

Revised Bylaws of the NABIP Greater Cincinnati Ohio Chapter Revised 1/16/2023

ARTICLE I NAME AND TERRITORIAL LIMITS

Section 1. This organization shall be known as the NABIP Greater Cincinnati Ohio Chapter hereinafter referred to as NABIPGCO, a non-profit corporation incorporated as such under the laws of the state of Ohio and chartered by National Association of Benefits & Insurance Professionals, hereinafter referred to as NABIP.

Section 2. The territorial limits of NABIPGCO shall be the Southwestern Ohio and Northern Kentucky area. These limits shall not be changed unless permission shall have first been obtained from the governing bodies of the local association currently having jurisdiction in such territory, if applicable, of the National Association of Benefits & Insurance Professionals Ohio Chapter and the Board of Trustees of the National Association of Benefits & Insurance Professionals

ARTICLE II — PURPOSES

Section 1. The objectives of NABIPGCO shall be:

- A. To promote the common business interests of those engaged in the sale of health, disability, long-term care 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 selfimprovement of NABIPGCO 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 the best interest of the health, disability and related insurance industry and thus provide financial protection to the insuring public.
- G. To encourage adequate protection against the hazards of disability as a part of a wellrounded health, disability, long-term care 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 NABIPGCO the National Association of Benefits & Insurance Professionals.

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

ARTICLE III -- MEMBERSHIP

Section 1. Membership in NABIPGCO will be available upon timely payment of dues under the following designations:

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

Section 2. Individual Member

An individual member may be any individual licensed by his/her state licensing authority for the sale of health, disability, long-term care and related insurance products and services. Individual members may also include non-licensed individuals engaged in the distribution of health, disability, long-term care and related insurance products and services such as, but not limited to, home office personnel, those providing educational, training and consulting services and others engaged in the management and distribution of such products. Individual members who have paid their annual national, state and local dues will also be referred to as Active Members.

Section 3. Honorary Members

Honorary members shall be those individuals who have performed distinguished or meritorious service of recognized value to the NABIPGCO, and who are elected to honorary membership by the Board of Directors of NABIPGCO. (This is for National Association of Benefits & Insurance Professionals Greater Cincinnati Ohio Chapter recognition only.)

Section 4. Life Member

Life membership shall be granted when an individual member has been in good standing for a minimum of ten (10) consecutive years and 1) has attained age 65, or 2) retired, or 3) become unable to work due to disability. NABIPGCO dues shall be waived for such life member and privileges of individual membership shall be retained. Life member status shall be automatically conferred when all qualifications are met and application is made and verified by the National Association of Benefits & Insurance Professionals.

Section 5. Associate Individual Member

Where a person has Individual membership in another local association, that person may apply for associate membership with the National Association of Benefits & Insurance Professionals Greater Cincinnati Ohio Chapter. An associate member shall not have the right to vote or hold office. Dues will be the same as Individual Members.

Section 6. An individual member more than (90) days in arrears in payment of dues shall be dropped from the rolls as a member in good standing.

Section 7. Any individual member of NABIPGCO shall lose all rights and privileges of membership under NABIPGCO if the member's license to sell insurance is revoked or if the member is convicted of a felony or gross misdemeanor.

ARTICLE IV – NATIONAL AND STATE AFFILIATION

- Section 1. NABIPGCO agrees to be bound by the bylaws of the Ohio and National Association of Benefits & Insurance Professionals as adopted and amended.
- Section 2. The Board of Directors shall provide for the prompt review, approval and forwarding of all reports required or requested by the Ohio and National Association of Benefits & Insurance Professionals.
- Section 3. Insofar as possible, NABIPGCO shall be represented by its proper delegates, or their duly appointed alternates, at the annual meeting of the Ohio and National Association of Benefits & Insurance Professionals

ARTICLE V – DUES AND FINANCE

- Section 1. The fiscal year of NABIPGCO shall be January 1 through December 31.
- Section 2. NABIPGCO should operate with fiscal prudence and under an established budget.
- Section 3. Each active member of this Association shall pay local, state (if applicable) and national annual dues. Such annual dues shall be payable on the first day of the member's anniversary month as recorded by the National Association of Benefits & Insurance Professionals. All dues shall be submitted to and through the National Association of Benefits & Insurance Professionals.
- Section 4. The Board of Directors shall determine the amount of annual dues of this Association. 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 Benefits & Insurance Professionals, 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 Benefits & Insurance Professionals in writing of the Board-approved dues for the following year.
- Section 5. NABIPGCO's books of account shall be reviewed and/or audited at least once each year. The auditors shall be named by the Board of Directors and a copy of the audit with notes presented to the Board at the first Board meeting after its completion.
- Section 6. The Board of Directors shall determine the official depository or depositories for Association funds.
- Section 7. Checks require two (2) signatures one by the Secretary / Treasurer and/or the President and by another Officer.
- Section 8. Each year NABIPGCO Board of Directors may authorize use of a credit card by the President only. The credit card is to be used for Association business only in accordance with Section 2 of this Article. A receipt of any credit card transaction must be presented to the Secretary / Treasurer for review.
- Section 9. Transfers of money to/from the savings account to/from the checking account may be made by the Secretary / Treasurer after consultation with the Executive Committee.
- Section 10. Those persons designated in the Article to sign checks or use a NABIPGCO credit card shall be bonded to protect the funds of the NABIPGCO.

