

NATIONAL COUNCIL OF INSURANCE LEGISLATORS
ARTICLES OF ORGANIZATION & BYLAWS REVISION COMMITTEE
NEW ORLEANS, LOUISIANA
NOVEMBER 17, 2022
DRAFT MINUTES

The National Council of Insurance Legislators (NCOIL) Articles of Organization & Bylaws Revision Committee met at The Sheraton New Orleans Hotel on Thursday, November 17, 2022 at 5:00 p.m.

Senator Walter Michel of Mississippi, Acting Chair of the Committee, presided.

Other members of the Committee present were:

Rep. Matt Lehman (IN)	Asm. Kevin Cahill (NY)
Sen. Shawn Vedaa (ND)	Rep. Carl Anderson (SC)

Other legislators present were:

Asm. Ken Cooley (CA)	Sen. Jerry Klein (ND)
Rep. Matthew Gambill (GA)	Asm. Jarett Gandolfo (NY)
Sen. Paul Utke (MN)	Sen. Eric Nelson (WV)

Also in attendance were:

Commissioner Tom Considine, NCOIL CEO
Will Melofchik, NCOIL General Counsel
Pat Gilbert, Manager, Administration & Member Services, NCOIL Support Services, LLC

MINUTES

Upon a Motion made by Asm. Kevin Cahill (NY), NCOIL Vice President, and seconded by Rep. Matt Lehman, NCOIL Immediate Past President, the Committee voted without objection by way of a voice vote to adopt the minutes of the Committee's November 19, 2021 meeting.

DISCUSSION AND CONSIDERATION OF PROPOSED AMENDMENTS TO NCOIL ARTICLES OF ORGANIZATION & BYLAWS

Sen. Michel stated that we're here today to discuss and consider some proposed amendments to the NCOIL Articles of Organization & Bylaws. Those amendments can be found on the conference app and on the website and they also appear in your binders starting on page 99. None of these amendments are particularly controversial or transformative. Rather, they represent some minor changes in order to improve the overall operation of the organization. I'll turn things over to Will Melofchik, NCOIL General Counsel, who can go through each amendment.

Mr. Melofchik stated that the first proposed amendment is to section 5.I. of the Articles of Organization. The amendment addresses the required attendance for Executive Committee members at NCOIL conferences in order to remain on the Executive Committee. The amendment provides a little more flexibility for members to remain on the Executive Committee. Many times, members that attend conferences can't stay the entire conference and have to catch

a flight before Executive Committee meeting which is always on the last day of the conference. So this amendment would allow members to stay on the Executive Committee if they attend at least one conference in person per year and one Executive Committee meeting annually, by whatever means held. The “by whatever means held” language is meant to encompass a meeting of the Executive Committee being held via Zoom in between national conferences. Hearing no questions or comments, Mr. Melofchik proceeded to the next amendment.

The next proposed amendment is in section III.B.7. of the Bylaws. The amendment clarifies that members of the Audit Committee shall be appointed by the NCOIL President which would align audit committee membership with budget committee membership and this committee’s membership which are populated by members who are appointed by the president. The rationale is that it makes sense that those committees are meant to be populated by members with experience in the organization so they should be appointed by the president. Hearing no questions or comments, Mr. Melofchik proceeded to the next amendment.

The next amendment is to Section III.B.9 of the Bylaws. The amendment would require the NCOIL Secretary to be a member of the Budget Committee and the reasoning is that the Secretary is the officer rank which precedes Treasurer and the Treasurer Chairs the Budget Committee. So the thought is to ensure the Secretary has some experience with the Budget Committee before they serve as chair of that committee the next year. Hearing no questions or comments, Mr. Melofchik proceeded to the next amendment.

The next amendment is to Section III.B.10 of the Bylaws and deals with when recusal is warranted from Nominating Committee matters. The amendment clarifies that if a candidate is a current officer seeking to advance through the chairs, then recusal is only warranted if she or he has an opponent for the position. Hearing no questions or comments, Mr. Melofchik proceeded to the next amendment.

The last amendment is to Section III.G.1 of the Bylaws. The amendment requires a legislator who is seeking to sponsor a Resolution or Model Law to attend at least one NCOIL conference prior to sponsoring. The reasoning for the amendment is that recently, a legislator sponsored a Model at their first conference and we received some feedback that legislators should be more experienced with NCOIL before sponsoring something. Hearing no questions or comments on this amendment, Mr. Melofchik asked if there were any comments or questions on anything stated.

Rep. Carl Anderson (SC) asked whether the amendment dealing with Executive Committee membership means that any one of the three conferences per year can be attended to meet that part of the attendance requirement. Mr. Melofchik replied yes.

Sen. Michel asked if there were any questions or comments on any of the proposed amendments. Hearing none, upon a motion made by Rep. Lehman and seconded by Asm. Cahill, the Committee voted without objection by way of a voice vote to adopt the amendments.

Sen. Michel stated that the amendments will now be presented to the Executive Committee as part of the consent calendar during its meeting on Saturday.

ADJOURNMENT

Hearing no further business, upon a motion made by Rep. Lehman and seconded by Asm. Cahill, the Committee adjourned at 4:45 p.m.