually pertain to the office of President. The President shall appoint and be an ex officio member of all standing and special committees of the Association.

Section 6. There shall be an Association Executive appointed by the Executive Committee and confirmed by the Board of Directors, for such a period, with such compensation, authority, duties, facilities, and assistance as the Board of Directors may be determined. The Association Executive shall be responsible for directing the effort and activities of the Association based on policy determined by the Board of Directors. The Association Executive shall be an Ex-Officio member

of all Standing or Special Committees. The Association Executive shall be the chief administrative officer of this Association and shall be responsible for the management of the Association offices, where all Association records shall be maintained. The Association Executive shall be responsible for the acquisition and discharge of such staff and resources as may be approved by the Board of Directors. The Association Executive shall have no vote as an ex officio member of the Board of Directors or Executive Committee.

Section 7. In the event of the inability of the President to perform the President's duties, the President-Elect shall perform the duties of, and have the same authority as, the President. The President-Elect shall also perform such other duties as usually pertain to the office, or as may be assigned by the President or the Board of Directors. The President-Elect, with the advice of the Board of Directors, shall anticipate the duties of the President during the next association year and prepare committee appointments no later than fifteen (15) days after advancement to the office of President.

Section 8. The Secretary-Treasurer, or the Association Executive with the approval of the Secretary-Treasurer, shall sign all official documents issued by this Association; affix the corporate seal of the organization when required; and perform such other duties as are requested by the President or the Board of Directors. The Secretary-Treasurer shall receive the funds paid to this Association, deposit the same in the official depositories designated by the Board of Directors, and disburse the same by order of the Board of Directors. The Secretary-Treasurer's accounts and books shall at all times be open to the inspection of the President, the Board of Directors and any auditors named by the Board of Directors. The Secretary-Treasurer shall make a report at the annual meeting of this Association, which shall be sent out to each member of the Board of Directors at least one (1) month in advance of the annual meeting, and at such other times as the President or the Board of Directors may require, and shall give bond for the faithful discharge of duties in a sum and with such sureties as may be required by the Board of Directors.

Section 9. The Immediate Past President shall perform such duties as may be assigned by the President or the Board of Directors.

Section 10. The National Committeeperson shall serve as the liaison between the Association and NAIFA, and between the Association and any local chapter in the state, and shall report back to and take counsel with the Association with reference to matters arising in and referred to the NAIFA National Council, the NAIFA Board of Trustees, and the various standing and special committees of NAIFA.

Article VII – Board of Directors

Section 1: The Association Board of Directors shall consist of the President, the Immediate Past President, the President-Elect, the Secretary-Treasurer, six Directors, and the Association Executive ex officio.

Section 2. Two (2) Directors shall enter upon their official duties on the first (1st) day of January each year and shall serve for a term of three (3) years or until their successor shall be duly elected and qualified.

Section 3. The Board of Directors shall determine the policies, strategic plan, and activities of this Association, elect and discipline members, approve the budget, approve all expenditures and authorize all disbursements, take counsel with committees, and have full administrative authority and general management in matters of this Association. The Board may authorize the employment of paid personnel.

Section 4. The construction and interpretation of these Bylaws by the Board of Directors shall, in the absence of contrary interpretation by the NAIFA Board of Trustees, be final and binding except as set forth in Section 5 of this Article.

Section 5. There shall be an Executive Committee composed of the President, the Immediate Past President, the President-Elect, the Secretary-Treasurer, and the National Committeeperson, and delegated to it are the duties and powers of the Board of Directors, with such duties to be performed and powers to be exercised only when the Board of Directors is not in session. The President or, in the President's absence or inability to perform, the President-Elect, shall have the power to call a meeting of the Executive Committee. The Executive Committee shall maintain minutes of all action taken by it, which shall be reported to the Board of Directors at its next meeting following any such action. Unless disapproved by vote of the majority of the Board present at such next meeting, the action of the Executive Committee shall be final to the same extent as though taken by the Board of Directors under these Bylaws. A quorum of the Executive Committee shall consist of not less than four (4) members.

Section 5. All decisions of the Board of Directors shall be final and binding upon the Association, except that upon notice of a minority of one less than 50% of the Board, filed with the Secretary within twenty-four (24) hours of any decision (except decisions concerning administrative matters), the action may be stopped and the matter referred for final determination by the Delegate Council, at the next regular or special meeting. In such case, affected third parties shall be immediately advised of such action.

Section 6. The Board of Directors shall meet in person, by telephone conference or by other lawful means at such times and places as may be determined by action of the Board, by call of the President, or by the written request of four members of the Board; provided that there shall be four meetings each year. Advance written notice of the time and place of every meeting of the Board of Directors shall be sent to each member of the Board by the Association Executive.

