

## California Council Bylaws (Revised September 25, 2010)

### 1. Name

The name of the Council shall be the California Council of NAIW.

### 2. Conformity

These bylaws shall be supplemental to NAIW bylaws and standing rules. If any amendment to NAIW bylaws or standing rules causes these bylaws to conflict with NAIW bylaws or standing rules, the California Council bylaws shall automatically conform to NAIW bylaws and standing rules. Dues or assessment of individuals or local associations shall be prohibited.

### 3. Council Director

A. The Council Director shall be elected at the Council meeting for a term of one year or until a successor is elected and assumes office. The Council director shall assume office and duties on July 1. The Council Director shall serve one (1) year or until a successor is elected and assumes office. Council Directors cannot succeed themselves by election and cannot serve more than two consecutive terms in office.

B. The Director shall:

i. Perform duties as stated in NAIW bylaws and standing rules, the Council's bylaws, by the Board of Directors, by the Executive Committee, by the National President, the Council Director's and Council Director's-Elect manuals.

ii. Preside at the California Council annual meeting. 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 NAIW bylaws and standing rules and these Council bylaws.

iv. Maintain the Council Nominating Committee file in accordance with procedures established by the NAIW 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 to the Council Director for consideration.

C. The Director shall 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.

#### 4. 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.

B. The Director-elect shall:

i. Perform the duties as stated in NAIW bylaws and standing rules.

ii. Appoint all standing committees except as otherwise provided in NAIW 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 should 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 RVP and with the concurrence of the Board of Directors. The vacancy should 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. (9/2000)

## 5. Committees

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

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:

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Council Director-elect

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Delegate to the Regional Nominating Committee

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Alternate to the Regional Nominating Committee

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Any additional elected positions provided for in these by-laws.

The report of the Nominating Committee at the Council Meeting, following any description of the Committee or 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 NAIW (International) By-laws, the Nominating Committee recommends the following slate of candidates' qualifications were previously provided and will not be read at this time.

For Council Director:

For Delegate to Regional Nominating Committee:

For Alternate to Regional Nominating Committee:

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 meeting, and furnish revised copies to NAIW headquarters for distribution to all local associations, members-at-large, and the regional vice-president immediately following adoption at the Council meeting.

C. Credentials 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 and shall assume office and duties on July 1st.

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 NAIW programs within the state.

vi. The history of the California Council of NAIW will be maintained and kept up to date by the current California Council of NAIW 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 award recipients. This will also include updating the California Council of NAIW website History with the appropriate information, upon completion of each term. (Added 9/2009)

#### E. Council Membership Development Committee

i. A membership development chairman shall be elected at the annual meeting and shall assume office and duties on July 1st.

ii. The chairman may appoint three (3) 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 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.

## 6. Meetings

A.

The Council annual meeting shall be held in accordance with Article IV, Section 3.A. of the NAIW 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 the dates of 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

II.

Members-at-large (excluding Student Members-at-large) in attendance at the Council Meeting shall meet and elect a certified delegate.

III.

Delegates at the annual meeting shall register with the Credentials Committee prior to the business session and their National dues must have been paid.

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 NAIW by-laws and standing rules.

VI.

The National representative shall be the Regional Vice President of the region who shall be provided time on the program to address the assembly.

VII.

A delegates' briefing, open to all members, shall be conducted by the Council Director and the Regional Vice President. The purpose of the briefing shall be to review any proposed amendments to NAIW by-laws and standing rules or Council by-laws.

B.

Fund raising at the annual meeting shall be limited to those associations who will be hosting an annual meeting, regional conference or national convention or associations having hosted an annual meeting, regional conference or national convention 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. (Revised 1/20/02)

## 7. Nominations and Elections

A.

Nominations shall be in accordance with Article IV, Section 3.D of the NAIW bylaws.

i. Candidates shall be in attendance at the annual meeting.

ii. All candidates shall submit a résumé of their qualifications to the Nominating Committee.

B. Elections shall be held in accordance with Article IV, Section 3.E. of the NAIW bylaws.

## 8. Recommendations

A. The Council and active members may submit recommendations to be considered at the regional conference and the national convention provided:

- i. That the recommendation was circulated to all associations 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.

