

**GUIDELINES FOR THE
MID-ATLANTIC CHAPTER OF THE
ASSOCIATION OF INSURANCE COMPLIANCE PROFESSIONALS**

ARTICLE 1. NAME & PURPOSE

Section 1.1 Name

Subject to approval by the AICP Board of Directors, the name of the organization is the Mid-Atlantic 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 Mid-Atlantic 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. However, for an unemployed or retired member, home address shall determine Chapter affiliation.

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.

Retired members may not hold elective office within the Chapter.

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 Guidelines.

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 Presence at Meetings

For any meetings of members, presence shall be defined as personal appearance. However, if approved by the President, telephonic or electronic appearance shall also be permitted. If telephonic and/or electronic means of communication is/are utilized, all participating members must be able to communicate with each during the meeting.

Section 3.5 Quorum at Meetings

A quorum shall be the presence of the greater of five (5) members or five percent (5%) of the Chapter's membership.

Section 3.6 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. Unless otherwise required by these Guidelines 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, a Past President and a Regional Director (who shall be a non-voting member of the Board).

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 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.

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; and shall perform such other duties as may be assigned by the President or Board.

4.2.5 Treasurer

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

4.2.6 Regional Director

The Regional Director acts as a liaison between the Chapter and the national Board of Directors and represents the Chapter and its interests at national Board of Directors meetings.

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 with the other officers by the Chapter members 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 the Vice President be vacant, or be filled in accordance with the provisions of 4.6.3, 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.

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 Guidelines 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 (3/4ths) of the voting Board members. The Board member who is the subject of the vote shall not be entitled to vote on his or her proposed removal from office.

Section 4.6 Vacancies

A vacancy or impending vacancy in any office may be filled for the balance of the term, 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 or impending vacancy, the preceding Past President shall succeed to the Office, or the Board may, at their discretion, appoint a past president from the membership to fill the empty Board position.

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. 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, Regional Director

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

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. However, the Secretary and Treasurer may not serve more than six consecutive years. Notwithstanding the foregoing, the Board may waive this six year term limit if it determines there is no replacement option available.

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 either keep regular minutes of its meetings or shall prepare a report of its meetings and shall deliver the minutes or report to the Board at its next business meeting.

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 Presence at Meetings

For any meeting of the Board of Directors, presence shall be defined as personal appearance. However, if approved by the President, telephonic or electronic appearances shall also be permitted. If telephonic and electronic means of communication is/are utilized, all participating members of the Board of Directors must be able to communicate with each other during the meeting.

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 Guidelines, each member of the Board shall be entitled to one vote.

Except as otherwise provided in these Guidelines, 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 all of the voting members of the Board shall 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 Guidelines, "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 Guidelines, 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.

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 Guidelines may be amended by the affirmative action of two-thirds (2/3rds) of the voting members of the Board at a meeting of the members of the Board called for that purpose, or by voting by mail or electronic means. The notice calling any such meeting shall contain a copy of the proposed amendments to these Guidelines.

The members of the Chapter shall be entitled to initiate a petition of the Board to amend these Guidelines by delivering to a member of the Board then in office a petition approved by the number of members equal to a quorum as set forth in Section 3.5. Action by the Board shall be taken on the members' petition at the next regular or special meeting of the Board in the manner set forth in this Section 8.4.

Adopted amendments to these Guidelines 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 Guidelines, or under any other organizational documents of the Chapter, a 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.

