



**NAIFA-Northern California Association  
Amended and Restated Bylaws**

**As Approved 1-31-08**

NAIFA-Northern California Association Bylaws  
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## ARTICLE I-NAME AND TERRITORIAL LIMITS

Section 1. The name of this Association shall be NAIFA - Northern California.

Section 2. This Association shall be located in the State of California. Except for membership purposes, as provided in Article III, Section 2(c), the territory of this Association shall be confined to the City of Sacramento north to the Oregon border, Butte, Yolo, Placer, and El Dorado, and Shasta counties; and surrounding areas not allotted to another association. These shall not be changed unless permission shall first have been obtained from the governing bodies of the local association(s) currently having jurisdiction in such territory, if applicable, the National Association of Insurance and Financial Advisors-California (NAIFA-California) and the Board of Trustees of the National Association of Insurance and Financial Advisors (NAIFA).

## ARTICLE II- MISSION

The mission of this Association is to advocate for a positive legislative and regulatory environment, enhance business and professional skills, and promote the ethical conduct of our members.

## ARTICLE III-CLASSES OF MEMBERSHIP

Section 1. Membership shall consist primarily of the Active class, as defined in Section 2, and there may only be two other classes of membership: Associate and Honorary.

### Section 2. Active Membership

(a) The Active membership of this Association shall consist of insurance and financial advisors licensed to sell life, health and/or property-casualty insurance in either a personal sales or a field management capacity, who are elected to membership as provided in Article IV.

(b) The Active class of membership may also include any member who has been an Active member (as defined in paragraph (a) of this section) in good standing of one or more member associations of the National Association of Insurance and Financial Advisors for a period of twenty (20) or more years, and who, by reasons of having either 1) reached age sixty-five (65) or 2) become permanently disabled, is no longer substantially engaged in the solicitation of new insurance business. Any person elected to the type of Active membership described in this paragraph shall be known as an Active Member Emeritus and may be exempt from or have reduced local association dues. State and National Association dues must be paid in accordance with the Bylaws and policies of those organizations.

(c) An individual shall be eligible for Active membership in this Association so long as the individual has a residence or office in California. An individual with neither a residence nor an office in California shall be eligible for Active membership in this Association if the individual shall also be and remain a member of a local association in a state in which such residence or office is located.

(d) If at any time, an Active member (except an Active Member Emeritus) shall no longer be eligible for Active membership as provided above, membership shall cease ninety (90) days thereafter provided that all indebtedness to this Association has been paid, unless at or before the end of the expiration period, the member shall have become eligible for Active membership of this Association as provided above.

(e) Unless eligible to be, and elected as, an Active Member Emeritus, the Active membership of any person who changes vocational activity so as to be ineligible for Active membership as defined in paragraph (a) of this Article, shall automatically cease.

(f) Except as otherwise specified in these Bylaws, all reference to Active members shall include Active Members Emeritus.

(g) Active members shall be entitled to all of the privileges of this Association.

### Section 3. Associate Membership

(a) Any person affiliated in any capacity with the home office or agency office of a life insurance company and who is not eligible for active membership may be elected to associate membership in this Association. Any person affiliated in any other capacity with any other businesses or professions related in any manner to the life insurance business may also be elected to associate membership in this Association. An associate member shall be entitled to all privileges of this Association except those of voting and holding office, however an Associate member shall be entitled to vote for candidates for election to office in this Association and shall be entitled to be elected as a voting member of the board of directors (but not as an officer) of this Association. The number of Associate members serving as directors on the board of this Association shall not constitute a majority of the board. Associate members shall not serve as officers of this Association.

(b) There shall be a special category of associate member known as "student associate member." Student associate members shall be individuals who are currently enrolled in an accredited institution of higher learning, or such other academic institution which may be approved by the NAIFA Board of Trustees, and who are pursuing a Personal Financial Planning certificate or such other designation, degree, or certificate as the NAIFA Board of Trustees may specify from time-to-time. Persons who are eligible for Active membership shall not be eligible for student associate membership. An individual may only be eligible for student associate membership on a one-time basis and said members may not remain in this category of membership for more than three consecutive years beginning with the initial date of membership in this special category. Student associate members shall be entitled to all the rights and privileges of membership in this Association except those of voting or holding office.

### Section 4. Honorary Membership

Any person who has performed some distinguished service in the field of life insurance or in this community, and who is not an Active or Associate member of a member association may be elected as an honorary member of this Association for a period of one (1) year, and thereafter may be re-elected from year to year. An honorary member shall be entitled to all privileges of this Association except those of voting and holding office.

