

**OPERATING RULES FOR THE  
HEARTLAND CHAPTER OF THE  
ASSOCIATION OF INSURANCE COMPLIANCE PROFESSIONALS**

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**ARTICLE 1. NAME & PURPOSE**

**Section 1.1. Name**

Subject to approval by the AICP Board of Directors, the name of the organization is HEARTLAND CHAPTER, and shall be referenced herein as the “Chapter”.

As used herein, all references to the “Association” or “AICP” shall mean the national Association of Insurance Compliance Professionals.

**Section 1.2. Purpose**

The Chapter's purpose is to provide educational and professional development opportunities to its members in the area of insurance regulatory compliance, including education and training with respect to statutes and regulations which govern insurance rates, rules, forms and general compliance issues.

The Chapter may take any and all action consistent with this purpose, including, but not limited to, sponsoring, conducting, or participating in research and educational activities for the benefit of the insurance community within the geographic area served by the Chapter.

**Section 1.3 Chapter Not Separate Legal Entity**

The Heartland Chapter is not itself a separate legal entity; it's a subdivision of the AICP. All obligations and assets are those of the Association of Insurance Compliance Professionals.

**ARTICLE 2. MEMBERSHIP**

**Section 2.1. Membership**

Membership of the Chapter shall be comprised of all active members in good standing of the AICP whose work address is within the defined geographical area of the Chapter.

Each Chapter member must remain a member in good standing of the AICP. Forfeiture of membership in the AICP will automatically terminate membership in the Chapter. No person may be a member of more than one Chapter.

**Section 2.2. Rights of Members**

Any Association member may attend any Chapter Meeting.

Only Chapter members shall have the right to make motions at Chapter meetings, to vote in Chapter elections, and to hold elective office within the Chapter.

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**Section 2.3. Property Rights**

No member shall have any right, title or interest in any property or assets, including any earnings or investment income, of the AICP.

**Section 2.4. Liability of Members**

No member of the Chapter shall be personally liable for any debts, liabilities or obligations of the Chapter or of the AICP.

**ARTICLE 3 MEETINGS OF MEMBERS**

**Section 3.1. Annual Meeting**

The Chapter shall hold an annual business meeting of members for the purpose of electing officers of the Chapter, if not previously done electronically, and for the transaction of such other business as may come before the meeting.

The date, time and location of the meeting shall be designated by the Chapter's Executive Board.

**Section 3.2. Special Meetings**

Special meetings of the members may be called for any purpose, unless otherwise prescribed by the Chapter's Operating Rules.

Special meetings: (1) may be called by the Chapter President or (2) shall be called by the Chapter's President or Secretary at the request of a majority of the Chapter's Executive Board or (3) at the request of 5% of the membership. Such request shall state the purpose or purposes of the proposed meetings.

**Section 3.3. Notice of Meetings**

Written notice of any meeting of members, stating the time, place, and purpose thereof, shall be delivered by mail or electronic means to each member at least ten (10) calendar days before the date of the meeting.

**Section 3.4. Quorum at Meetings**

The lesser of ten percent (10%) of the Chapter's enrollment or fifteen (15) members shall constitute a Quorum at Chapter membership meetings.

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**Section 3.5. Voting**

Voting of Members shall be permitted in person, by mail or by electronic means unless otherwise indicated by the Board. On all voting matters, each Member is entitled to one vote. Voting matters shall be decided by a majority vote.

**ARTICLE 4. Chapter Officers**

**Section 4.1. Designation of Officers**

The Chapter shall have an Executive Board ("Board"), consisting of a President, a Vice President, a Secretary, a Treasurer, and a Past President.

The Chapter may elect such other or additional officers as it deems appropriate. Officers shall be members of the Chapter in good standing.

**Section 4.2. Duties of Officers**

The duties of the President, Past President, Vice President, Secretary, and Treasurer are as follows:

**4.2.1 President**

The President shall perform all duties customary to the office; shall perform such other duties as may be prescribed by the Board; shall, with Board approval, appoint from the membership Chairpersons of committees as may be required; and shall preside at all meetings of the membership.

**4.2.2 Past President**

The Past President shall perform such other duties customary to the office and which the President or Board may assign.

**4.2.3 Vice President**

The Vice President shall perform such duties as may be assigned by the President or Board and shall become President upon expiration or termination of the President's term of office.

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**4.2.4. Secretary**

The Secretary shall keep a full and accurate record of the proceedings of all meetings of the Chapter membership and Board; shall direct the distribution of notices and agendas for all such meetings; and shall take the roll at Board meetings.

**4.2.5 Treasurer**

The Treasurer shall be responsible for all funds of the Chapter and present an accounting of the same to the Annual Meeting of the Chapter and perform other such duties customary to the office and which the President or Board may assign.

**Section 4.3 Compensation**

The Board shall serve without compensation for services rendered to the Chapter.

**Section 4.4. Election and Term of Office**

If the Chapter is new, the initial President shall be elected by the Chapter members with the other officers at the Chapter's organizational meeting.

The Vice President, Secretary and Treasurer shall be elected by the Chapter's members. The President and Past President need not be elected, as the incumbent Vice President and President, respectively, shall succeed to the offices of President and Past President upon expiration of their predecessors' terms. However, should the office of Vice President be vacant, then the position of President shall also be placed on the ballot and be voted on in the same manner as those of Vice President, Secretary and Treasurer.

The term of office for Chapter officers shall be for such period as may be established by the Board, not to exceed two years, and shall run from the end of the Association's annual meeting immediately following such election.