## 9. 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 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) vote of the delegates without

previous notice.

C. These bylaws may be revised at the annual meeting by a two-thirds (2/3) vote of the delegates provided the revision shall have been submitted to California Council associations and members-at-large sixty (60) days prior to the annual meeting.

D. Amendments to these bylaws or revision shall become effective at the close of the annual meeting at which adopted unless otherwise specified in said bylaws.

#### 10. 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 NAIW bylaws, standing rules, procedure manuals, and these bylaws.

### **COUNCIL STANDING RULES**

#### 1. California Council of NAIW Fund

A. A Fund shall be established as the California Council of NAIW Fund. Money may be accepted into the fund by virtue of donations and through proceeds from Council functions.

B. The fund shall be administered by the Council Trustee, appointed by the Council

Director for a three year term. The Trustee shall be the most immediate past Council Director consenting to serve or a member appointed by the Council Director or elected by the delegates. A Co-Trustee shall be appointed to serve coinciding terms as a signer in the event the Trustee is unable to perform her duties. (Revised 9/2005)

C. The custodian shall:

1. Have general supervision and management of the receipts and disbursements during their term, which shall coincide with the fiscal year.
2. Have the Council Director approve all expenditures. (Revised 1/2004)
3. Keep an itemized summary of all transactions and make a detailed report at the Council annual meeting.
4. Submit books and records for audit when requested.
5. File any and all tax forms required.

D. The Council director shall appoint two members who are in attendance at the annual meeting to audit the Fund at the annual Council meeting.

E. The Fund is to be invested in an interest bearing account (if available) insured by FDIC.

F. The custodian of the Fund should be covered by a fidelity bond. The bond amount should be adequate to protect the Fund amount.

G. Expenditures from or dissolution of this Fund shall be limited to those authorized

in the Council Fund Guidelines adopted by the NAIW Board of Directors and published in the NAIW Comprehensive Manual. (Revised 1/2002)

H. All checks should have two (2) signatures. It is recommended the signers be the Council Director and the custodian of the fund. Two (2) signatures will be required on checks written in amounts over \$500.00. (Revised 9/2005)

Effective July 1, 2007:

The Council Director's expenses will be handled on a reimbursement basis by NAIW (International) in place of advanced funds, not to exceed budgeted amount. Beginning July 1, 2007 the budgeted amount for Council Director Elect site visits shall be terminated.

I. Budget funds are restricted in accordance with National NAIW Standing rules as follows:

i. Council Director shall have a budget allocated for their term of office to be used to make one (1) visit to each association in their Council and for communications (photocopying & postage) with members in the Council, not to exceed the budgeted amounts.

J. All air travel, the number of days of obtaining the quote will change to at least 22-days prior to travel.

- Expense vouchers must include a copy of the airline ticket, or a detailed account of mileage.

The NAIW (International) per-mile rate will be 80% of the IRS mileage rate as of July 1st of the current year. This per-mile rate is intended to reimburse the owner/driver of the car for the operation and maintenance costs such as oil, fuel, tires, etc. It is not designed for effecting major repairs on an automobile, and expenses due to mechanical breakdown are not reimbursable. The per-mile rate reimbursed will not exceed the cost of a commercial airline ticket between the same points. In determining the mode of transportation air or car the less expensive option, which is compatible with the scheduling requirements, should be chosen.

- Expense vouchers must be accompanied by receipts for any expense over \$10.
- If the trip for which reimbursement is sought is one of the council director's official visits to a local association, the expense voucher must be accompanied by a copy of the official form for reporting local association.

#### K. For Postage & Photocopying

A separate expense voucher must be submitted for postage and photocopying. A copy of the mailing piece(s) for which reimbursement is sought must accompany the expense report.

L. All expense reports are to be typed or printed in ink and MUST be submitted within 30-days from the date of the expenditure, except for the month of June, which must be received by NAIW (International) Corporate Centre no later than June 30th to be considered for reimbursement. Expense vouchers must be accompanied by receipts for any expense over \$10.

NOTE: Should a council have an Awards Fund, the Council of NAIW fund must be a Completely separate fund.