

California Council Bylaws

(Revised October 10, 2020)

1. Name

Representing the California membership of the National Association of Insurance Women (International) dba International Association of Insurance Professionals (IAIP), the name of the Council shall be the California Council of IAIP.

2. Conformity

These Bylaws shall be supplemental to IAIP Bylaws and standing rules. If any amendment to IAIP Bylaws or standing rules causes these Bylaws to conflict with IAIP Bylaws or standing rules, the California Council Bylaws shall automatically conform to IAIP Bylaws and standing rules.

3. Dues or Assessments

Dues or assessments of individuals or local associations shall be prohibited.

4. Council Director

A. The Council Director shall be elected at the Council meeting for a term of two years or until a successor is elected and assumes office. The Council Director shall assume office and duties in July 1, in the year succeeding the end of the prior Council Director's term. Council Directors cannot serve more than one consecutive term in office, exclusive of any time served in completing the unfinished term of a previous Council Director.

B. The Director shall:

- i. Perform duties as stated in IAIP Bylaws and standing rules, the Council's Bylaws, by the Board of Directors, by the Executive Committee, by the International President, the Council Director's and Council Director's-Elect manuals.
- ii. Preside at the California Council annual meeting, and any additional Council meetings. If unable to attend, an alternate appointed by the Council Director shall preside. In the event the Council Director is unable to appoint an alternate, the Regional Vice President shall appoint the alternate.
- iii. Appoint standing committees as provided in IAIP Bylaws and standing rules and these Council Bylaws.
- iv. Maintain the Council Nominating Committee files in accordance with procedures established by the IAIP Board of Directors and contained in the Nominating Committee manual.

- v. Fill any vacancy that may occur in a Council-elected position, other than Council Director and Council Director-Elect, with the concurrence of the Regional Vice President. Local associations and active members may submit candidates from the state of the Council Director for consideration.
- C. The Director may visit associations within the state during the current term subject to the following guidelines:
- i. Not to exceed the travel budget allocated for the term.
 - ii. Not to exceed one (1) visit per association unless the local association extending the invitation defrays the expense for additional visit.
 - iii. Associations may combine meetings for the purpose of meeting with the Council Director.
- D. Should a vacancy occur in the position of Council Director, the Council Director-Elect shall immediately assume the office of Council Director.

5. Council Director-Elect

- A. Council Directors-Elect are elected to serve from the close of the annual meeting until they assume the office and duties of the Council Director on July 1, in the year succeeding the end of the prior Council Director's term.
- B. The Director-Elect shall:
- i. Perform the duties as stated in IAIP Bylaws and standing rules.
 - ii. Appoint all standing committees except as otherwise provided in IAIP Bylaws and standing rules and these Council Bylaws.
 - iii. Confirm the date and site of the annual meeting, immediately following election to office, in accordance with these Bylaws, and subject to the approval of the current Regional Vice President.
 - iv. Attend the annual leadership meeting and one (1) budgeted on-site planning visit with the annual meeting planning committee.
- C. Should a vacancy occur in the position of Council Director-Elect, the vacancy shall be filled by appointment of the Regional Vice President and with the concurrence of the Board of Directors. The vacancy shall be filled by a member from the state. In the event there is no Council Director-Elect to serve as Council Director, the vacancy shall be filled by appointment of the Regional Vice President and with the concurrence of the Board of Directors. The vacancy shall be filled by a member from the state.

NOTE: Fulfilling a vacancy in the office of Council Director or Council Director-Elect, whether by election of the local association presidents or appointment by the Regional Vice President does not create an ineligibility to seek the office of Council Director-Elect at the next Council meeting.

6. Committees

A. Council Nominating Committee. The Nominating Committee shall be formed in accordance Article IV, Section 3.D of the IAIP Bylaws.