## ARTICLE IV-ADMISSION TO MEMBERSHIP AND RESIGNATION

Section 1. Applicants for Active and Associate membership shall be admitted to membership under the following procedure or under procedures developed under NAIFA's authority to process membership applications for this Association as provided for in NAIFA's Bylaws.

(a) An application for membership shall be submitted to the Secretary. It shall be signed by the applicant, giving full name, title, company, and office and residence addresses; and shall be accompanied by the required membership dues and fees. (No such application for honorary membership shall be required, inasmuch as all proposals for the election of individuals to this class of membership shall be initiated by the Board of Directors.)

Section 2. Active members shall be elected by a majority of the Board of Directors. Associate and Honorary members shall be elected by a two-thirds (2/3) vote of the Board of Directors.

Section 3. Any member may resign from this Association provided that all indebtedness to this Association has been paid. Membership dues are non-refundable upon resignation from this Association. The resignation shall be communicated to the Board of Directors, or its representative, and shall become effective when accepted by the association.

#### ARTICLE V-DISCIPLINE

Section 1. Any Active or Associate member being two (2) months in arrears in the payment of membership dues or fees or any other indebtedness to this Association shall automatically stand suspended. Such member, upon payment of such indebtedness, may be reinstated by a majority vote of the entire Board of Directors. If all such indebtedness is not paid within six months of such member's last anniversary date and the member is not reinstated by the Board of Directors during that six month period, then membership shall automatically terminate at the end of that six month period.

Section 2. Any member charged with conduct unbecoming a member of this Association, and against whom such charges are sustained after a due and proper hearing before the Board of Directors, may be reprimanded or suspended or expelled from membership. In such a case, a vote of two-thirds (2/3) of the entire Board of Directors shall first be necessary to sustain the charges. The type of discipline to be imposed must then be separately voted by two-thirds (2/3) of the entire Board of Directors.

Section 3. Any person whose membership in this Association has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this Association, and all right to the use of the name, emblem, or other insignia of this Association, the State Association, and the National Association of Insurance and Financial Advisors.

Section 4. Any elected officer or director may, after due and proper hearing before the Board of Directors, be removed from office due to failure or unwillingness or inability to serve, malfeasance, or conduct unbecoming a member. In such a case, a vote of two-thirds (2/3) of the entire Board of Directors shall be necessary to sustain the removal.

#### ARTICLE VI-OFFICERS

Section 1. The officers of this Association shall be as follows: a President, a President-Elect, and an Immediate Past President, a National Committeeperson, a

Secretary, a Treasurer, Membership Vice President, Programs Vice President and Professional Development Vice President (one of these positions will be filled by the president elect).

Section 2. Each officer shall be an active member in good standing.

Section 3. All officers except the National Committeeperson shall take office on the first day of July of each year following their election, and shall serve for a term of one year, or until their successors shall be duly elected and qualified.

Section 4. The National Committeeperson shall take office on such date as shall be designated by the Board of Directors following election by the membership, and shall serve for the term of three years or until a successor is determined.

Section 5. The duties of the officers shall be as follows:

(a) The President shall be the executive officer of this Association, and shall preside over all meetings of this Association and of the Board of Directors. The President shall appoint and be an ex officio member of all Standing and Special Committees, as well as a member of the National Council of the National Association of Insurance and Financial Advisors. The President shall perform such other duties as usually pertain to the office of President.

(b) The President-Elect, in the absence of the President, shall preside at all meetings and shall perform such other duties as may be assigned by the President or the Board of Directors. It shall be the primary responsibility of the president-elect, with the advice of the Board of Directors, to anticipate the duties of the President during the next association year and to prepare for submission to the Board of Directors, no later than fifteen (15) days after advancement to the office of President, committee appointments and recommended goals and objectives.

(c) The Immediate Past President shall perform such duties as may be assigned by the President or the Board of Directors.

(d) The most senior 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, keeping the records of membership, attendance, membership dues. The Vice President shall also perform such other duties as may be assigned by the President or the Board of Directors.

(e) The Secretary shall be responsible for the records and minutes of the meetings of the association and the Board of Directors. The Secretary shall collect all funds due this Association and shall promptly turn these funds over to the Treasurer. This person shall submit a Financial report at the monthly meeting of this Association and at such times as the President or the Board of Directors may require. The Secretary shall submit to the proper officials and committees, or to this Association, all communications received from the National Association of Insurance and Financial Advisors and the State Association. The Secretary shall submit all official reports required by the National Association of Insurance and Financial Advisors, the State Association, and bylaws governing the conduct of this Association's activities.

