

AMENDED AND RESTATED BYLAWS
OF
LOS ANGELES ASSOCIATION OF HEALTH UNDERWRITERS
A California Nonprofit Mutual Benefit Corporation

June 17, 2010

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LOS ANGELES ASSOCIATION OF HEALTH UNDERWRITERS
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ARTICLE I
NAME, OFFICE AND TERRITORIAL LIMITS

Section 1. Name.

The name of this corporation is and shall be Los Angeles Association of Health Underwriters (hereinafter referred to as the “corporation” or “LAAHU”).

Section 2. Offices of the Corporation.

The principal office for the transaction of business of the corporation shall be located in Los Angeles County, California. The Board of Directors may change the principal office from one location to another. Any change of location of the principal office shall be noted in the minutes of the Board of Directors. Branch or subordinate offices may be established in such other locations as may be determined from time to time by the Board of Directors.

Section 3. Affiliation and Territorial Limits.

The corporation is part of the federation of state and local associations of health underwriters that are members of the National Association of Health Underwriters (“NAHU”). The territorial limits of this local association shall be all of Los Angeles County and shall include zip codes 90000 through 90620 inclusive and 90640 through 91900 inclusive, or as they may be revised from time to time.

ARTICLE II
PURPOSES

Section 1. General Purpose.

The general purpose of this corporation is to engage in any lawful act or activity in order to promote the common business interests of those involved in the group and individual benefits industry.

Section 2. Specific Purposes.

Within the context of the general purpose listed above, this corporation adopts the following specific purposes:

- a. To place the sale and service of all benefit plans upon the highest possible plane.
- b. To advance public knowledge for the need and advantage of all benefit plans.
- c. To provide and promote a program of continuing education and self- improvement for its members.
- d. To cultivate and promote good fellowship and loyalty among its members.
- e. To be active, as an association, in public affairs and to encourage its members to support and contribute to community activities.

- f. To promote the Code of Ethics of NAHU.
- g. To affiliate with and promptly discharge all lawful obligations imposed upon it by NAHU. To that end the corporation hereby agrees to be bound by the Bylaws of NAHU so long as those provisions do not conflict with federal, state or local law.
- h. Consult with and advise legislators of issues affecting the benefits industry.

ARTICLE III DISSOLUTION

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for nonprofit purposes. No part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to any individual. Upon the dissolution or winding up of the corporation, a prorated portion of its assets attributable solely to dues remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, may be distributed to its members, and any remaining assets shall be distributed to NAHU or another nonprofit fund, foundation, or corporation which has established its tax exempt status under section 501(c) of the Internal Revenue Code.

ARTICLE IV MEMBERS

Section 1. Membership and Voting Rights.

This corporation shall have one class of voting members (“Members”). Any person dedicated to the purposes of this corporation shall be eligible for membership provided he or she pays the appropriate membership dues, fees, and assessments established by the Board of Directors. Other non-voting classes of membership may be established as may be determined by the board of directors. The corporation and the board of directors will respect and create such non-voting classes as are necessary to satisfy the requirements of NAHU and the California Association of Health Underwriters (“CAHU”).

Each Member shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation.

Section 2. Dues, Fees, and Assessments.

Each Member must pay, within the time and on the conditions set by the Board of Directors, dues, fees and assessments in amounts to be fixed from time to time by the Board. Annual dues for Members shall be established coinciding with the policies and procedures of NAHU. Such annual dues shall be billed and collected by NAHU. Other dues, fees and assessments, including but not limited to dues, fees and assessments for other non-voting classes of members, may be established by the Board of Directors from time to time and may be collected by the Corporation.

Those Members as provided in Article IV, Section 1 of these Bylaws who have paid the required dues, fees and assessments within the prescribed period shall be deemed Members in good standing.

Section 3. Termination of Membership

- a. Expiration of Term. Memberships are issued for a period of time (“Term”) and shall

automatically expire when such period of time has elapsed unless the membership is renewed.

b. Resignation. Any Member may resign by filing a written resignation with the Secretary, which resignation shall take effect on the date of receipt or at a later date specified in the resignation. In the event of resignation prior to the end of a Term, there shall be no refund of paid membership dues, fees or assessments.

c. Expulsion or Suspension of Member.