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**Section 4.5. Removal of an Executive Board Member**

If a Board member ceases to qualify for membership in this Chapter, the President (or Vice President, in the event the President ceases to qualify for membership) shall declare a vacancy to exist. If a Board member does not perform the duties prescribed by the Chapter Operating Rules, or violates the Code of Ethics of the Association, the Board member's service in the position may be terminated at a meeting called expressly for that purpose. Written notice must be given to all Board members at least ten (10) days prior to the meeting. Removal shall require the approval of three fourths (3/4) of the Board members present and voting.

**Section 4.6 Vacancies**

A vacancy in any office may be filled as follows:

**4.6.1. President**

In the event of a vacancy, the Vice President shall succeed to the office of President.

**4.6.2. Past President**

In the event of a vacancy, the preceding Past President shall succeed to the Office, or the Board may, at their discretion, appoint someone from the membership to fill the empty Board position until the next election of officers.

**4.6.3. Vice President**

In the event of a vacancy, or if the Vice President assumes the position of President as described in 4.6.1, the President, with the consent and approval of the Board, shall appoint a successor to serve for the balance of the term. The appointed Vice President shall not automatically succeed to the position of President, but may be added to the ballot for President for election by the membership.

**4.6.4. Secretary, Treasurer**

The President, with the consent and approval of the Board, shall appoint a successor to serve the balance of the term.

**4.6.5 Re-Election**

The President and Vice President shall not be eligible for consecutive re-election to the same office. The Secretary and Treasurer are eligible for consecutive re-election subject to the discretion of the Board.

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**ARTICLE 5. COMMITTEES**

**Section 5.1. Committees**

The Board may establish such standing or special committees as may be deemed advisable or necessary to further the interests of the members of the Chapter. Membership on such committees shall be from among the members of the Chapter, who need not be Board members.

The President, with approval by the Board, may appoint, direct and terminate chairs of committees as the needs of the Chapter require. The Board may disband a committee if the need for such committee no longer exists.

Each committee shall keep regular minutes of its meetings and report the same to the Board.

**Section 5.2 Term**

Membership on a committee, subject to 5.1, is without limitation as to term.

**ARTICLE 6 MEETINGS OF CHAPTER EXECUTIVE BOARD**

**Section 6.1. Regular Meetings**

The Board shall hold meetings as necessary during each calendar year. Meetings may be held in conjunction with Chapter meetings or separately. The Board shall meet at such times and places as may be determined by action of the Board, by call of the President, or by written request of a Board member.

**Section 6.2. Notice of Meetings**

A written notice of the time and place of all meetings of the Board shall be delivered by mail or electronic means to each Board member by the Secretary or other Board designee. Advance notice shall be given as promptly as possible but at least 5 days before the meeting.

**Section 6.3. Teleconference Meetings**

Members of the Board may participate in a meeting of the Board by means of a telephone conference or similar method by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

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**Section 6.4. Quorum and Voting**

At meetings of the Board, the presence of the majority of the Officers shall constitute a quorum. Except as may otherwise be provided in these Operating Rules, each member of the Board shall be entitled to one vote in person or by proxy. If voting by proxy, a written authorization to act on behalf of the member shall be provided to the Secretary in advance of the meeting.

The affirmative vote of a majority of the Board members present shall be required for Board action.

**Section 6.5. Action Without a Meeting**

No meeting need be held by the Board to take any action, provided a majority of the members of the Board shall individually or collectively consent in writing to such action, and such written consent is filed with the minutes of the proceedings of the Board.

For purposes of these operating rules, “written consent” includes, without limitation, consent by mail or electronic means.

**ARTICLE 7 Chapter Funds**

**Section 7.1 Use of Chapter Funds**

The Chapter shall use its funds only to accomplish the objectives and purposes specified in these Operating Rules, and no part of these funds shall inure or be distributed to the members of the Chapter.

**Section 7.2. Payment of Expenses & Reimbursement Requests**

Payments for expenses and reimbursement requests require the approval of two Board members. If the expense is for payment to a member of the Board, then this person cannot be an approver for his or her own expense. An expense report, with accompanying receipt(s) is required for reimbursement.

**ARTICLE 8 MISCELLANEOUS**

**Section 8.1. Chapter Positions**

Statements made by Officers or members shall not purport to be by, or on behalf of, the Association, its Board of Directors, the Chapter, its Board or any committee unless in accordance with authority given and procedures determined in each instance by the Association Board of Directors.

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**Section 8.2. Policy Statement on Pricing Activities**

The Association is organized to promote the common interests of its members and members of the insurance compliance industry by promoting relationships, exchanging information and providing learning opportunities in a dynamic regulatory environment. In furtherance of this objective, the Association is committed to operating within the letter and spirit of all applicable federal and state laws, including antitrust laws.

The Association has adopted an Anti-Trust Policy, which shall be read by the President or other Officer at the opening of all Association meetings, including Chapter meetings.

**Section 8.3. Notices**

Notices to the Board and members of the Chapter shall be by electronic means to their e-mail or by regular mail to the postal address as listed in the books of the Association.

Electronic notice is complete when sent; mailed notice is complete when mailed by postage-paid mail.

**Section 8.4. Amendments**

These Operating Rules may be amended by the affirmative action of a majority of a quorum of the members present at a meeting of the members of the Chapter called for that purpose, or voting by mail or electronic means. The notice calling any such meeting shall contain a copy of the proposed amendments to these Operating Rules.

Adopted amendments to these Operating Rules are subject to approval by the Association Board of Directors.

**Section 8.5. Waiver of Notice**

Whenever any notice is required to be given under the provisions of law, under these Operating Rules, or under any other organizational documents of the Chapter, a waiver or waiver thereof by the person(s) entitled to such notice, whether before or after the event giving rise to such notice, shall be deemed equivalent to the giving of such notice. A person's attendance and participation at any meeting for which notice was not properly given shall constitute a waiver of the notice, unless such person specifically objects to the notice given at the start of such meeting.