(f) The Treasurer shall be responsible for receiving all funds paid to this Association, shall deposit such funds in the associations official depositories, shall be

responsible for verifying and maintaining tax-exempt and not-profit status, and shall disburse such funds on the order of the Board of Directors. The Treasurer shall present all bills to the Board of Directors for approval. The Treasurer shall sign or counter sign all checks, shall at all times have the associations accounts and books open to inspection by the President, the Board of Directors and any authorized auditors. The Treasurer shall be responsible for the completion and submission of forms required by laws governing the administration and/or tax status of this Association. The Treasurer shall be responsible for keeping the records of membership dues.

(g) The National Committeeperson shall serve as the liaison officer between this Association and the National Association of Insurance and Financial Advisors. The National Committeeperson shall also be a member of the National Council of the National Association of Insurance and Financial Advisors and shall report back to and take counsel with this Association with reference to matters considered by said National Council, the National Association of Insurance and Financial Advisors Board of Trustees, and the various Standing and Special Committees of the National Association of Insurance and Financial Advisors.

(h) There may be an Association Executive (Executive Director) 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. The Association Executive shall have no vote and shall be the administrative head of the local headquarters staff and office, and shall maintain all permanent records at such headquarters.

#### ARTICLE VII-BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the officers and six (6) elected directors and the Association Executive ex officio.

Section 2. Each Director (except the Association Executive) shall be an active member in good standing with the exception of one, who can be an associate member.

Section 3. Six (6) Directors shall be elected annually and shall take office on the first day of July of the year of their election. The term of office of all Directors shall be one (1) year, or until their successors shall be duly elected and qualified.

Section 4. The Board of Directors shall determine the policies, strategic plan and activities of this Association, elect and discipline members, approve the budget, approve all expenditures and authorize all disbursements, take counsel with committees and have general management of the Association and its affairs. The Board of Directors may employ, or authorize the employment of, paid personnel and fix the terms and conditions of such employment.

Section 5. The Board of Directors shall meet in person or by telephone conference once each month in accordance with California law.

Section 6. The Board of Directors may authorize the establishment of branches of this Association within its territorial limits, subject to the approval of the State Association and the National Association of Insurance and Financial Advisors, when in its judgment the mission of this Association will thereby be furthered. All operations and affairs of such branch associations shall be subject to the approval of the Board

of Directors of this Association. The chief executive officer of each branch shall be known as the Branch President. Each branch may elect such additional officers as it may deem necessary for proper internal administration, subject to the approval of the Board of Directors of this Association. Each branch of this Association shall have at least a committee on membership and a committee on programs. Other committees may be appointed dependent on the needs of the membership.

Section 7. The Board of Directors may create an Executive Committee composed of the President, the President-Elect, the Vice President Programs, the Vice President Professional Development, the Vice President Membership, the National Committeeperson, the Secretary, the Treasurer, and the Association Executive ex officio and may assign to it such duties and delegate to it such powers as from time to time seem advisable, such duties to be performed and powers to be exercised only when the Board is not in session. The President, or, in the President's absence or inability to perform, the President-Elect shall have the power to call a meeting of the Executive Committee. The Executive Committee shall maintain minutes of all actions taken by it, which shall be reported to the Board of Directors at its next meeting following such action. Unless disapproved by vote of the majority of the Board of Directors present at such next meeting, the action of the Executive Committee shall be final to the same extent as though taken by the Board of Directors.

Section 8. The construction and interpretation of the Bylaws by the Board of Directors shall, in the absence of contrary interpretation by the NAIFA Board of Trustees, be final and binding except as set forth in Section 9 of this Article.

Section 9. All decisions of the Board of Directors shall be final and binding upon this Association, except that upon notice by not less than SEVEN (7) Directors, filed within twenty-four (24) hours of any decision, action may be stopped and the matter referred for final determination by the general membership, at the next regular or special meeting.

#### ARTICLE VIII-NOMINATIONS AND ELECTIONS

Section 1. The election of Officers and Directors shall be held at the annual meeting of this Association. The National Committeeperson shall be elected as provided in Article VI, Section 4.

