

BYLAWS of the National Association of Benefits & Insurance Professionals Ohio Chapter

ARTICLE I – NAME AND TERRITORIAL LIMITS

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

Section 2. The territorial limits of this Association shall be confined to the state of Ohio.

ARTICLE II – PURPOSES

Section 1. The objectives of this Association 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, long-term care, and related insurance products, and services.
- **C.** To promote the adoption and application of high standards of ethical conduct in the health, disability, long-term care and related insurance products and service industry.
- **D.** To provide and promote a program of continuing education and self-improvement of Association members.
- **E.** To increase the knowledge of members concerning the principles, functions, and applications of health, disability, long-term care, and related insurance products and services.
- **F.** To promote education, legislation, regulation, and practices which are in the best interest of the health, disability, long-term care, and related insurance industry and thus provide financial protection to the insuring public.
- **G.** To encourage adequate protection against the hazards of disability as part of a well-rounded health, disability, long-term care and related insurance products and services program.
- **H.** To do such other things and to conduct such other programs so as to further the purposes of the National Association of Benefits & Insurance Professionals and the National Association of Benefits & Insurance Professionals Ohio Chapter.
- **I.** To coordinate and support the efforts of the various local Benefits & Insurance Professionals within Ohio.

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

ARTICLE III – MEMBERSHIP

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

- **A.** Individual Members
- **B.** Associate Individual Members
- **C.** Local Association Members
- **D.** Life Members
- **E.** Associate Company Members
- **F.** Affiliate Members

Section 2. 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. An associate member is an individual member of another state association. Such a member will not be a member for census or voting purposes.

Section 4. Each local association shall operate as a free-standing association. It shall have its own set of Bylaws. Each local association shall have representation on the Board of Directors of this Association.

Section 5. Life membership may be granted when an active member has been in good standing for a minimum of ten (10) consecutive years, and has: (1) attained age 65 and retired; or (2) become unable to work due to disability. Life members have the same rights and privileges as individual members. All future NABIP OHIO dues will be waived for such life member. 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 6. Associate Company membership shall be available to regional companies. Dues will be determined by the Board of Directors of this Association. Associate Company membership shall be available to those companies issuing, administering, or marketing health insurance and/or disability contracts, plans or services, or to those providing educational and training services, and who wish to assist this Association financially. Each Associate Company member

shall designate one person as the company's primary representative in this Association. Such a member will not be a member for census or voting purposes unless also qualified as an individual member in good standing.

Section 7. An Affiliate membership shall be available to individuals interested in participating in association benefits including: Networking, Professional Development (CE), and participation in the association's Worker's Compensation Program. Dues will be determined by the Board of Directors. Such a member will not be a member of the national organization and therefore such member will not be a member for census or national delegate purposes. Each Affiliate Company member shall designate one person as the company's primary representative in this Association.

ARTICLE IV – NATIONAL AFFILIATION

Section 1. This Association agrees to be bound by the bylaws of the 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 National Association of Benefits & Insurance Professionals.

Section 3. As far as possible, this Association shall be represented by its proper Delegates, or their duly appointed alternates, at the annual meeting of the National Association of Benefits & Insurance Professionals.

ARTICLE V – DUES AND FINANCE

Section 1. Each active member of this Association shall pay local, state 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. Any individual member more than ninety (90) days in arrears in payment of dues shall be dropped from the rolls as a member in good standing.

Section 2. The Board of Directors shall determine the number of annual dues of this Association, subject to the ratification of a majority of the local associations in the state. 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 state 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 3. The fiscal year of this Association shall begin on the first day of January of each year.

ARTICLE VII – OFFICERS

Section 1. The Officers of this Association shall be President, President-Elect, Immediate Past President, Vice President, and Secretary/Treasurer.

Section 2. Each Officer shall be an active member of this Association, and the Local and National Association of Benefits & Insurance Professionals.

Section 3. All Officers shall serve without compensation.

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

Section 5. The office of Immediate Past President shall be filled automatically by the outgoing President. In the event there is no outgoing President, this office shall remain vacant.