Section 7. The Board of Directors may, without meeting together, transact business by mail, electronic means or by teleconference to vote upon proposals provided to them by the Association Executive with the approval of the President. If, within twenty (20) days thereafter, a majority of the Board of Directors shall send in writing by mail, or electronic means to the Association Executive their vote in favor of any such proposal, said proposal shall be determined to have been adopted. The Ballots recording such vote shall be available at the following meeting of the Board of Directors before being destroyed.

Section 8. A majority of the Board of Directors shall constitute a quorum for the transaction of all business, except in cases where a larger vote is required under these Bylaws.

Section 9. If any vacancy occurs in any officer position, the Board of Directors shall fill such position until the next Association annual meeting. An officer may be removed from the Board for cause by a two-thirds vote of the Board of Directors, provided such officer is granted an opportunity to be heard as determined by Board policy.

Article VIII – Delegate Council

Section 1. The Delegate Council shall consist of all active and associate members who register for and attend the Annual Meeting. If the Board of Directors provides for Delegate Council voting without attendance at an Annual Meeting, or without a meeting, then the Delegate Council shall consist of all active and associate members.

Section 2. The Delegate Council shall hold one meeting each year, to be known as the Annual Meeting. For this meeting, a quorum of the Delegate Council shall consist of ten percent 10% of the active members registered and attending an Annual Meeting. Unless otherwise provided by the Bylaws, a majority vote of those eligible members of the Delegate Council voting shall govern. Cumulative and proxy voting shall not be permitted. The Delegate Council may take action without a meeting when determined by the Board of Directors and at such times a quorum of the Delegate Council shall consist of one-twentieth (1/20) of the active members of this Association.

Section 3. The Delegate Council shall confer and advise with the Board of Directors on matters relating to this Association.

Section 4: The powers of the Delegate Council are:

- (a) To elect Officers and Directors of this Association.
- (b) To suggest and recommend policy for consideration by the Board of Directors.
- (c) To amend the bylaws of this Association.
- (d) To review actions of the Board of Directors (other than administrative actions) taken subsequent to the last preceding meeting of the Delegate Council.
- (e) To overrule actions (other than administrative actions) of the Board of Directors submitted to it by referendum as set forth in Article VII, Section 5. For the purpose of overruling the Board of Directors a successful vote shall consist of at least two-thirds (2/3) of the total votes cast.

Article IX – Annual Meetings

Section 1. An annual meeting of this Association shall be held at such time and place as shall be determined by the Board of Directors.

Section 2. Special meetings of this Association shall be called by the President upon the request of 25% of the active members of this Association or upon the request of three-fourths (3/4) of the members of the Board of Directors. Special meetings may be held by means of the Internet or other permissible electronic communications, as the Board of Directors may direct. No business shall be transacted at a special meeting other than that specified in the notice of the meeting.

Section 3. The Association Executive shall give notice of the Annual Meeting to each member at least sixty (60) days prior to the date of the meeting, and an official call for any special meeting at least thirty (30) days prior to the date of the same.

Article X – Committees

Section 1. The President, in consultation with the Board of Directors, shall appoint the standing committees (Government Relations, Membership, and Professional Development and Education) and such other committees as the Board may determine, with such duties and such terms of appointment as the Board may prescribe. Any member of any committee may be removed at the discretion of the Board.

Section 2. The Government Relations Committee shall examine proposed legislation and regulations affecting life and health insurance and related financial services introduced in this state and by the federal government. The Committee shall submit any recommendations concerning approval, disapproval or revision of such legislation or regulations to the Board of Directors, and, where appropriate, shall present the view of this Association to proper committees of the Legislature and others and communicate recommendations to NAIFA. The Committee shall develop programs and activities to promote contributions to this Association's PAC and NAIFAPAC and to aid individuals in becoming more knowledgeable and involved in politics and government. The Committee shall seek to enhance awareness of the purposes and opportunities of NAIFAPAC and this Association's PAC by making contributions to selected candidates for state elective office. The Committee shall promote the involvement of this Association in the election of candidates for local, state, and national office, consistent with the legislative views of this Association. The Committee shall also identify and foster the creation of member relationships with elected officials. The Committee may carry out its duties through subcommittees or task forces on legislation, political action, and political involvement. One member of the Committee shall be appointed to the position of State IFAPAC Chair, to execute the political action functions of the Committee, and a different member of the Committee shall be appointed to the position of State APIC Chair, to execute the political involvement functions of the Committee, and the appointees shall be reported to NAIFA within 30 days of appointment.

Section 3. The Membership Committee shall assist with the development, coordination, and implementation of membership recruitment and retention campaigns of NAIFA and the Association.

Section 4. The Professional Development and Education Committee shall provide support for professional career development, educational, and other benefit programs for Association members.

Article XI – Revenue

Section 1. The NAIFA Board of Trustees shall establish rates for dues to be paid by each class, category, and group of members of NAIFA, including this Association, and shall allocate forty percent (40%) of such membership dues to this Association for the members of this Association. Notwithstanding the foregoing, for members who belong to NAIFA local chapters, NAIFA shall

allocate twenty percent (20%) of such members' membership dues to this Association and twenty percent (20%) of such members' membership dues to the local chapter(s) to which such members belong.