A Member, including any members of non-voting classes of membership, may be expelled or suspended based on a good faith determination by the Board of Directors that expulsion or suspension is appropriate. The following procedures shall be followed in any expulsion or suspension proceeding:

(i) The Member shall be given 15 days' prior notice of the proposed expulsion or suspension and the reasons therefor. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the Member's last address as shown on the corporation's records.

(ii) The Member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board of Directors to determine whether the expulsion or suspension should take place.

(iii) The Board of Directors shall decide whether or not the Member should be expelled or suspended. The decision of the Board shall be final.

ARTICLE V MEETINGS OF MEMBERS

Section 1. Annual Meeting.

An annual meeting of Members shall be held during the month of June coinciding with the last membership event of the Members of the fiscal year at any place within California or outside California designated by the Board of Directors for the purpose of electing directors and officers pursuant to the provisions of these Bylaws and for the transaction of such other business as may come before the meeting.

In addition to the annual meeting of Members, there shall be regular membership events, which shall be held on the dates and times, as shall be fixed by the Board of Directors. No corporate business shall be enacted at the membership events, which will be primarily educational in nature.

Section 2. Special Meetings.

A special meeting of the Members for any lawful purpose may be called at any time by the Board of Directors, the President or five percent (5%) or more of the Members.

A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President, Vice President or the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the Members entitled to vote, in accordance with these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If

the notice is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of Members may be held when the meeting is called by the Board.

No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 3. Notice of Meeting.

Whenever Members are required or permitted to take any action at a meeting, written notice of the meeting shall be given, in accordance with these Bylaws, to each Member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the Members, but any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given. Pursuant to Section 5016 of the California Corporations Code, meeting notices containing the required information may be included in the corporation newsletter and shall be considered given as provided herein upon the mailing of said newsletter. Notice of any meeting of Members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written or electronic communication, charges prepaid, and shall be addressed to each Member entitled to vote, at the address of that Member appearing on the books of the corporation or at the address given by the Member to the corporation for purposes of notice.

Section 4. Notice of Certain Agenda Items.

Approval by the Members of the corporation of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- a. Removing a director without cause;
- b. Filling vacancies on the Board;
- c. Amending the Articles of Incorporation;
- d. Approving a contract or transaction between the corporation and one or more directors, or between the corporation and any entity in which a director has a material financial interest;
- e. Electing to wind up and dissolve the corporation; or
- f. Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the Articles or Bylaws, when the corporation is in the process of winding up.

Section 5. Quorum.

Fifteen percent (15%) of the voting power shall constitute a quorum for the transaction of business at any meeting of Members, provided, however, that if any annual meeting is actually attended by less than one third of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under Article V, Section 3 of these Bylaws. The vote of a majority of

Members present shall decide any question properly brought before such meeting unless a greater proportion is required by law or by the Articles of Incorporation or these Bylaws.

The Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough Members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

Any Members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Members represented at the meeting. No meeting may be adjourned for more than 45 days. When a Members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

Section 6. Voting.

Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, Members entitled to vote at any meeting of Members shall be Members in good standing as of the record date determined under Article V, Section 10 of these Bylaws.

Voting may be by voice or secret written ballot, except that any election of directors must be by secret written ballot that includes a "withhold" vote.

Section 7. Waiver of Notice or Consent.

The transactions of any Members' meeting, however called or noticed and wherever held, shall be valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present, and (2) either before or after the meeting, each Member entitled to vote, who is not present, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of Members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Article V, Section 4, of these Bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes.

A Member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 8. Action by Unanimous Written Consent.

Any action required or permitted to be taken by the Members may be taken without a meeting, if all Members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Members. The action by written consent shall have the same force and effect as the unanimous vote of the Members.

Section 9. Action by Written Ballot.

Any action that may be taken at any meeting of Members may be taken without a meeting by complying with these Bylaws.

