

**Sacramento Association of Health Underwriters,**  
*Your Local Benefits Specialists*

Bylaws

Originally Created March 1991

Amended June 2001

Amended March 9, 2004

Amended August 17, 2005

**ARTICLE I**

**GENERAL**

***Section 1.01 Name***

This organization shall be known as the Sacramento Association of Health Underwriters, with the byline of Your Local Benefits Specialists, herein after referred to as the Association. Its principal office and place of business shall be in the County of Sacramento. The Sacramento Association of Health Underwriters is a local chapter of the California Association of Health Underwriters and is a not-for-profit organization chartered by the National Association of Health Underwriters.

***Section 1.02 Territorial Limits***

Insurance professionals who live or work in the counties located between and including San Joaquin County and the Oregon state border are eligible for membership in this organization.

**ARTICLE II**

**PURPOSE**

***Section 2.01 Purpose***

The purpose of the Association is defined by the mission statement, as follows:

The mission of the Sacramento Association of Health Underwriters is to promote and encourage the association of agents, brokers, and health insurance and other benefit professionals for the purpose of educating themselves and the public; and to advocate responsible health legislation and ethical industry practices.

***Section 2.02 Objectives***

The objectives of the Association are to place the sale and service of health insurance and employee benefits upon the highest possible plane;

to advance public knowledge for the need and benefit of health insurance and employee benefits;  
to provide and promote a program of continuing education for its members;

+

to be active as an association in public affairs and to encourage its members to support and contribute to community activities;

to advocate fair business practices as they relate to health insurance and employee benefits, to our members and to the insuring public;

and to promote the code of ethics of the National Association of Health Underwriters, hereby made a part of these bylaws

***Section 2.03 Limitation of Methods***

The Association shall be nonprofit, nonpartisan and nonsectarian.

***Section 2.04 Inclusiveness of Terms and Pronouns***

Wherever from the context it appears appropriate, each term stated in either the singular and plural pronouns stated in either the masculine, feminine or neuter gender shall include the masculine, feminine or neuter.

ARTICLE III  
ORGANIZATION

***Section 3.01 Organization***

This association shall manage, supervise, direct and control the business, funds, assets and property of the association. The Association may hire staff or contract for services to provide management and administrative support to the Association.

ARTICLE IV  
MEMBERSHIP

***Section 4.01 Membership***

Members in good standing of this Association shall be health insurance and employee benefits professionals who are engaged in the sale and service of health insurance and employee benefits. Membership in this Association includes membership in the California Association of Health Underwriters and the National Association of Health Underwriters. Members in good standing shall conduct themselves in a professional manner and adhere to the code of ethics of the National Association of Health Underwriters.

***Section 4.02 Associate Membership***

Associate membership shall be limited to unlicensed health insurance and employee benefits professionals, and to licensed health insurance and employee benefits professionals who are non-commissioned and who function only as support administrative staff, or who can give proof that they are members in good standing of another chartered Association of Health Underwriters in the State of California.

The Board of Directors shall have final determination of classification of any member.

Each member shall be entitled to one vote.

***Section 4.03 Eligibility and Qualification For Membership***

Any person eligible for membership under Section 4.01 and 4.02 of these Bylaws is qualified for membership.

***Section 4.04 Admission to Membership***

Any person eligible for membership under Section 4.01 and Section 4.02 of these bylaws and qualified for membership under Section 4.03 of these bylaws, shall be admitted to membership upon payment of dues as outlined in Section 4.05, and submittal of a completed, signed application for membership.

***Section 4.05 Dues***

Dues payable to the Association by members shall be in such amounts as shall be determined by resolution of the Board of Directors. In no event shall the dues exceed a maximum amount established by the Board of Directors from time to time. Dues shall be payable for the first year on admission to membership and annually thereafter at such times as may be fixed by the Board of Directors. Dues shall be billed by the National Association of Health Underwriters and shall include the amount due to the National Association and the state and local chapter.

Dues payable to the Association by associate members shall be in such amounts as shall be determined by resolution of the Board of Directors. In no event shall the dues exceed a maximum amount established by the Board of Directors from time to time. Dues shall be payable for the first year on admission to membership and annually thereafter at such times as may be fixed by the Board of Directors.

A member or associate member, on learning the amount of the dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except where the member is, by contract or otherwise, liable for dues.