- i. There shall be a Nominating Committee appointed by the Council Director-Elect.
- ii. The chairman shall be appointed by the Council Director-Elect, and shall not have a vote. The chairman must have previously served on a Nominating Committee. The Committee shall consist of three (3) members appointed by the council Director-Elect, and consist of members from different local associations or members-at-large within the Council.
- iii. This committee shall meet at the annual meeting and recommend one (1) or more candidates for office.
- iv. The Nominating Committee shall be appointed no later than July 1st preceding the annual Council meeting.
- v. The committee receives recommendations and qualifications of candidates from councils, local associations, and active members. In addition, the committee can submit its own nominations. The Committee shall submit at least one name for each position to be filled. Following the report of the committee, additional nominations may be made from the floor. The nominations are for the following positions:

- Council Director-Elect
- Council Public Relations/Program Chairman
- Council Membership Development Chairman
- Any additional elected positions provided for in these Bylaws.

The Report of the Nominating Committee at the Council Meeting, following any description of the Committee's work, shall be in a form similar to the following:

Nominating Committee Chairman –

“Madame Council Director, as set forth in Article IV, Section 3.D. of the IAIP Bylaws, the Nominating Committee recommends the following slate of candidates. The candidates’ qualifications were previously provided and will not be read at this time.

For Council Director-Elect:

For Council Public Relations / Program Chairman:

For Council Membership Development Chairman:

Madame Council Director, this concludes the report of the Nominating Committee.”

B. Council Bylaws Committee

- i. The Director-Elect shall appoint a chairman and two (2) members to review the Bylaws. ii. The committee shall be appointed no later than December 15th.
- iii. The committee shall consider and/or correlate proposed amendments submitted, together with its own, and submit amendments receiving a majority vote of the committee to the annual meeting for consideration.
- iv. The committee may receive recommendations for proposed amendments from local associations and active members which shall be submitted to the Council meeting for consideration.
- v. The chairman shall distribute the proposed amendments to all local associations and members-at-large no later than sixty (60) days prior to the annual Council meeting.
- vi. The committee shall correlate and publish all Bylaws and amendments adopted at the Council meetings, and furnish revised, electronic copies to IAIP Corporate Centre.

C. Credential Committee

- i. The Council Director shall appoint a chairman and at least two (2) members, who shall be present at the annual Council meeting. The committee shall receive credential forms, certify delegates and alternates, and register delegates and alternates at the annual meeting.
- ii. Any member who contests a delegate or alternate certification shall do so to the committee. The Council Director shall make the final decision on contested delegate or alternate certification.

D. Council Public Relations / Program Committee

- i. A public relations/program chairman shall be elected at the annual meeting for a term of two years and shall assume office and duties on July 1, in the year succeeding the end of the prior public relations/program chairman’s term.
- ii. The chairman may appoint five (5) members as liaisons for public relations, education, safety, legislation and communication, with the concurrence of the Director.
- iii. This committee shall assist the Director in managing the cooperative efforts with the insurance industry within the state.
- iv. This committee shall assist in supporting the education needs of members in insurance education, legislation, and safety issues in the state.
- v. This committee shall promote IAIP programs within the state.
- vi. The history of the California Council of IAIP will be maintained and kept up to date by the current California Council of IAIP Public Relations Chairman on an annual basis. The

History information maintained should include, but is not limited to, Officer and Liaison information, meeting location, copy of program cover and awards recipients. This will also include updating the California Council of IAIP website History with the appropriate information, upon completion of each term.

E. Council Membership Development Committee

- i. A membership development chairman shall be elected at the annual meeting for a term of two years and shall assume office and duties on July 1, in the year succeeding the end of the prior membership development chairman's term. This change will take effect for the election whose term begins July 1, 2018.
- ii. The chairman may appoint up to four (4) members as liaisons throughout the state to assist in the duties of this committee, with the concurrence of the Director.
- iii. This committee shall assist the Director in the organization of new associations and recruitment of the active members within the state.
- iv. This committee shall promote membership development and retention within the state.