The corporation shall distribute one written ballot to each Member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Article V, Section 3 of these Bylaws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement, (2) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures, and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action, (2) provide the Members an opportunity to specify approval or disapproval of each proposal, and (3) provide a reasonable time in which to return the ballot to the corporation. If the corporation has 100 or more Members, any written ballot distributed to 10 or more Members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification.

In any election of directors, a written ballot that a Member marks “withhold”, or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

A written ballot may not be revoked. All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least three years.

Section 10. Record Date for Notice, Voting, Written Ballots, and Other Actions.

a. Record Date Determined by Board

For purposes of determining the Members entitled to notice of any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may fix, in advance, a record date. The record date so fixed shall be:

(i) for notice of a meeting shall not be more than 90 or less than 10 days before the date of the meeting;

(ii) for voting at a meeting shall not be more than 60 days before the date of the meeting;

(iii) for voting by written ballot shall not be more than 60 days before the day on which the first written ballot is mailed or solicited; and

(iv) for any other action shall not be more than 60 days before that action.

b. Record Date Not Determined by Board

(i) Record Date for Notice or Voting. If not otherwise fixed by the Board, the record date for determining Members entitled (1) to receive notice of a meeting of Members shall be the business date next preceding the day on which notice is given or, if notice is waived, the business day next preceding the day on which the meeting is held and (2) to vote at the meeting shall be the day on which the meeting is held.

(ii) Record Date for Action by Written Ballot. If not otherwise fixed by the Board, the record date for determining Members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

(iii) Record Date for Other Actions. If not otherwise fixed by the Board, the record date for determining Members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

Section 11. Proxies.

Each Member entitled to vote shall do so only in person or by written ballot, as provided above, and shall not be permitted to vote by the giving of any proxies.

ARTICLE VI ELECTION OF DIRECTORS

Section 1. Nominations.

The Nominations Committee, as defined below, shall select qualified candidates for election to the Board at least 90 days before the date of any election of directors. This Nominations Committee shall make its report at least 30 days before the date of any election, and the Secretary shall forward to each Member, with the notice of meeting a list of all candidates nominated by the Nominations Committee under this Section. Any Member present at the annual meeting at which directors are to be elected may also place names in nomination.

Section 2. Solicitation of Votes.

The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to Members the nominee's qualifications and reasons for the nominee's candidacy, a reasonable opportunity for all nominees to solicit votes, and a reasonable opportunity for all Members to choose among the nominees.

ARTICLE VII BOARD OF DIRECTORS

Section 1. General and Specific Powers.

Subject to the limitations of these Bylaws, the Articles of Incorporation, and the laws of California, the affairs of the corporation shall be managed, and all corporate powers shall be exercised by, or under the direction of, a Board of Directors.

Section 2. Number, Tenure and Qualifications.

The corporation shall have not less than three (3) or more than twenty-five (25) directors. The exact number of directors shall be fixed, within the specified limits, by a resolution adopted by the Board.

The Board of Directors shall be composed of the President, Vice President (President-Elect), Secretary, Treasurer, the Immediate Past President (referred to collectively as the “Officer/Directors”), and the number of at-large directors (referred to as “At-Large Directors”) authorized by the Board. The Officer/Directors shall be elected by the Members at the annual meeting of Members as provided in Article VIII, Section 2 of these Bylaws and shall serve a term of one year as an Officer/Director. The At-Large Directors shall be elected by the Members at the annual meeting of Members and shall also serve one-year terms.

Director’s terms commence upon the first Board of Directors meeting following the Annual Meeting at which they were elected. Each director shall hold office until a successor shall have been elected. The Board may accept a resignation prior to filling that vacancy with a successor.

Section 3. Vacancies on Board.