***Section 4.06 Assessments***

Memberships shall be nonassessable.

***Section 4.07 Number Of Members***

There shall be no limit on the number of members the Corporation may admit.

***Section 4.08 Transferability Of Membership***

Neither the membership in the Association nor any rights in the membership may be transferred or assigned for value or otherwise.

***Section 4.09 Membership Roster***

The Association shall keep in written form (or in any form capable of being converted into written form) membership information containing the name, address, and other pertinent information of each member. The information shall also contain the fact of termination and the date on which such membership ceased. Such information shall be kept at the principal office of the Association and shall be subject to the rights of inspection required by law and set forth membership is issued for in Section 4.12 of these Bylaws.

***Section 4.10 Inspection Rights of Members***

A member, or associate member, in good standing may view a list of the names, address and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the latter of sixty (60)-days after the demand is received or after the date specified therein as the dates as of which the list is to be compiled.

(a) Members Permitted to Exercise Rights of Inspection

The rights of inspection set forth in Section 4.12 of these Bylaws may be exercised by the following:

1. Any member, for a purpose reasonably related to such person's interest as a member;
2. The authorized number of members for a purpose reasonably related to the members' interest members; and

***Section 4.11 Nonliability of Members***

A member of the Association shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the Association.

***Section 4.12 Termination of Membership***

(a) Causes

The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

1. The voluntary resignation of a member;
2. Where a period of time, the expiration of such period of time;
3. The death of a member;
4. The dissolution of members or associate members;
5. The nonpayment of dues, subject to the limitations set forth in Section 4.13 of these Bylaws; and
6. The termination of all memberships or any class of members upon the amendments of these bylaws permitting the termination.

(b) Nonpayment Of Dues

The membership of any member who fails to pay his or her dues when due and within ninety (90) days thereafter shall automatically terminate at the end of such ninety (90) day period.

(c) Effect Of Termination

All rights of a member in the Association and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, or arising from contract or otherwise. The Association shall retain the right to enforce any such obligation or obtain damages for its breach.

## ARTICLE V MEETINGS OF MEMBERS

### ***Section 5.01 Place***

Meetings of members shall be held at the principal office of the Association (or such location within the State of California as may be designated from time to time by resolution of the Board of Directors.)

### ***Section 5.02 Regular Meetings***

Regular meetings of members shall be held at such time and place as shall be fixed by the board of directors.

### ***Section 5.03 Special meetings***

Special meetings of members shall be called by the President of the Association and held at such place as is fixed in Section 5.01 of these Bylaws or at such times and places within the State of California as may be ordered by resolution of the Board of Directors. Five (5) percent or more of the members of the Association may call special meetings for any lawful purpose.

### ***Section 5.04 Annual Meetings***

The annual meeting of the Association shall take place during July of each year. The time and location shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

### ***Section 5.05 National Association Meetings***

The Board of Directors shall elect and designate members of the Association as delegates to represent this association at the meetings of the House of Delegates of The National Association of Health Underwriters. Alternate delegates may also be elected. Notice of the election of this association's delegates shall be sent by the secretary to the office of NAHU within the prescribed time limits as established by NAHU in its bylaws. There shall be additional delegates elected as membership exceeds prescribed numbers in the NAHU bylaws.

### ***Section 5.06 Notice Of Meetings***

Written notice of members shall be either personally delivered, faxed, electronically transmitted by email, or mailed by first-class (or registered or certified) United States mail, postage prepaid ten (10) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat. In the event given by mail or other means written communication, the notice shall be addressed to the member at the address of such member appearing on the books of the Association at the address given by the member to the Association for the purpose of notice. Where no such address appears or is given, notice shall be given at the

principal office of the Association. The Secretary or Assistant Secretary of the Association, for the purpose herein mentioned, shall execute an affidavit of the giving of the notice of the meeting of members. In the case of specially called meeting of members, notice that a meeting will be held at a time requested by the person or persons calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the President of the Association shall be sent to the members forthwith and in any event within twenty (20) days after the request was received.

No meeting of members may be adjourned for purposes of continuation at a later time or alternative location for more than forty-five (45) days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

***Section 5.07 Contents Of Notice***

The notice shall state the place, date, and time of the meeting. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

***Section 5.08 Waivers, Consents, And Approvals***

The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though transacted at a meeting duly held after regular call and notice, if quorum is present in person and if, either before or after the meeting, each of the persons entitled to vote but not present in person signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be made a part of the minutes of the meeting.