Section 2. The NAIFA Board of Trustees shall determine any procedure for the suspension and revocation of membership in NAIFA and in this Association for a member's failure to pay dues. Dues are not refundable, except as may be prescribed by the NAIFA Board of Trustees.

Article XII – Nominations and Elections

Section 1. At least three (3) months prior to the date of the annual meeting (or any meeting of the Delegate Council), the President shall appoint a Governance Committee to consist of at least three (3) members of this Association, and with one (1) member, if possible, being a Past President of this Association who will serve as Chair. The duties of the Governance Committee are to seek, receive, and prepare nominations for officer positions and to have general charge of the election of officers, directors and other matters brought to a vote of the Delegate Council.

Section 2. The Committee on Governance shall solicit recommendations of nominees for offices to be filled at the annual election and shall investigate the qualifications of all persons under consideration. No person shall be recommended for any office without the consent of such person being first obtained. The Governance Committee shall also prepare all resolutions to be brought before the Delegate Council during the annual meeting of this Association.

Section 3. No later than 45 days before each annual meeting, the Governance Committee shall select and announce for submission for the offices of President-Elect, Secretary-Treasurer, one (1) candidate for each of these offices, and shall also select and announce one (1) candidate for submission for each vacancy for any other officer or director position.

Section 4. The Governance Committee shall make its report to the Delegate Council at the annual meeting. Further nominations may be presented from the floor, provided that the name of any candidate for officer or director to be nominated from the floor must have been disclosed to the Secretary in writing no later than 30 days before each annual meeting.

Section 5. At such time during the annual meeting as may be fixed by the Board of Directors, and according to the procedures prescribed by the Board of Directors, the Delegate Council shall vote upon and elect the President-Elect, the Secretary-Treasurer and the number of other Directors necessary to fill vacancies by reason of expiration of the terms of office of the incumbents in accordance with these Bylaws.

Article XIII – Finance

Section 1. The NAIFA Board of Trustees shall prescribe the fiscal year for the Association.

Section 2. The Board of Directors shall, for each fiscal year, appoint a certified public accounting firm to express an opinion on the financial statements of the Association. The audited financial

statements of the Association and the report of the auditors for each fiscal year shall be published for the information of the membership.

Article XIV – Parliamentary Authority

Section 1. Robert’s Rules of Order (Revised) shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

Section 2. The rules of procedure may be suspended by two-thirds vote of those present and voting at any meeting.

Article XV – Amendment of Bylaws

Section 1: Amendments to these bylaws, if in conformity with the policies of NAIFA, may be made at any meeting of the Delegate Council by a majority vote of the members present and voting, provided that there shall be a quorum present. A quorum for these purposes shall be as provided in Article VIII, Section 2 of these bylaws. The Delegate Council may amend these bylaws without a meeting, by regular mail, electronic mail, online voting, or other permissible methods, as directed by the Board of Directors, where at least one-twentieth (1/20) of active members participate in the vote and where the amendment is approved by a majority of votes cast.

Section 2: Proposed amendments which are to be considered by the Delegate Council pursuant to Article XV, Section 1 of these Bylaws shall be received by the Secretary at least sixty (60) days prior to the date of the meeting (or the date a voting period begins in the absence of the meeting). The Secretary shall send a copy of all proposed amendments to each member of this Association not less than thirty (30) days prior to the date of the meeting (or the date a voting period begins in the absence of the meeting).

Section 3: Amendments to these Bylaws may be made by a majority vote of the full Board of Directors at any meeting of the Board of Directors, provided however, that the Board may not adopt any amendment which would limit the powers of the Delegate Council under these Bylaws. A copy of any amendment to these Bylaws adopted pursuant to this Section 3 shall be sent by the Secretary each member of this Association within twenty (20) days of the date of adoption of the amendment by the Board of Directors.

Section 4: Proposed amendments to these Bylaws shall be effective only when approved by the NAIFA Board of Trustees.

Article XVI – National Affiliation

Section 1. In recognition of the values of national fellowship and cooperation available to this Association through its privileges and rights of participation in the governance and activities of NAIFA, it is hereby declared a major policy of this Association to comply with its NAIFA State Chapter Agreement and to exercise fully those privileges and rights granted to it, and to discharge promptly all lawful obligations imposed upon it, by NAIFA. This Association shall conform to the accepted standards for NAIFA state chapters as set forth from time-to-time by the NAIFA Board of Trustees.

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

Section 3. The Board of Directors shall provide for the prompt payment of any indebtedness to NAIFA.

Section 4. Insofar as possible, this Association shall be represented by its President and National Committeeperson, or their duly appointed alternates, at all appropriate meetings of the NAIFA. Provision for the expense of representation at such conventions and meetings may be made by the Board of Directors in preparing the budget of this Association.