

NATIONAL COUNCIL OF INSURANCE LEGISLATORS
ARTICLES OF ORGANIZATION & BYLAWS REVISION COMMITTEE
2023 NCOIL ANNUAL MEETING – COLUMBUS, OHIO
NOVEMBER 16, 2023
DRAFT MINUTES

The National Council of Insurance Legislators (NCOIL) Articles of Organization & Bylaws Revision Committee met at The Renaissance Columbus Downtown Hotel in Columbus, Ohio on Thursday, November 16, 2023 at 4:45 p.m.

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

Other members of the Committee present were:

Rep. Edmond Jordan (LA)
Rep. Brenda Carter (MI)

Sen. Jerry Klein (ND)
Rep. Carl Anderson (SC)

Other legislators present were:

Rep. Matt Lehman (IN)
Sen. Lana Theis (MI)
Sen. Paul Utke (MN)
Rep. Bob Titus (MO)
Asw. Pam Hunter (NY)

Sen. George Lang (OH)
Rep. Forrest Bennett (OK)
Rep. Ellyn Hefner (OK)
Rep. Tom Oliverson, M.D. (TX)

Also in attendance were:

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

MINUTES

Upon a Motion made by Rep. Edmond Jordan (LA) and seconded by Rep. Carl Anderson (SC), the Committee voted without objection by way of a voice vote to adopt the minutes of the Committee's July 21, 2023 meeting.

DISCUSSION AND CONSIDERATION OF PROPOSED AMENDMENTS TO NCOIL ARTICLES OF ORGANIZATION AND 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 129. Sen. Michel stated that as a reminder, this Committee met and adopted amendments to the Articles of Organization and Bylaws but they were held at the Executive Committee so that some of the amendments could be revised. I'll turn things over to Will Melofchik, NCOIL General Counsel, who can go through the amendments.

Mr. Melofchik stated that as Sen. Michel just noted, staff did revise some of the amendments and, in consultation with Sen. Michel and others, we have proposed a couple of new amendments as well which we will review.

The amendment with the revised language focuses on Section 4(C) of the Articles of Organization on page 129 in your binders. This amendment was the reason for the Executive Committee holding everything as we needed to revise this language. As a reminder, this deals with limiting the number of legislators from any one State that may vote on any matter before a Committee, and then setting forth a process to determine who may vote on a matter if a State has more than four legislators serving and present on a Committee. The new language we drafted we believe clarifies the process to determine who may vote in the situation described above where there are more than four legislators from one State. In such a scenario, the process would be:

- Chair, Vice Chair, Ranking Member of the Committee that oversees insurance matters;
- If that has been exhausted, then members serving on the Committee with authority over insurance matters shall have preference in order of seniority in the legislature;
- If both have been exhausted, then members shall have preference in order of seniority in the legislature.

Asw. Pam Hunter (NY), NCOIL Treasurer, asked for further clarification of why the proposed amendment is necessary – is there an issue of states trying to “stack” a Committee to vote a certain way on a model law or resolution? The Hon. Tom Considine, NCOIL CEO, stated that the Executive Committee has long had a rule that is set forth in the Articles of Organization & Bylaws that there can only be four legislators from one state on the Executive Committee and that hasn’t been the case on policy committees. And there was a little bit of “stacking” a couple years ago on a model law. So the thought was to align the Executive Committee rule with policy committees and then come up with guidelines and we discussed what was the most bipartisan way to do it. And we actually spoke to someone who was in the minority party in a legislature to run it by him (Rep. Carl Anderson (SC)) to make sure they didn’t feel like they were getting slighted. And by having the Chair, Vice Chair, and Ranking Member be the first guideline, that made it bipartisan and then the second and third guidelines are purely by seniority so that’s the luck of the draw which we think is bipartisan as well so really a bipartisan spirit drove the whole nature of the language.

Hearing no further questions or comments, upon a Motion made by Rep. Anderson and seconded by Sen. Jerry Klein (ND), the Committee voted without objection by way of a voice vote to adopt the amendment.