A vacancy or vacancies on the Board of Directors shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony; (c) if the corporation holds assets in charitable trust, a director has been found by a final order or judgment of any court to have breached a duty arising under Section 7238 of the California Corporations Code; (d) the vote of the Members or, if the corporation has fewer than 50 Members, the vote of a majority of all Members, to remove any director; (e) the increase of the authorized number of directors; (f) the failure of the Members, at any meeting of Members at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting; or (g) the failure of a director to attend three or more meetings of the Board without approval by the President. The procedures followed in removing a director shall provide the director with reasonable notice and a reasonable opportunity to respond.

Except for vacancies created by removal of a director by the Members, vacancies on the Board shall be filled by the Board of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director’s term of office expires.

Section 4. Resignations.

Except as provided below, any director may resign by giving written notice to the President or the Secretary or the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director’s resignation is effective at a later time, the Board may elect a successor to take office when the resignation becomes effective.

Section 5. Compensation.

Directors shall not receive compensation for their services as members of the Board. Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee or otherwise and receiving compensation therefor or from receiving reimbursement for reasonable expenses, as may be determined by resolution of the Board.

Section 6. Regular Meetings.

Regular meetings of the Board shall be held without other notice than these Bylaws at any place designated from time to time by resolution of the Board. The Board shall meet a minimum of once each quarter.

Section 7. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President, Vice President, the Secretary or any two (2) directors.

Section 8. Notice of Special Meetings.

Notice of any special meeting of the Board shall be given upon four (4) days notice by first class mail or at least 48 hours notice given either personally, by telephone, including a voice messaging system, or by electronic transmission by the corporation. All such notices shall be given or sent to the director's address, telephone number, facsimile or e-mail as shown on the records of the corporation, and pursuant to the terms of Article XVII below. The notice shall state the time of the meeting and the place of the meeting but need not specify the purpose of the meeting.

Section 9. Participation in Meetings by Means of Conference Telephone.

Members of the Board may participate in a meeting of the Board by means of a conference telephone, electronic video screen communication, or electronic transmission by and to the corporation. Participation in a meeting through the use of conference telephone or electronic video screen communication pursuant to this section constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, constitutes presence at that meeting if both of the following apply:

- a. Each member participating in the meeting can communicate with all of the other members concurrently.
- b. Each member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to a specific action to be taken by the corporation.

Section 10. Quorum.

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions between the corporation and one or more directors or between the corporation and any entity in which a director has a material financial interest, (b) creation of and appointments to committees of the Board, and (c) indemnification of directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 11. Waiver of Notice.

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the

meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 12. Action Without a Meeting.

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such written consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE VIII
OFFICERS

Section 1. Officers.

The officers of the corporation shall be a President, an Immediate Past President, a Vice President, a Secretary, and a Chief Financial Officer who shall be known as the Treasurer. Officers shall have the powers and duties as specified herein and as may be additionally prescribed by the Board.

Section 2. Election and Term of Office.

All officers of the corporation, with the exception of the Immediate Past President, shall be elected annually by the Members at the annual meeting of the Members. Each officer shall hold office for one year or until a successor shall have been elected, unless otherwise removed.

Section 3. Resignation.

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 4. Vacancies.

Vacant offices may be filled by the President unless the officer has been removed by the Members. Vacant offices caused by removal by the Members shall be filled by the Members.

Section 5. President.

The President shall exercise general supervision over the various activities of the corporation. The President shall preside at all meetings, if present, and shall appoint chairpersons and members of committees as provided in these Bylaws.

The President shall select Members of the corporation as Delegates and Alternates to represent the corporation at the meetings of the House of Delegates of NAHU and of the House of Delegates of CAHU. To the extent practicable, as many Delegates and Alternates shall be selected as the corporation qualifies for under the formula then in effect by NAHU and CAHU. Notice of the selection of Delegates and Alternates shall be sent by the President to the offices of NAHU and CAHU within the prescribed time limits as established by NAHU and CAHU.

Section 6. Immediate Past President.

The Immediate Past President shall serve as an advisor to the Board of Directors, and shall perform other duties as directed by the President.

Section 7. Vice President.

The Vice President shall perform such duties as assigned by the President and Board of Directors including the assumption of duties of the President in the event of the President's absence, disability, or death.

Section 8. Secretary.