F. Other Council Committees may be appointed by the Director

7. Meetings

- A. The Council annual meeting shall be held in accordance with Article IV, Section 3.A. of the IAIP Bylaws. Councils shall hold an annual meeting for the purpose of transacting any business that may properly come before it. Council annual meetings should be held between September 1 and December 1 subject to approval by the current Regional Vice President.
- i. The voting body of the Council Meeting shall consist of one delegate from each local association in that Council and one (1) delegate representing the Members-at-Large.
 - ii. Members-at-Large (excluding Student Members-at-Large and Recent Graduate Members at-Large) in attendance at the Council Meeting shall meet and elect a certified delegate and alternate.
 - iii. Delegates at the annual meeting shall register with the Credentials Committee prior to the business session and must be a member in good standing of IAIP.
 - iv. The meeting program and planning shall be at the discretion of the Council Director-Elect.
 - v. The registration fee for the annual meeting shall be determined by the hosting association with the approval of the Council Director-Elect and subject to any restriction in the IAIP Bylaws and standing rules.
 - vi. The International representative shall be the Regional Vice President of the region and shall be provided time on the program to address the assembly.
 - vii. A delegates' briefing,

open to all members, may be conducted by the Council Director and the Regional Vice President. The purpose of the briefing shall be to review any proposed amendments to IAIP Bylaws and standing rules or Council Bylaws, and to inform and discuss any other business.

- B. Fundraising at the annual meeting shall be limited to those associations who will be hosting an annual meeting or regional conference or associations having hosted an annual meeting or regional conference resulting in a deficit. Fund raising will also be allowed for the purpose of establishing a Council Fund or to add revenue to an existing Council Fund, or to raise money for the NAIW Legacy Foundation.

8. Electronic Meetings

The Council, the Council Director, the Council Director-Elect and Council Committees are authorized to meet by telephone conference or through other electronic communications media as permitted by law:

9. Nominations and Elections

- A. Nominations shall be in accordance with Article IV, Section 3.D. of the IAIP Bylaws
 - i. Candidates shall be in physical or electronic (telephonic) attendance at the annual meeting
 - ii. All candidates shall submit a resume of their qualifications to the nominating committee.
- B. Elections shall be held in accordance with Article IV, Section 3.E. of the IAIP Bylaws.

10. Recommendations

- A. The Council and active members may submit recommendations to be considered at the regional conference and the international convention provided:
 - i. That the recommendation was circulated to all members and members-at-large and that the recommendation received a majority vote of the delegates present and voting, or
 - ii. That the recommendation received a two-thirds (2/3) vote of the delegates present and voting without previous notice.

11. Amendments

- A. Associations in the Council and active members may submit recommendations for amendments to or revision of the Council Bylaws.
- B. These Bylaws may be amended and/or revised at the annual meeting by a majority vote of the delegates present and voting provided written notice has been submitted to California Council associations and members-at-large at least sixty (60) days prior to the annual meeting, or by a two-thirds (2/3) note of the delegates without previous notice.
- C. Amendment to these Bylaws or revision shall become effective at the close of the annual meeting at which adopted unless otherwise specified in said Bylaws.

D. Corrections to these bylaws for the purpose of incorporating changes made by IAIP to the model Council Bylaws or to otherwise comply with IAIP bylaws and polices shall be made immediately By the Bylaws Committee, without a vote.

12. Parliamentary Authority

The rules contained in the latest edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by IAIP Bylaws, standing rules, procedure manuals, and these Bylaws.

13. Council discontinuance/reformation

A. By action of IAIP Board of Directors, it is the official policy that:

- i. Under the direction of the International President, International staff shall conduct an electronic vote of the Council's members to determine the approval or disapproval of a Council discontinuance or reformation. A majority vote of the Council's members voting shall be required to discontinue or reform a Council. The results of the vote shall be sent to the Council's members within the month following the deadline date for the return of the ballots.
- ii. In the event of a Council discontinuance, the Council shall cease operations at the end of the fiscal year in which the vote is taken. Should the Council have a fund, the remaining funds must be disbursed as outlined in International policy I.B.12.