Section 2. At a regular meeting of this Association at least two (2) months prior to the date of the annual meeting, the President shall appoint a Committee on Nominations and Elections. The duties of this committee shall be to solicit, receive and prepare nominations and to have general charge of the election, including the preparation, distribution, collection and counting of the ballots.

Section 3. Nominees selected by the Committee shall be published in the association newsletter or special bulletin and distributed to all Active and Associate members of this Association at least one month prior to the annual meeting. In addition, nominations from the floor may be presented at the annual meeting provided that written notice stating the name of the person to be placed in nomination shall have been received by the Secretary of this Association at least thirty (30) days prior to the annual meeting.

Section 4. Voting shall be by voiced ballot and shall not be cumulative. Only Active Members in good standing present at the annual meeting may vote on issues other



than election of candidates for office. Associate Members in good standing shall be entitled to vote for candidates for election to office in this association. There shall be no voting by proxy. If the count is too close, there shall be a recount by show of hands.

Section 5. The nominee for each office, except that of Director, receiving a majority of all votes cast shall be declared elected. In the case of Director, the number of nominees in accordance with Article VII, Section 3, receiving the highest number of votes shall be declared elected. An additional ballot or ballots shall be taken if necessary to determine which of two or more candidates receiving an equal number of votes shall be elected.

Section 6. In the case of a vacancy in the office of President, the President-Elect shall succeed to the office. In the case of a vacancy in the office of other officers defined in Article VII, Section 1, or Director, such office shall be filled by the Board of Directors as soon as possible after such vacancy has occurred.

#### ARTICLE IX-COMMITTEES

Section 1. There shall be the following Standing Committees: <sup>3</sup>

- (a) Membership
- (b) Professional Development
- (c) Programs
- (d) Government Relations
  - (d.1.) Legislation
  - (d.2.) Political Involvement
  - (d.3.) Political Action
- (e) AHIA Health
- (f) Community Service
- (g) Finance
- (h) Leadership Development
- (i) Multiline Insurance
- (j) Public Relations
- (k) Recognition of Quality and Achievement
- (l) Strategic Planning
- (m) Technology

Section 2. The members of each Standing Committee shall serve for a term of one

year, commencing on the first day of July. All committee members shall be appointed by the President, with the majority approval of the Board of Directors, and shall be subject to removal by the President. Each Committee shall be responsible to the President and the Board of Directors and shall make such reports as the President or the Board of Directors may direct.

Section 3. Special committees may be appointed by the President, with the majority approval of the Board of Directors, and shall perform such duties as may be directed by the President.

#### ARTICLE X-DUTIES OF STANDING COMMITTEES

Section 1. The Committee on Membership shall study and recommend to the Board of Directors and implement ways and means of obtaining members who meet standards and requirements prescribed in the bylaws of this Association.

Section 2. The Committee on Professional Development shall promote professional development and provide educational programs and other educational opportunities for members and individuals involved with life and health insurance and related financial services. Professional Development activities will include a LUTC component.

Section 3. The Committee on Programs shall arrange a program for every meeting of this Association as far in advance as possible, cooperating with the Board of Directors and other committees of this Association to ensure that programs are coordinated with the association's other activities, are of the highest quality and contribute to meeting the mission of this Association. This committee shall also be responsible for promoting attendance at meetings and arranging necessary physical facilities.

Section 4. The Committee on Government Relations or the individual government relations committees as indicated in Section 1(d) shall do the work listed below:

(a) Legislation – The Committee shall examine laws and regulations existing or proposed, affecting the life and health insurance and financial services industry and those engaging therein and submit recommendations concerning such laws and regulations to the Board of Directors. To the greatest extent possible, the committee shall assist in the implementation of the legislative programs of the National Association of Insurance and Financial Advisors and the State Association.

(b) Political Action – The Committee shall develop programs and activities to promote contributions to the State Association Political Action Committee, NAIFAPAC and to aid individuals in becoming more knowledgeable and involved in effective politics and government. The committee shall seek to make members aware of the purposes and opportunities of NAIFAPAC and the State Association PAC by encouraging contributions to selected candidates for state and federal elective office.

(c) Political Involvement – The Committee shall actively promote the involvement of this Association in the election of candidates for local, state and national office, consistent with the legislative views of this Association; the Committee shall also identify and foster the creation of significant member relationships with elected officials.

Section 5. The AHIA Health Committee shall concern itself with study and research into all phases of the health insurance business, not only in the interest of the membership of this Association, but also in the interest of establishing and maintaining said business on a basis where it will best serve the needs of the public.