The Secretary shall be the chief recorder of the actions and resolutions of all meetings of the officers and Board of Directors, elections, and meetings of the general membership of the corporation, and shall see that the records of all such meetings are maintained. He or she shall perform such other duties as are assigned by the President and the Board of Directors.

Section 9. Treasurer.

The Treasurer shall be the chief financial officer of the corporation. He or she shall maintain all fiscal records in good order, and shall maintain such bank and savings accounts and pay all bills in a timely manner as directed by the President and the Board of Directors.

ARTICLE IX
COMMITTEES

Section 1. Standing Committees.

The corporation shall have standing committees, With the exception of the Nominations Committee, the chairpersons and members of these committees shall be appointed by the President of the corporation and may be removed by the President. Each standing committee shall be composed of at least two Members of the corporation. The standing committees of the corporation are:

- a. Membership Committee
- b. Nominations Committee
- c. Sales Conference Committee
- d. Programs Committee
- e. Education Committee
- f. Awards Committee
- g. Legislation Committee
- h. Media Relations / Public Affairs Committee
- i. Charitable Giving/Public Service Committee
- j. Political Action Committee
- k. Communications Committee

Section 2. Other Committees.

The President, with the approval of the Board of Directors, may create other committees, study groups and task forces that he or she deems necessary to carry out the purposes of the corporation.

Section 3. Membership Committee.

The Membership Committee shall:

- a. Encourage membership and membership retention in the corporation, CAHU and NAHU among all licensed agents, general agents and managers, brokers, and insurance company representatives and any other persons who earn their living from the sale and service of group and individual benefits.
- b. Maintain, or cause to be maintained, records of each new applicant and forward, or cause to be forwarded, each applicant's payment and application directly to NAHU.

Section 4. Nominations Committee.

The Nominations Committee shall be composed of the President-Elect, the Secretary, the Immediate Past President of the Corporation who shall serve as the Chairperson, and two other non-Board Members in good standing. If the Immediate Past President is unavailable, any other Past President may serve in the capacity of Chairperson. The Nominations Committee shall recruit candidates for all offices of the Corporation to be elected at the Annual Meeting of the Membership and shall submit this list to the Board of Directors no later than the April Board Meeting.

The Nominations Committee may recruit any member of the committee as a nominee. Committee members shall recuse themselves from voting on any motion before the committee that directly involves a nomination of themselves or any other person for a position to which that same committee member has been nominated or is known to be actively under consideration for the nomination.

Section 5. Sales Conference Committee.

The Sales Conference Committee shall arrange in accordance with all applicable laws a trade show at a local facility, including program topics, speakers, vendor booths, meals, room accommodations and facilities and further shall promote attendance to same. A sales conference shall be held as often as directed by the Board of Directors.

Section 6. Programs Committee.

The Programs Committee shall arrange the program topics and obtain speakers for every membership event of the corporation's Members as far in advance as possible, cooperating with the Board of Directors and other committees, and is responsible for promoting attendance at membership events and arranging necessary physical facilities.

Section 7. Education Committee.

The Education Committee shall aid in the promotion, development and extension of education and training facilities in the practice of individual and group benefits for the use and benefit of the Members and the public including, but not restricted to, NAHU endorsed educational programs and professional designations.

Section 8. Awards Committee.

The Awards Committee shall have the responsibility of recognition and participation in the LAAHU Paladin Award, or other award programs as directed by the Board of Directors.

Section 9. Legislation Committee.

The Legislation Committee shall:

- a. Examine laws and regulations, existing or proposed, affecting the individual and group benefits business;
- b. Keep the membership advised of the status of these laws and regulations;
- c. Submit recommendations for any legislative activity to the Board of Directors; and
- d. Assist in the implementation of the legislative programs of CAHU and NAHU.

Section 10. Media/Public Affairs Committee.

The Media/Public Affairs Committee will be primarily responsible for consumer and media relations, and providing educational materials for consumers and legislators, town hall meetings, or consumer-based educational meetings.

Section 11. Charitable Giving/Public Service.