***Section 5.09 Quorum***

A quorum at any meeting of members shall consist of ten percent of the members in good standing.

***Section 5.10 Loss of Quorum***

The members present at a duly called or held meeting at which quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

***Section 5.11 Adjournment For Lack Of Quorum***

In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person, but no other business may be transacted except as provided in Section 5.09 of these Bylaws.

***Section 5.12 Voting***

**(a) One Vote Per Member**

Each member is entitled to one vote on each matter submitted to a vote of the members.

(b) Record Date Of Membership

The record date for the purpose of determining the members entitled to notice of any meeting of members is twenty (20) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is twenty (20) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action is twenty (20) days prior to such other action.

(c) Cumulative Voting

Cumulative voting shall not be authorized for the election of directors or for any other purpose.

(d) Proxy Voting

Members entitled to vote shall not be permitted to vote or act by proxy.

(e) Limitations Pertaining To Election Of Directors

Directors shall be elected by written ballot.

(f) Solicitation Of Ballots

Ballots shall be solicited in a manner consistent with the requirements of giving notice of members, meetings set forth in Section 5.05 of these Bylaws and of voting by written ballot set forth in Section 5.11 of these Bylaws. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.

(g) Revocation Of Ballot

A written ballot may not be revoked.

***Section 5.13 Conduct Of Meetings***

(a) Chairman

The President of the Association or, in his or her absence, any other person chosen by a majority of the members present in person shall be Chairman of and shall preside over the meeting of members.

(b) Secretary of Meetings

The Secretary of the Corporation shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meetings.

(c) Rules Of order

The Robert's Rules of Order, as may be amended from time to time, shall govern the meeting of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, or the law.

## ARTICLE VI DIRECTORS

The Board of Directors shall be composed of 14 members, one-third (1/3) of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have been qualified; and no more than two (2) appointed members appointed by the President with Board consent whose term expires with that of the appointing President; provided, however, that such appointments, taking into consideration the Board membership of the immediate Past President, shall not increase the total number of Directors to more than seventeen (17) members.

### ***Section 6.01 Selection And Election Of Directors***

(a) Nominating Committee - At the regular January Board meeting, the President shall appoint a Nominating Committee from three to five members of the Association. The President shall designate the chairperson prior to February 1st. The Nominating Committee shall present to the Executive Director a slate of candidates to serve three-year terms to replace the Directors whose normal terms are expiring.

(b) Election of Directors - Each candidate must be an active member in good standing and have agreed to accept the responsibilities of directorship. No Board member may be elected to two consecutive three year terms, provided, however, that this limitation to a three year term shall not apply to a Board member that serves as officer, pursuant to the provisions of Article VII, of these Bylaws. When an Immediate Past President's term on the Board of Directors expires with his/her terms as President, he/she will automatically become an appointed member of the Board the following year. The Nominating Committee shall take into account achieving a balance among industrial, distributive, retail, service and professional Board members, shall strive for geographical representation and shall consider current committee service when choosing nominees for the Board.

### ***Section 6.02 Publicity Of Nominations/Elections***

The Directors shall be elected by written ballot, upon receipt of the report of the Nominating Committee, the Secretary shall at least ten (10) days prior to the election mail to each member of the Association, a ballot containing a list of the candidates for election to the Board including a provision for write-in choice under the name of each candidate and the date of the election. All ballots must be received in Association office by 5:00pm the day of election.

### ***Section 6.03 Determination***

All newly elected Board members shall be in attendance with the outgoing Board members at the first regularly scheduled meeting in June for the election of officers.

***Section 6.04 Vacancies***

A member of the Board of Directors who shall be absent from three (3) regular meetings of the Board of Directors may be dropped from membership on the Board by a majority vote of its members voting at any meeting thereof. The Director to be dropped shall be given notice, and the right to a hearing. Vacancies on the Board of Directors and officers shall be filled by the vote of a majority of the remaining members of the Board of Directors.

***Section 6.05 Policy***

The Board of Directors is responsible for formulating the policies of the organization. These policies shall be maintained in a Policy Manual or like instrument, to be reviewed and revised as necessary.