ARTICLE V -- OFFICERS

- Section 1. The officers of NABIPGCO shall be a President, a President-Elect, an Immediate Past President, and a Secretary/Treasurer and, if applicable, supported by a non-voting Association Executive Secretary Staff person.
- Section 2. Each officer shall be an Active Member in good standing of NABIPGCO, the National Association of Benefits & Insurance Professionals Ohio Chapter and National Association of Benefits & Insurance Professionals.
- Section 3. All officers shall serve without compensation.
- Section 4. Each year, all officers shall take office on the first day of July and shall serve for a term of one year, or until their successors shall be duly elected and qualified.
- Section 5. The duties of the officers shall be as follows:
- A. President – shall be the chief elected officer of NABIPGCO and shall preside over all meetings of NABIPGCO and the Board of Directors. The President shall be an exofficio member of all standing and special committees.
 - B. President-Elect – In the absence of the President, shall preside at all meetings and shall perform such other duties as may be assigned by the President or Board of Directors.
 - C. Immediate Past President - 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. The Immediate Past President shall serve in the absence of the President and President-Elect to preside at all meetings of NABIPGCO and the Board of Directors. In the event there is no outgoing President, this office shall remain vacant.
 - D. Secretary/Treasurer – shall be responsible for keeping records of membership, attendance, membership dues and minutes of the meetings of NABIPGCO and Board of Directors. The Secretary/Treasurer shall also be responsible for receiving all funds and dues paid to NABIPGCO, shall deposit such funds and dues in NABIPGCO's official depositories, and shall disburse such funds on the order of the Board of Directors. The accounts and books shall at all times be open to inspection by the President, the Board of Directors, and any authorized auditors. This office shall be responsible for the completion and submission of forms required by laws governing the administration and/or tax status of NABIPGCO.
 - E. Association Secretary, if applicable, appointed by the Board of Directors, for such period, such compensation, and with such authority, duties, facilities, and assistance as the Board of Directors may determine. NABIPGCO Association Secretary shall have no vote.
- Section 6. If an office shall become vacant due to death, disability, resignation, succession to another office or removal by due process of an officer, it shall be assumed immediately for its unexpired term by the officer who is next in the order of succession. The order of succession shall be: President Elect, Secretary / Treasurer.
- Section 7. If an office shall become vacant due to death, disability, resignation, succession to another office or removal by due process of an officer and no other officer is in the order of succession, the President shall, within thirty (30) days of the effective date of vacancy, appoint a member of NABIPGCO in good standing to fulfill the duties of the office for it

unexpired term. The appointment shall be subject to a 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 VI -- DELEGATES FOR ANNUAL AND SPECIAL MEETINGS OF AFFILIATED ASSOCIATIONS

- Section 1. Due to the large number of individual members and the large geographic area served by NABIPGCO the individual members of NABIPGCO shall exercise their voting rights through Delegates and Alternate Delegates.
- Section 2. Delegates and Alternate Delegates shall be elected at the Annual Meeting to represent and vote on behalf of members at Annual and Special meetings of NABIPGCO's Affiliated Associations.
- Section 3. The number of Delegates and Alternate Delegates elected shall be based on the number of members in good standing on the Record Date for determining the number of required Delegates and Alternate Delegates to represent NABIPGCO at meetings of its Affiliated Associations.
- Section 4. Removal of Delegates or Alternate Delegates during their term of office may be done by a majority vote of Board Members present at a regular Board meeting of NABIPGCO. If there is no available Alternate Delegate to serve, the Board of Directors may appoint one or more Delegates to represent NABIPGCO until the next Annual Meeting when Delegates and Alternate Delegates are elected.