Section 6. The Committee on Community Service shall develop and broaden the scope of this Association's community service activities and promote the participation of association members in such activities.

Section 7. The Committee on Finance shall annually prepare a budget of estimated income and expenditures for submission to the Board of Directors, and shall submit other recommendations on association finances as may be requested by the Board of Directors. (See Article XIV, Section 2.)

Section 8. The Committee on Leadership Development shall promote and implement activities that will develop involvement and leadership through the Member Involvement Process and other activities. The Committee on Leadership Development will pay particular attention to emerging leadership and advise the board on leadership succession planning.

Section 9. The Committee on Multiline Insurance shall research and implement appropriate programs whereby this association may better serve the Multiline agent who is a member. The Committee shall promote research, education and activities to further the opportunities of the Multiline agent in the insurance marketplace.

Section 10. The Committee on Public Relations shall develop recommended programs designed to inform the public of the mission of the National Association of Insurance and Financial Advisors, the State Association and this Association, the value of insurance and health insurance and the role of the insurance and financial advisor in serving the needs of the public. The committee shall also cooperate, to the fullest extent possible, in the implementation of public relations programs of the National Association of Insurance and Financial Advisors and the State Association.

Section 11. The Committee for Recognition of Quality and Achievement shall have the responsibility of promoting greater participation in award programs such as the National Quality Award, the National Sales Achievement Award, National Multiline Sales Award and Home Service Quality Sales Award.

Section 12. The Committee for Strategic Planning shall develop or update a long-range plan with the input of the full Board, and publish this plan for the membership. Throughout the year, the committee will monitor the progress of the plan's implementation and report on this progress to the board and membership.

Section 13. The Committee for Technology shall monitor how the association can best serve the Association's members through technology. The committee will advise the other committees on how technology can enhance the work that they are doing. The committee will also keep informed of and report on technological options provided by NAIFA, such as Codewriters, that can enhance the Association's work.

#### ARTICLE XI-MEETINGS

Section 1. This Association shall hold a monthly meeting on such date and at such time and place as shall be determined by the Board of Directors. It may hold such

other meetings as the Board of Directors may desire.

Section 2. The annual meeting of this Association shall be held in connection with the regular meeting in June. The membership of this Association shall be given at least two (2) weeks notice of the date and place of the annual meeting.

Section 3. The lesser of two hundred (200) Active members of this Association or one-sixth (1/6) of such members, shall constitute a quorum for any meeting.

## ARTICLE XII-NATIONAL AND STATE AFFILIATION

Section 1. In recognition of the values of national fellowship and cooperation available to this Association through its privileges and rights of participation in the governance and activities of the National Association of Insurance and Financial Advisors and the State Association, it is hereby declared a major policy of this Association to exercise fully those privileges and rights, and to discharge promptly all lawful obligations imposed upon it by the National Association of Insurance and Financial Advisors and the State Association of which this Association is a member. The Association shall conform to the accepted standards for member associations as set forth from time-to-time by the National Association of Insurance and Financial Advisors.

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 Insurance and Financial Advisors or the State Association.

Section 3. The Board of Directors shall provide for the prompt payment of any indebtedness to the National Association of Insurance and Financial Advisors and the State Association. Membership dues shall be payable to NAIFA not later than thirty (30) days after the receipt by this Association of dues attributable to members.

Section 4. Insofar as possible, this Association shall be represented by its proper delegates, or their duly appointed alternates, at all appropriate conventions and meetings of the National Association of Insurance and Financial Advisors and the State Association. Provision for the expense of representation at such conventions and meetings may be made by the Board of Directors in preparing the budget of this Association.

## ARTICLE XIII-REVENUE

Section 1. Each member of this Association shall pay annual dues except as may be provided below. Dues shall be payable on the member's annual membership date and shall be payable not later than two (2) months thereafter in amounts listed below.

A member's "annual membership date" shall be defined as the first day of the month next following the day on which the member's application for membership is approved, or, if the member has chosen to pay prorated dues as set forth below, the first day of the month next following the date specified.

A local association member may choose to pay prorated dues from a date which is either (i) in the case of new members, the first day of the month next following the day on which the new member's application for membership is approved through the

last day of whichever month is specified by the member or (ii) in the case of existing members, the member's annual membership date through the last day of whichever month is specified by the member.

Annual dues amounts shall be as follows:

(a) \$120 plus required National Association of Insurance and Financial Advisors and State Association dues and fees, in the case of each Active and Associate member who has a residence or office located within the territorial limits of this Association.

