

**WESTERN HOME OFFICE
UNDERWRITERS ASSOCIATION
Constitution and Bylaws**

Article I - Name

The name of the organization shall be the Western Home Office Underwriters Association.

Article II - Purpose

The purpose of the Association shall be to increase the scope of knowledge of underwriting principles of the individual members or associate members through presentation of papers, discussions, meetings, and other such methods as may be found desirable. All ideas, opinions, and suggestions shall be those of individuals and no member or associate member shall be bound by any suggestions that may be advanced; it being the sole purpose of the Association to increase and improve the knowledge of the participants, not to formulate or recommend any underwriting procedure or practice.

Article III - Membership

The regular membership of the Association shall be composed of individuals employed by insurance companies in the selection of risks for life or accident and health insurance residing in the United States and Canada.

The associate membership shall be composed of individuals representing companies supporting the risk selection process.

There shall be no limit to the number of members or associate members from any company.

Membership or associate membership shall automatically be terminated if the member or associate member no longer meets the provisions of this article, with the exception of living retired members and all Past Presidents who shall continue to retain their membership. It shall be the responsibility of all retired members and Past Presidents to notify the Association of their current mailing address.

Revised 6/1/01

Article IV - Officers and Executive Committee

The officers shall consist of a President, Vice President, Secretary and Treasurer who, together with the two immediate Past Presidents, shall constitute the Executive Committee.

The officers shall be elected from the membership at the Annual Meeting and shall hold office for a term of one year, or until their successors have been elected. The President and Vice President shall not be eligible for the same office for more than two consecutive terms.

In the event of the resignation or death of the Vice President, Secretary, or Treasurer, a quorum of the remaining members of the Executive Committee may appoint current members of the Committee to other positions and/or appoint a successor to the then vacant position to serve until the next Annual Meeting.

Article V - Duties of the Officers and Executive Committee

It shall be the duty of the President, or in his absence, the most recent available past President, to preside over all meetings of the membership and meetings of the Executive Committee. He shall appoint such committees as he deems expedient and necessary, and may call interim meetings of the Executive Committee.

The Vice President shall serve as Program Chairman for the Annual Meeting and may appoint a Program Committee from among the active members and associate members of the Association.

The Secretary shall keep the minutes of all meetings and shall be responsible for the mailing of all notices of meetings, proposed amendments to the bylaws, and of applications for membership. The Secretary shall also be responsible for publication and distribution of the annual membership directory, and shall be a member of the program committee. The Treasurer shall maintain the Association's bank account and submit an annual statement to the Executive

Committee not more than 30 days subsequent to the Annual Meeting. The Treasurer shall be responsible for collection of the registration and other fees.

The Executive Committee shall formulate policies and interpret the constitution and bylaws of the Association and attend to any business not specifically delegated to one of the officers of the Committee.

Article VI - Meetings

Meetings of the Association shall be held annually, on or about the first Wednesday, Thursday, and Friday in June, at such place as may be determined by the Executive Committee.

Article VII - Quorum

Four members present at any meeting of the Executive Committee shall constitute a quorum.

The majority of members present at any Annual Meeting shall be a quorum.

Article VIII - Amendments

This Constitution and Bylaws may be amended:

1. by affirmative vote of two-thirds of the members present at any Annual Meeting, provided that a copy of the proposed amendment has been sent to all members at least 30 days prior to a meeting; or
2. by the Secretary furnishing all members written copy of the proposed amendment or amendments together with an appropriate ballot and notification of a date at least 30 days later on which the ballots will be tallied. An affirmative vote of two-thirds of the ballots in the Secretary's possession on the date set for tallying will be required to carry the Amendment.

Article IX - Finances

Members, Associate Members and Guests

The annual registration fees shall be determined by the Executive Committee. Proceeds are to be used for the operation of the organization as approved by the Executive Committee.

Any commitment of expenditure of any sum of money from the treasury in excess of \$100 shall require the written approval of a quorum of the Executive Committee in advance of such commitment. The Program Chairman and the President shall present preliminary budgets for the program and the Annual Meeting expenses to the Executive Committee for approval no later than January 15 of the year in which the expenses shall be incurred.