ARTICLE VII -- BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of not more than fourteen members of which the officers listed in Article V and the Chairs of Committees listed in Article X are included. If any of the fourteen Director positions are vacant, the President may appoint Directors to fill the vacancies from those who have previously served as President of NABIPGCO.
- Section 2. Each director shall be an Active Member of NABIPGCO, the National Association of Benefits & Insurance Professionals Ohio Chapter and the National Association of Benefits & Insurance Professionals
- Section 3. All directors shall take office on the first day of January of each year following their vote of confidence at the Election meeting, and shall serve for a term one year, or until their successors shall be duly elected and qualified. Such vote of confidence shall be based on a simple majority of such members in attendance at the Election meeting.
- Section 4. The Board of Directors shall determine the policies and activities of NABIPGCO, approve the budget, approve all expenditures, and authorize all disbursements, and have the authority and responsibility to manage NABIPGCO's affairs.
- Section 5. 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 the 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 seven (7) days prior to the meeting. Meetings may be held either in person or telephonically or by other electronic means.

- Section 6. A majority of the Board of Directors shall constitute a quorum for the transaction of business.
- Section 7. The Board of Directors may vote on a motion distributed to them by mail or electronic means. Any such proposal shall be adopted if a 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 8. In the event a director position becomes vacant due to death, disability, resignation, recall or removal by due process, or by succession under Article VI., Section 6, 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).

ARTICLE VIII -- NOMINATIONS AND ELECTIONS

- Section 1. The election of officers and directors shall be held at a NABIPGCO meeting prior to July 1 of each year.
- Section 2. At least three (3) months prior to the election, The President shall appoint a Nominations Committee chaired by the Immediate Past President. The Nominations Committee shall solicit and receive nominations and prepare a slate of candidates. This Nominations Committee shall have general charge of the election process including the preparation, distribution, collection and counting of ballots, and reporting the results.
- Section 3. President shall notify all active members of NABIPGCO of the date, time, place of the election and the nominees.
- Section 4. At the election meeting, a nomination for an office may be made from the floor during the election meeting by an Individual member in good standing in accord with Roberts Rules of Order Revised.
- Section 5. Ballots shall be cast in person at the elections meeting.

ARTICLE X – COMMITTEES

- A.
- Section 1. There shall be the following standing committees:
- A. Executive Committee
 - B. Awards
 - C. Communications
 - D. Education and Program
 - E. Legislation
 - F. Membership and Member Relations
 - G. Public Service
- Section 2. Other special committees as the President may establish to perform specific tasks. Unless otherwise specified in these Bylaws and except for the Executive Committee, the President will appoint committee chairpersons, determine duties, terms of office and required reports, subject to a vote of confidence of the Members at the election meeting.

Section 3. The Executive Committee shall consist of the Officers of NABIPGCO (with the exception of the Association Executive Secretary Staff person). Subject to the direction and control of the Board of Directors, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors over matters that require action before the next meeting of the Board of Directors. All such powers and duties of the Board of Directors that the Executive Committee is authorized to exercise pursuant to this Bylaw, and all other powers and duties that the Executive Committee is authorized to exercise pursuant to other provisions by these Bylaws shall be subject to the following limitations:

Except for the powers reserved by law and in these Bylaws to the Board of Directors;

Except if the Board of Directors may by a majority of the votes of the Directors present at the time of the vote overrule any act or decision of the Executive Committee.

Section 4. Two members of the Executive Committee, present in person or as provided for in these Bylaws shall constitute a quorum.

Section 5. The Executive Committee will report all actions taken by it to the Board at the next regular meeting of the Board following the meeting of the Executive Committee at which such action is taken.

ARTICLE X – NATIONAL AND STATE AFFILIATIONS

Section 1. The NABIPGCO, operating as a free-standing association, agrees to honor the Bylaws of its affiliated associations specifically: National Association of Benefits & Insurance Professional Kentucky Chapter, the National Association of Benefits & Insurance Professionals Ohio Chapter, and NABIP as adopted and/or amended.

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

Section 3. Insofar as possible, NABIPGCO shall be represented by its proper delegates, or their duly appointed alternates, at the Annual Meetings of its affiliated associations.

ARTICLE XI -- MEMBERSHIP DUES

Each Individual member of NABIPGCO shall pay local, state, and national annual dues. Such annual dues shall be payable on the first day of their anniversary month as recorded at National. All dues shall be submitted to and through the National office of NABIP.

ARTICLE XII -- PARLIAMENTARY AUTHORITY AND RULES OF PROCEDURE

The current edition of Robert's Rules of Order (Revised) shall be the parliamentary authority for all matters of procedure not specifically covered in these Bylaws.