Section 6. If the office of the President shall become vacant due to death, disability, resignation, or removal by due process, the President-Elect shall assume the office for its unexpired term. The office of President-Elect shall become vacant until the next regular election. If the office of President becomes vacant and there is no President-Elect, the order of succession shall be Vice President, and then Secretary/Treasurer.

Section 7. If the office of President-Elect shall become vacant due to death, disability, resignation, or removal by due process, or by succession to the Presidency under Article VII, Section 6, the President shall, within thirty (30) days of the effective date of vacancy, appoint a member of this Association in good standing to fulfill the duties of the office for its unexpired term. The appointment shall be subject to a majority vote of approval by the Board of Directors. The office itself shall remain vacant until the next regular election.

Section 8. If the offices of Vice President and/or Secretary/Treasurer become vacant due to death, disability, resignation, recall or removal by due process, or by succession under Article VII, Section 6, the office(s) shall be filled by appointment by the President. The appointment shall be subject to a majority vote of approval by 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 VIII – DUTIES OF OFFICERS

Section 1. The duties of the Officers shall be as follows:

- **A. President:** The President shall be the chief elected Officer of this Association and shall preside over all meetings of this Association and the Board of Directors. The President shall be an ex officio member of all standing and special committees except the Nominations Committee.
- **B. President-Elect:** The President-Elect, in the absence of the President, shall preside at all meetings of this Association and the Board of Directors and shall perform such other duties as may be assigned by the President or Board of Directors.
- **C. Immediate Past President:** The Immediate Past President shall serve as an advisor to the Board of Directors and perform other duties as assigned by the President or Board of Directors. The Immediate Past President shall be the chair of the nominations committee.
- **D. Vice President:** The Vice President, in the absence of the President and the President-Elect, shall preside at all meetings of this Association and the Board of Directors and shall perform such other duties as may be assigned by the President or Board of Directors.
- **E. Secretary/Treasurer:** The Secretary/Treasurer shall be responsible for overseeing all records of membership, attendance, membership dues and minutes of the meetings of this Association and the Board of Directors and shall perform other duties as may be assigned by the President or Board of Directors.

ARTICLE IX – BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the Officers, two (2) elected Directors of each local association within the state, the current Chair of the NABIP OHIO Legislative Council and the Administrator (non-voting).

Section 2. Each Director shall be an active member of this Association, and the local and the National Association of Benefits & Insurance Professionals.

Section 3. All Directors shall serve without compensation except the Administrator.

Section 4. All Directors shall take office on the first day of July of each year following their election and shall serve for a term of one year. (See Article VII, Section 4.)

Section 5. The Board of Directors shall determine the policies and activities of this Association, approve the budget, authorize all expenditures and disbursements, and has the authority and responsibility to manage this Association's affairs.

Section 6. The Board of Directors shall meet no less than two (2) times per year or at the call of the President or at the request of four (4) presidents of Local Associations. The meetings shall be held at such times and places as may be determined by the President or Board of Directors.

Section 7. The Board of Directors may transact business by mail or electronic means by voting upon proposals presented to them. Any such proposal shall be adopted if a majority of the entire Board returns affirmative votes.

Section 8. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 9. In the event a Director position in this Association becomes vacant due to death, disability, resignation or removal by due process, or by succession under Article VII, Section 6, the position shall be filled in accordance with the Bylaws of the State or local association where the vacancy occurred. A vacancy in the position of Chair of the Legislative Council shall be filled by appointment by the President. The appointment of the Legislative Chair shall be subject to majority vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s).

ARTICLE X – ADMINISTRATOR

Section 1. The Administrator is 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.

Section 2. The Administrator shall have no vote.

ARTICLE XI - NOMINATIONS AND ELECTIONS

Section 1. The election of Officers shall be held at the annual meeting of this Association (NABIP OHIO).

Section 2. The election of voting Directors shall be held by the local associations prior to the annual meeting of this Association. The voting Directors have always been the President and President-Elect of the local associations and the local association appoints their alternate voting Directors. If the President/President-Elect is unable to attend a board meeting, one of the alternate voting Directors can vote in their place.