***Section 6.06 Dismissal***

Any Director may be removed for good and sufficient cause, as determined by a two-thirds (2/3) vote of the Board of Directors present when a quorum has been established.

***Section 6.07 Management***

The Board of Directors shall contract the services of an Executive Director who shall be the Assistant Secretary of the Corporation, and shall fix his/her compensation and other considerations of services rendered.

***Section 6.08 Compensation***

The Directors shall serve without compensation.

***Section 6.09 Meetings***

(a) Regular and special meetings of the board of directors shall be called by the President of the Association.

(b) All meetings of the board shall be held at the principal office of the Association or as changed from time to time as provided in Section 5.01 of these Bylaws.

(c) Time of Regular Meetings

Regular meetings of the Board shall be held, without call nor notice, at a predetermined time and date each month, set by the president at a specified location.

(d) Special Meeting

Special meetings of the Board may be called by the Board or the President or any Vice-President or the Secretary or any two (2) Directors. Special meetings shall be held on four (4) days notice by first-class mail, postage prepaid, or on forty-eight (48) hours notice delivered personally or by telephone or electronic mail. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or on approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereof or at its commencement, the lack of such notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(e) Quorum

A majority of the authorized number of Directors constitutes a quorum of the Board of Directors for the transaction of business, except as hereinafter provided.

(f) Transactions of The Board

Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that any meeting at which a quorum as initially present may continue to transact business notwithstanding the withdrawal of Directors if any action is taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the law, the articles, or these Bylaws.

(g) Conduct Of Meetings

The President shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the meeting. Members of the Board may participate in a meeting through use of conference telephone or similar communication equipment, so long as all members participating in such meeting can hear one another. Such participating shall constitute personal presence at the meeting.

(h) Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time to of the adjourned meeting to the Directors who were not present at the time of the adjournment.

***Section 6.10 Action Without Meeting***

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing, either manually or electronically, to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by manual or electronic written consent shall have the same force and effect as the unanimous vote of such Directors.

ARTICLE VII  
OFFICERS

***Section 7.01 Number And Titles***

The officers of the Association shall be a President, a President-elect, Vice Presidents, a Secretary, a Treasurer, and such other officers with such titles and duties as shall be determined by the Board as may be necessary to enable it to sign instruments. The Secretary and Treasurer may be one and the same person. The President is the general manager and chief executive officer of the Association. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

### ***Section 7.02 Appointment and Resignation***

The officers shall be elected by the Board and serve at the pleasure of the Board, subject to the rights, if any, of an office under any contract of employment. Any officer may resign at any time on written notice to the Association without prejudice to the rights, if any, of the Association under any contract to which the officer is a party.

### ***Section 7.03 Duties Of officers***

#### **(a) President**

The President shall serve as the Chairman of the Association and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The President shall assign Vice Presidents to committee responsibility, subject to Board approval. The President shall, with advice and counsel of the Vice Presidents determine all committees; select all chairmen; assist in the selection of committee personnel.

The President shall be a member of the Board of Directors of the California Association of Health Underwriters, and shall be expected to attend board meetings as called by the President of that association.

#### **(b) President-Elect**

The President-Elect shall exercise the powers and authority and perform the duties of the President. The president-elect shall perform the duties as the title by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and Board of Directors.

#### **(c) Vice Presidents**

The duties of the Vice Presidents shall be as such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and Board of Directors.

#### **(d) Treasurer**

The Treasurer shall be responsible for the safe guarding of all funds received by the Association and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors, subject to disbursement as provided in Section 8.02. The Treasurer shall cause a monthly financial report to be made to the Board.

#### **(e) Secretary**

The Secretary shall keep, or cause to be kept, a Book of Minutes at the principal executive office or such other place as the Board of Directors may order, of all actions taken at all Meetings of the Directors and members, with the time and place of holding whether Regular or Special, and if Special, how authorized, the notice thereof given, the names of those present at Directors' Meetings, the number of members present or represented at members Meetings and the proceedings thereof. The Secretary shall keep, or cause to be kept at the principal office a membership roster showing the names of the members and their addresses. The Secretary shall give, or cause to be given notice of all the Meetings of the members and the Board of Directors required by the Bylaws or by the law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(f) Executive Director