ARTICLE XIII -- APPROVAL OF BYLAWS AND AMENDMENTS

Any amendments of these Bylaws, if in conformity with the policy of NABIP, may be adopted by a two-thirds (2/3) vote of the membership present at any meeting of NABIPGCO, provided that written notice of this meeting and of the proposed amendment shall have been given to the membership at least one month prior to the meeting.

ARTICLE XIV -- REMOVAL FROM OFFICE

- Section 1. An officer, director or committee member of NABIPGCO may be removed for misconduct or wrongdoing in performance of duties of office including acts of dishonesty, fraud, or misrepresentation, or other reasonable cause as would prevent the effective performance of his/her duties.
- Section 2. No officer or director may be removed from office without a three-fourths (3/4) vote of the membership. A special meeting of the membership may be called for the purpose of removing an officer or director if the President of NABIPGCO receives written request for the officer or director's removal from a minimum of twenty-five (25) percent of the membership or upon vote of a majority of the Board of Directors.
- Section 3. Notice of recall or removal must be sent by registered mail to the affected individual advising of the action taken or about to be taken. Removal by due process requires notification prior to the vote for removal from office.
- Section 4. Recall from office of an officer or director of NABIPGCO shall cause the office to be vacant until removal from the office is achieved as described in Section 2 of this Article and a successor is appointed. Recall may also be initiated by the Board of Directors and can be achieved only by a three-fourths (3/4) vote of the Board.
- Section 5. Failure to achieve the required vote for removal will cause the immediate reinstatement of the recalled officer or director, and appointees replacing the recalled officer shall also be immediately discharged.

ARTICLE XV – INDEMNIFICATION

- Section 1. NABIPGCO, by resolution of the Board of Directors, provide for indemnification by NABIPGCO 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 NABIPGCO, except in relation to matters as to which such Director or officer or former Director or officer shall be adjudged in such action, suite or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.
- Section 2. NABIPGCO may pay expenses incurred by any such Director or Officer in advance of the final disposition of such action or proceeding;
- Provided, however that NABIPGCO shall have first received from the Director or Officer an undertaking or written agreement to repay NABIPGCO if upon final disposition of such action or proceeding he or she shall be adjudicated not to have been entitled to such indemnification.
- Section 3. NABIPGCO may purchase and maintain insurance on behalf of any person who is a director, officer, employee or agent of NABIPGCO, against any such expenses, judgments etc arising out of such persons' actions taken in the capacity, or arising out of his or her status as such, whether or not NABIPGCO would have the power to indemnify him or her against such liability under the provisions of this Article or under Ohio Revised Code.
- Section 4. The foregoing rights of indemnification shall not be exclusive of other rights o which any director, officer or other person may be entitled as a matter of law.

ARTICLE XVI - ASSOCIATION SUSPENSION, REVOCATION, DISBANDMENT OR RESIGNATION

- Section 1. Dissolution of NABIPGCO 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 Health Underwriters 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. NABIPGCO, 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. NABIPGCO's charter with the National Association of Benefits & Insurance Professionals may be suspended or revoked in accordance with appropriate sections of the bylaws of the National Association of Benefits & Insurance Professionals.
- Section 4. NABIPGCO shall use funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure or be distributed to its members in the event this Association is dissolved, or its charter revoked for cause in violation of the bylaws of the National Association of Benefits & 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 Health Underwriters for placement in escrow. Funds placed in escrow will be distributed in accordance with the procedures outlined in the bylaws of the National Association of Benefits & Insurance Professionals.

ARTICLE XVII - PREVIOUS BYLAWS SUPERSEDED

These Bylaws, as revised, supersede all provisions of any previous Bylaws of the National Association of Benefits & Insurance Professionals Greater Cincinnati Ohio Chapter or any predecessor organization.

APPENDIX A -- NABIP CODE OF ETHICS

- To hold the selling, service and administration of health insurance and related products and services as a professional and public trust and do all in my power to maintain its prestige.
- To keep paramount the needs of those whom I serve.
- To respect my clients' trust in me, and to never do anything which would betray their trust or confidence.
- To give all service possible when service is needed.
- To present policies factually and accurately, providing all information necessary for the issuance of sound insurance coverage to the public I serve.
- To use no advertising which I know may be false or misleading.
- To consider the sale, service and administration of health insurance and related products and services as a career, to know and abide by the laws of any jurisdiction Federal and State in which I practice and seek constantly to increase my knowledge and improve my ability to meet the needs of my clients.
- To be fair and just to my competitors, and to engage in no practices which may reflect unfavorably on myself or my industry.
- To treat prospects, clients and companies fairly by submitting applications which reveal all available information pertinent to underwriting a policy.
- To extend honest and professional conduct to my clients, associates, fellow agents and brokers, and the company or companies whose products I represent.