Section 3. The President of the Association shall appoint a Nominations Committee. The duties of this committee shall be to solicit and receive nominations and to prepare a slate of candidates. The Nominations Committee shall have general charge of the election process including the preparation, distribution, collection and counting of ballots, and reporting the results.

Section 3A: Defining a Nominee. A nominee must have been a past local president. In the event of no local president available, the board/nominations committee may vote to bring in a former local executive board member.

Section 4. The Nominations Committee shall prepare a ballot containing the names of all qualified nominees and distribute ballot materials to all Delegates* at least one (1) month prior to the date of the NABIP OHIO annual meeting. The ballots shall be cast at the annual meeting.

Section 5. With the exception of Immediate Past President, additional nominations may be accepted from the floor. Nominations from the floor cannot include an existing officer to run for a higher office that challenges a higher officer who has elected to run for office.

**See Article XIII, Section 2 (A delegate or alternate delegate shall serve for a one (1) year term commencing from the date of the NABIP OHIO Annual Meeting of Delegates following their selection).*

ARTICLE XII – COMMITTEES

Section 1. There shall be the following standing committees:

- **A.** Awards (Member Recognition)
- **B.** Education
- **C.** Executive
- **D.** Legislative Council
- **E.** Membership
- **F.** Nominations and Elections
- **G.** Such other committees as may be determined by the Board of Directors.

Section 2. Except for the Executive Committee, the President shall appoint the chairs and members of all standing, special or ad hoc committees and task forces with the sole exception being the local representatives of the Legislative Council who shall be placed on that committee by each local association. All appointments, with the exception of the local Legislative Council representatives and the Executive Committee, shall be subject to approval of the Board of Directors.

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

Section 4. The President may appoint special committees, with the approval of the Board of Directors and shall perform such duties as may be defined in their creation.

Section 5. The Executive Committee shall consist of the Officers of the Association (with the exception of the Administrator). 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 over matters that require action before the next meeting.

- **a)** Except for the powers reserved by law and in these Bylaws to the Board of Directors.

- **b)** 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.

Three members of the Executive Committee, present in person or as provided for in these Bylaws, shall constitute a quorum. The Executive Committee will keep a written record of all actions taken and report such actions to the Board at the next regular meeting.

ARTICLE XIII - NABIP OHIO DELEGATES

Section 1. The individual members of the Association shall exercise their voting rights through Delegates, with the sole exception being that matters concerning the dues of this Association shall be open to a vote of all individual members.

Section 2. A delegate or alternate delegate shall serve for a one (1) year term commencing from the date of the NABIP OHIO Annual Meeting of Delegates following their selection.

Section 3. NABIP OHIO Delegates and Alternate Delegates shall be selected by the local associations and shall be members of that local association.

Section 4. The number of NABIP OHIO Delegates selected from each local association shall be based upon the number of members in good standing. The record date for calculating Delegates shall be NABIP's official count as of the March 1st prior to the Annual Meeting. Each local member association shall be entitled to three (3) voting Delegates. One (1) additional voting Delegate will be allowed for each additional fifty (50) individual members above one hundred (100) individual members.

Section 5. The President of each local association shall certify the names and addresses (physical or email) of each delegate and alternate to the President of this Association no later than forty-five (45) days prior to the Annual Meeting.

Section 6. Any delegate or alternate delegate representing a local association may be removed by that local association. Any delegate who is the subject of removal proceedings shall be given reasonable notice and an opportunity to respond.

Section 7. The Officers of this Association and the current Chair of the NABIP OHIO Legislative Council shall also serve as Delegates.

ARTICLE XIV – MEETING OF NABIP OHIO DELEGATES

Section 1. The NABIP OHIO Annual Meeting of Delegates shall be held in the second quarter of each calendar year. While members may be represented by Delegates, any member may attend but may not vote (except as set forth in Article XIII, Section 1).