(b) \$120 plus required National Association of Insurance and Financial Advisors and State Association dues and fees, in the case of each Active and Associate member who has neither a residence nor office located within the territorial limits of this Association.

(c) \$120 plus required National Association of Insurance and Financial Advisors and State Association dues and fees, in the case of each Active Member Emeritus who has a residence or office located within the territorial limits of this Association.

(d) \$120 plus required National Association of Insurance and Financial Advisors and State Association dues and fees, in the case of each Active Member Emeritus who has neither a residence nor office located within the territorial limits of this Association.

(e) \$60 plus required National Association of Insurance and Financial Advisors and State Association dues and fees, in the case of each Student Associate member.

Section 2. Honorary Members are not required to pay dues and are not counted by the National Association of Insurance and Financial Advisors in computing membership totals or achievement. Honorary members may subscribe to NAIFA's monthly magazine and other publications, if desired, at the current member subscription rate.

Section 3. Monies payable to NAIFA may be waived during disability, except for any appropriate fees as may from time to time be established by the Board of Trustees of NAIFA, for those individuals who have been members of a local association for at least ten (10) years, and whose total disability has been documented to the satisfaction of the Board of Directors of this Association. The Board of Directors of this Association may waive this Association's portion of annual dues (but not the National Association of Insurance and Financial Advisors' or State Association's portions) for particular members, for specified time periods, as the Board deems appropriate under special circumstances.

Section 4. The National Association of Financial Advisors shall, on behalf of this Association, process all membership renewals for all members of this Association. The National Association of Financial Advisors shall remit to this Association that portion of the renewal dues for each member of this Association that is payable to this Association no later than fifteen (15) days following receipt of such membership renewal dues by the National Association of Financial Advisors.

#### ARTICLE XIV-FINANCE

Section 1. The fiscal year of this Association shall begin on the first day of July of each year.

Section 2. Not later than July of each year, the Board of Directors shall conduct a meeting to discuss a budget of estimated income and expenditures for the fiscal year to be adopted by the Board of Directors.

Section 3. The Association's book of accounts shall be audited at least once each year. The auditors shall be named by the Board of Directors

Section 4. The Board of Directors shall determine the official depository or depositories for association funds and shall designate one or more persons in addition to the Treasurer to sign or countersign checks or other documents for the disbursement of such funds.

Section 5. Upon dissolution of this Association all remaining assets shall be transferred to either the State Association or the National Association of Insurance and Financial Advisors, or another non-profit organization.

#### ARTICLE XV-RULES OF ORDER

Section 1. Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

#### ARTICLE XVI-APPROVAL OF BYLAWS AND AMENDMENTS

Section 1. Any amendments to these Bylaws, if in conformity with the policies of the National Association of Insurance and Financial Advisors, may be adopted by a two thirds (2/3) vote of the Active members present at any meeting of this Association; provided that written notice of the meeting and of the proposed amendments shall have been sent to the members at least one month prior to the meeting and provided that a quorum is present at the meeting.

Section 2. Notwithstanding the provisions of Section 1, these Bylaws and any amendments thereto shall be effective only when submitted to and approved by the State Association and the National Association of Insurance and Financial Advisors. True copies of these bylaws and all such amendments shall also be provided by the Secretary of this Association to the State Association and the National Association of Insurance and Financial Advisors.

Bylaws Approved by: The Members in Attendance.

Date: January 31, 2008

Location: Sacramento, CA

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Marsha Vacca, President

## CODE OF ETHICS

Preamble: Those engaged in offering insurance and other related financial services occupy the unique position of liaison between the purchasers and the suppliers of insurance and closely related financial products. Inherent in this role is the combination of professional duty to the client and to the company as well. Ethical balance is required to avoid any conflict between these two obligations. Therefore,

I Believe It To Be My Responsibility

To hold my profession in high esteem and strive to enhance its prestige.

To fulfill the needs of my clients to the best of my ability.

To maintain my clients' confidences.

To render exemplary service to my clients and their beneficiaries.

To adhere to professional standards of conduct in helping my clients to protect insurable obligations and attain their financial security objectives.

To present accurately and honestly all facts essential to my clients' decisions.

To perfect my skills and increase my knowledge through continuing education.

To conduct my business in such a way that my example might help raise the professional standards of those in my profession.

To keep informed with respect to applicable laws and regulations and to observe them in the practice of my profession.

To cooperate with others whose services are constructively related to meeting the needs of my clients.