The Charitable Giving/Public Service Committee shall:

- a. Review requests for charitable sponsorship, contributions and activities;
- b. Investigate proposed charities;
- c. Prepare reports and make recommendations to the Board as appropriate; and
- d. Monitor ongoing activities with current charities.

Section 12. Political Action Committee.

The Political Action Committee shall act as the liaison of the corporation to the statewide PAC affiliated with CAHU.

Section 13. Communications Committee.

The Communications Committee shall:

- a. Manage and coordinate the preparation, printing and distribution of a newsmagazine to the Members, and arrange for advertising in each issue as appropriate;
- b. Manage the corporation's website;
- c. Prepare, or direct the preparation of, flyers and other marketing and publicity for the corporation's activities;
- d. Manage and coordinate the publication and distribution of an annual membership directory; and,

- e. Review all written materials from the corporation prior to distribution.

ARTICLE X
FISCAL YEAR

The fiscal year of this corporation shall be from July 1st through June 30th.

ARTICLE XI
INDEMNIFICATION

Section 1. Indemnification.

The corporation shall, to the fullest extent permitted by law, indemnify and hold harmless its directors, officers, employees, agents and other persons, including persons formerly occupying any such position, from and against any and all claims, actions, proceedings, whether threatened, pending or completed, brought by reason of their respective position with or relationships to the corporation, including, without limitation, all reasonable attorneys' fees, costs and other expenses incurred in establishing a right to indemnification.

Section 2. Advancement of Expenses.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by such Bylaws shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 3. Insurance.

The corporation shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of its directors, officers, employees or other agents against any liability asserted against or incurred by any director, officer, employee or agent in such capacity or arising out of the director's, officer's, employee's or agent's status as such.

ARTICLE XII
BOOKS AND RECORDS

The corporation shall keep adequate and correct books and records of account, written minutes of the proceedings of its Members, Board of Directors, and committees of the Board, a copy of the Articles and Bylaws as amended to date, and a record of each Member's name and address.

ARTICLE XIII
ANNUAL REPORTS

Not later than one hundred twenty (120) days after the close of the corporation's fiscal year, an annual report shall be prepared in accordance with applicable state law. The corporation shall notify each Member yearly of the Members right to receive a financial report.

ARTICLE XIV

RULES OF ORDER

The rules contained in Robert's Rules of Order Newly Revised or as may be amended from time to time shall govern the corporation in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws, the Articles of Incorporation or then existing law.

ARTICLE XV AMENDMENTS TO BYLAWS

New Bylaws may be adopted, or these Bylaws may be amended or repealed, by the Board of Directors, except as to those matters requiring approval by Members under California law, which shall require the approval of the Members.

ARTICLE XVI PUBLIC COMMUNICATIONS

In the furtherance of the Specific Purposes of this corporation, as set forth in Article II, Section 2 herein, this corporation shall coordinate its stated public policy positions to those of NAHU and CAHU. Should any Member or director wish to adopt, publish or otherwise espouse contrary public policy positions, such Member or director must clearly indicate that these are individual positions and not given as a representative of the corporation.

ARTICLE XVII ELECTRONIC COMMUNICATIONS

For the purpose of notice, meeting and voting requirements of this corporation, both for Members and the Board of Directors, as set forth herein, the corporation hereby adopts Sections 20 and 21 of the California Corporations Code and the requirements applicable to consumer consent to electronic records as set forth in the Electronic Signatures in Global and National Commerce Act (15 U.S.C. Sec. 7001c)(1) as the regulations governing the use of electronic communications in those activities.

CERTIFICATE

I, _____, hereby certify:

That I am the duly elected and acting _____ of the Los Angeles Association of Health Underwriters, a California Nonprofit Mutual Benefit Corporation; and

That the foregoing Bylaws, consisting of ____ pages, including this one, constitute the Bylaws of said corporation, as duly adopted by the Board of Directors at a meeting held on December 1, 2005 at 9:30 am in Encino, California.

IN WITNESS WHEREOF, I hereunto set my hand this _____ day of _____, 20__