Section 2. A Special Meeting may be called by (a) a majority vote of the Board; (b) a written request signed by at least three (3) local association presidents; or (c) a petition signed by at least twenty-five (25) individual members from at least three (3) different local associations.

Section 3. Notice of any meeting shall be in writing and given at least thirty (30) but not more than ninety (90) days before the meeting date. Written requests for a Special Meeting may be submitted to the President, President-Elect, or Vice-President.

Section 4. A majority of the Delegates shall constitute a quorum, provided Delegates from at least fifty percent (50%) of all local associations within the jurisdiction of this Association are present.

Section 5. Every delegate or alternate delegate entitled to vote shall do so only in person and not by proxy, except as provided under Article XIV, Section 7.

Section 6. Voting may be done by voice or secret written/mailed ballot.

Section 7. Any action required or permitted to be taken by the Delegates may be taken without a meeting if a majority of all Delegates consent in writing.

Section 8. The transactions of any Meeting of Delegates, however called or noticed, shall be as valid as though taken at a meeting duly held, if a quorum is present and each delegate not present signs a written waiver of notice or consent.

ARTICLE XV – RECALL AND REMOVAL FROM OFFICE

Section 1. Any official or committee member may be removed from office for acts of dishonesty, fraud, misrepresentation, or other reasonable cause.

Section 2. Removal requires a three-fourths (3/4) vote of the Board of Directors.

Section 3. Notice of recall or removal must be sent by registered mail. Recall can be initiated by the Board or twenty-five percent (25%) of the membership and achieved by a three-fourths (3/4) vote of the Board.

Section 4. Recall from the office of an Officer or Director shall cause the office to be vacant until removal is achieved or a successor is appointed.

Section 5. Failure to achieve the required vote results in immediate reinstatement of the individual.

Section 6. Rights are lost if an individual's license to sell insurance is revoked or if they are convicted of a felony or gross misdemeanor.

ARTICLE XVI – PARLIAMENTARY AUTHORITY

Section 1. The current edition of “Robert’s Rules of Order” (revised) shall be the parliamentary authority for all matters not specifically provided for in the law or these bylaws.

ARTICLE XVII – AMENDMENTS

Section 1. Amendments to these bylaws may be adopted by a majority vote of the Delegates, provided one month’s written notice was given and a quorum is present.

Section 2. Amendments are effective only when approved by the National Association of Benefits & Insurance Professionals.

ARTICLE XVIII – INDEMNIFICATION

Section 1. The Association may, by resolution of the Board, provide for indemnification of Directors or Officers against expenses incurred in legal proceedings, except in cases of negligence or misconduct in the performance of duty.

Section 2. The Association may pay expenses in advance of final disposition, provided the individual agrees in writing to repay the Association if they are found not entitled to such indemnification.

Section 3. The Association may purchase and maintain insurance on behalf of any Director, Officer, employee, or agent against liability arising out of their status as such.

Section 4. These rights are not exclusive of other rights to which any person may be entitled as a matter of law.

ARTICLE XIX – DISSOLUTION

Section 1. Dissolution of this Association requires a Resolution of Resignation by a three-fourths (3/4) vote of all active members. Upon acceptance of the Resolution by the National Board of Trustees, members shall become active members of the existing local association nearest them.

Adopted May 4, 1993

Amended May 3, 1994, May 2, 1995, May 19, 1998, May 4, 1999

Revised May 17, 2007

Revised November 30, 2010

Revised April 23, 2018

Revised January 12, 2023

Revised March 27, 2026

APPENDIX A - NABIP CODE OF ETHICS

To hold the selling, service and distribution of disability insurance and health insurance plans as a professional and a public trust and to 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 may be false or misleading.

To consider the sale of disability income and health insurance plans as a career, to know and abide by the insurance laws of my state, and to seek to constantly 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 that may reflect unfavorably on myself or my industry.

To treat prospects, clients, and companies fairly by submitting applications that reveal all available information pertinent to underwriting a policy.

To extend honest & professional conduct to my clients, associates, fellow agents and brokers, and the company or companies whose products I represent.