The Executive Director shall be the chief administrative officer of the Association. He/She shall serve as Assistant Secretary of the Board of Directors, and cause to be prepared notices and minutes of the meetings of the Board. The Executive Director shall serve as an advisor to the President and the Board. He/She shall assemble information and data and cause to be prepared special reports as directed by the program of the Chamber. The Executive Director shall be a non-voting member of the Board of Directors and the Executive Committee. With assistance of the Vice President, he/she shall be responsible for administration of the programs in accordance with the policies and regulations of the Board of Directors. With the cooperation of the Executive Committee and Treasurer, he/she shall be responsible for the preparation of the operating budget covering all activities of the Association, subject to approval by the Board of Directors. He/She shall be responsible for all expenditures from approved budget allocations.

ARTICLE VIII  
RECORDS AND REPORTS

***Section 8.01 Keeping Records***

The Association shall keep adequate and correct records of accounts and minutes of the proceedings of its members, Board, and committees of the Board. The Association shall also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

ARTICLE IX  
COMMITTEES

***Section 9.01 Executive Committee***

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its action. It shall be composed of the President, Secretary, Past-President, President-Elect, Vice-Presidents, Treasurer and the Assistant Secretary. The President will serve as Chairman. They shall meet on due notice given by the Secretary for consideration of Association business between regular Director's meetings.

***Section 9.02 Appointment and Authority***

Committees - The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairpersons. He/she may appoint such ad hoc committees and their chairmen as he/she deems necessary to carry out the program of the Association. Committee appointments shall be at the will and pleasure of the President and in no event shall exceed the term of the appointing President. The committees shall act at the direction of the President, with

recommendations to the Board of Directors, and carry on such activities as may be delegated to them by the Board. Committees may include

- Legislative Affairs
- Political Action Committee Representation
- Membership
- Programs
- Education
- Awards and Recognition
- Public Relations
- Community Service
- Special Events for fund-raising purposes

***Section 9.03 Actions***

Except as provided in Section 7.01, no action by any members, committee, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the Association until it shall have been approved or ratified by the Board of Directors. All resolutions or actions taken by the Board shall be made public only over the signature of the President and Executive Director. Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee. No financial obligation shall be incurred by councils, committee, officers, employees or member, without authority from the Board of Directors. Each special event must have a budget compiled by the Chairman and Association staff presented to the Executive Committee for approval and final approval by the Board of Directors.

ARTICLE X  
FINANCES

***Section 10.01 Funds***

All money paid to the Association shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account.

***Section 10.02 Disbursements***

Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check signed by any two (2) of the following: the Executive Director, the officers of the Corporation, or other Board members from time to time designated by the Board, who have signature cards on file with the bank administering the Association account.

***Section 10.03 Fiscal Year***

The fiscal year of the Association shall close on June 30<sup>th</sup>.

**Section 10.04 Budget**

As soon as possible after election of the new Board of Directors and officers, the Executive Committee shall compile a budget of estimated expenses for the coming year and submit it to the Board of Directors for approval. Budget adjustments and revision: The Board shall be authorized to adjust and/or revise the annual budget to conform with any limitations or expenses allowed or created by changes in the gross income according to changing conditions throughout the year.

**Section 10.05 Financial Review**

The financial accounts of the Association shall be reviewed by a certified public accountant. The annual review shall be at all times available to members of the organization within the offices of the Association

**Section 10.06 Procedure**

The Association shall use its funds only to accomplish the objects and purposes specified in these Bylaws, and not part of said funds shall insure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to the National Association of Health Underwriters.

ARTICLE XI  
AMENDMENTS

**Section 11.01 Revisions**

These Bylaws may be amended or altered by a two-thirds vote of the Board or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes a draft version or digest of the proposed amendments. Any proposed amendment or alteration shall be submitted in writing to the Board or the membership at least ten (10) days before the meeting at which the changes are to be acted upon.

Certificate of Secretary

of

The Sacramento Association of Health Underwriters  
a California Nonprofit Association

I hereby certify that I am the duly elected and acting secretary of said Association and that the foregoing bylaws, comprising of 15 pages, constitute the bylaws of said Association as duly adopted at a meeting of the Board of Directors thereof held on March 9, 2004.

SECRETARY OF THE ASSOCIATION

\_\_\_\_\_  
Brent C. Jones

\_\_\_\_\_  
Date