

NATIONAL COUNCIL OF INSURANCE LEGISLATORS
ARTICLES OF ORGANIZATION & BYLAWS REVISION COMMITTEE
INTERIM COMMITTEE MEETING
OCTOBER 8, 2021
DRAFT MINUTES

The National Council of Insurance Legislators (NCOIL) Articles of Organization & Bylaws Revision Committee held an interim meeting via Zoom on Friday, October 8, 2021 at 12:00 P.M. (EST)

Representative Matt Lehman of Indiana, NCOIL President, presided.

Other members of the Committee present were:

Rep. Joe Fischer (KY)
Sen. Shawn Vadaa (ND)

Other legislators present were:

Sen. George Lang (OH)

Also in attendance were:

Commissioner Tom Considine, NCOIL CEO
Will Melofchik, NCOIL General Counsel

QUORUM

Upon a Motion made by Rep. Joe Fischer (KY), NCOIL Secretary, and seconded by Rep. Lehman, the Committee voted without objection by way of a voice vote to waive the quorum requirement.

INTRODUCTORY REMARKS

Sen. Shawn Vadaa (ND), Chair of the Committee, had technical difficulties joining the Zoom meeting and ended up joining late. Accordingly, Rep. Lehman presided over the meeting in order to avoid delays in conducting Committee business. Rep. Lehman thanked everyone for joining the meeting as he acknowledged everyone's busy schedules.

Before going any further, Rep. Lehman made a few marks about the agenda and the format for the meeting. Generally, NCOIL staff, in consultation with the Chair of this Committee, reviews NCOIL's articles of organization and bylaws each year to determine if any changes should be made. Some fairly significant changes were made last year to address the realities of conducting business in a global pandemic.

The changes being proposed this year are fairly minor and are being proposed to both continue the organization on a path of improvement, and formally recognize current practices within the organization.

That brings us to the format of today's meeting – everyone should have the proposed amendments. Rep. Lehman stated that he will go through each proposed amendment and then open it up for comments and/or questions from the legislators first, followed by interested persons. The Committee will then meet in Scottsdale at the NCOIL Annual Meeting to formally consider the amendments, and if adopted, will then be sent to the Executive Committee for final adoption at the conclusion of the Annual Meeting.

DISCUSSION ON PROPOSED AMENDMENTS TO NCOIL ARTICLES OF ORGANIZATION AND BYLAWS

The first proposed amendment is in Section 3(B) of the Articles of Organization at the end of page 1. The second sentence of that section is proposed to be deleted. The reasoning behind this is to address the situation of a state that hasn't paid dues in let's say five years, but then decides to renew its status as a Contributing State. Under a strict reading of this section, that state would be required to pay all of the previously billed dues in order to be in good standing, as opposed to just paying the one year's worth of dues to re-join as a Contributing State. That makes it virtually impractical to recruit lapsed Contributing States to return and, frankly, is not the way the organization conducts business. Hearing no questions from legislators or interested persons, Rep. Lehman proceeded.

The next proposed amendment is in Section 3(B)(10) of the bylaws on page 6. The language "if she or he has an opponent for the position" is proposed to be added to the end of the last sentence in that section.

The reasoning behind this is to ensure that recusals from Nominating Committee deliberations are required only when appropriate. For example, when the Nominating Committee meets at the Annual Meeting, technically the existing officers seeking to advance in their service through the active chairs are candidates for an officer position, in addition to the legislator seeking to start their service as an officer.

Under the current language of this section, certain Nominating Committee members would therefore have to decide whether to recuse themselves even though they are only advancing in their officer service with no opponents. Rep. Lehman stated that in conversations with staff, he, Sen. Vedaa, and staff agreed that adding the proposed language makes sense to avoid any unnecessary recusals while maintaining the spirit and intent of this section. Hearing no questions or comments from legislators or interested persons, Rep. Lehman proceeded.

The next proposed amendment appears on the same page – Section(3)(B)(11) is proposed to be deleted which sets out the makeup and purpose of a Business Planning Committee.

The reasoning behind this is that since Indiana Senator Travis Holdman was NCOIL President in 2016, which also coincided with Commissioner Considine's arrival as NCOIL CEO, all of the functions of the Business Planning Committee as set out in the bylaws have been carried out by the Executive Committee, which has worked well. Rep. Lehman stated that he does not believe the Business Planning Committee has ever met by itself and conducted any business since 2016. The Committee is always just merged with the meeting of the Executive Committee at the conclusion of the national conferences which is really just a matter of following past practices – it's the Executive

Committee that is conducting the official business during those meetings. Hearing no questions or comments from legislators or interested persons, Rep. Lehman proceeded.

The next proposed amendment also appears on the same page – Section (3)(C) is proposed to be amended by adding the language “however, no legislator shall serve as Chair of any one committee for more than three (3) consecutive years.” Rep. Lehman noted that he would like to add an amendment to this language to make clear that this amendment, if adopted, would apply at the beginning of next year so that current chairs would not be affected.

Accordingly, the amendment would read “however, beginning in 2022, no legislator shall serve as Chair of any one committee for more than three (3) consecutive years.” The reasoning behind this is to simply facilitate a wider range of legislators Chairing a committee and to avoid having a legislator feel that they “own” a committee due to their extensive consecutive years of service as Chair.

Jeff Klein, Of Counsel, McIntyre & Lemon, PLLC, asked if that applies to Vice Chairs as well. Rep. Lehman stated that the intent is for it to apply only to Chairs.

There were no other questions or comments from legislators or interested persons.

Rep. Lehman thanked everyone for joining and stated that he looks forward to seeing everyone in Scottsdale.

ADJOURNMENT

Upon a Motion made by Rep. Fischer and seconded by Rep. Lehman, the Committee adjourned at 12:30 p.m.