Mr. Melofchik stated that the next proposed amendment is one that wasn’t discussed in July – it’s to Section 5(A) of the Articles of Organization on the same page in your binders. The amendment deals with changing the Officer membership to include only the most recent Immediate Past President rather than the two Immediate Past Presidents. The reasoning behind this is twofold: first, due to some officers in the past several years leaving the legislature, Indiana Senator Travis Holdman has stayed on as one of the Immediate Past Presidents, despite his term as NCOIL President ending in 2016. Having two Immediate Past Presidents in the Officer ranks significantly increases the chances of a similar scenario happening again in the future due to the unfortunate realities of Officers either losing elections or leaving the legislature for another reason.

Second, one of the reasons the change was made several years ago from one Immediate Past President to two, was to increase the bipartisan nature of the Officer ranks. But, with the significant turnover we've had the past few years, it's actually resulted in the opposite with the two Immediate Past Presidents being from the same political party. So going back to one Immediate Past President lessens the chance of that happening.

Hearing no questions or comments, upon a motion made by Sen. Klein and seconded by Rep. Anderson, the Committee voted without objection by way of a voice vote to adopt the amendment. Mr. Melofchik then stated that Rep. Matt Lehman (IN), NCOIL Immediate Past President, just noticed a technical change that needs to be made in light of the amendment that was just adopted. On page 129, Section 5(A) and (B) would need to be amended to have the total officer number be five instead of six. Hearing no questions or comments, upon a motion made by Sen. Klein and seconded by Rep. Anderson, the Committee voted without objection by way of a voice vote to adopt the amendment.

Mr. Melofchik stated that the next proposed amendment is one that was discussed and agreed upon in July. In Section 5(B) of the Articles of Organization on page 130, in the 4th sentence that starts with "A state committee chair from a Contributing State..." we propose to add at the end of that sentence: "...unless, upon good cause shown, such attendance is deemed by the President to be unreasonable."

This deals with the requirement that state Committee Chairs must be physically present at their first Executive Committee meeting in order to be recognized as a new member. We were presented with a scenario where a member who is Chair of their state's insurance committee and attending their first NCOIL conference couldn't attend the Executive Committee on Saturday due to religious reasons. Accordingly, we think this language is reasonable to accommodate those types of situations.

Hearing no questions or comments, upon a motion made by Sen. Klein and seconded by Rep. Anderson, the Committee voted without objection by way of a voice vote to adopt the amendment.

Mr. Melofchik stated that the next proposed amendment is to Section 3(B)(10) of the Bylaws which is on page 133 of your binders. This is an amendment that was not discussed in July and is one that we noticed when preparing for this week's Nominating Committee. It struck us as odd that under the current language, one of the current NCOIL Officers, the Secretary, is not a member of the Nominating Committee and therefore doesn't have a role in choosing the next Officer. Accordingly, by adding the language you see before you, that cures that oddity.

Hearing no questions or comments, upon a motion made by Sen. Klein and seconded by Rep. Anderson, the Committee voted without objection by way of a voice vote to adopt the amendment.

Mr. Melofchik stated that the last amendment is another one that was discussed and agreed upon in July – it's straightforward and just delineates another method that legislators can use to sign up for Committees. And it also describes how legislators that serve on their state's insurance committee and are attending their first NCOIL meeting are able to sign up for Committees in advance of the conference, which is currently allowed under our bylaws.

Rep. Anderson stated that when legislators come to NCOIL for the first time and join committees and then they don't show up anymore, is there a certain amount of meetings that they can miss

before being removed from that committee? Mr. Melofchik stated that that for policy committees there isn't a strict time limit but we have implemented somewhat of a loose timeframe of if you haven't attended any meeting, whether it's in person or via Zoom, in two years then you'll get letter or e-mail saying you will be removed unless you attend a meeting, whether in person or via Zoom, or request to stay on the committee which will have to be approved by the NCOIL president.

Hearing no further questions or comments, upon a motion made by Sen. Klein and seconded by Rep. Anderson, the Committee voted without objection by way of a voice vote to adopt the amendment.

Sen. Michel thanked everyone and stated the amendments will be presented to the Executive Committee tomorrow for final ratification.

ADJOURNMENT

Hearing no further business, upon a motion made by Sen. Klein and seconded by Rep. Anderson, the Committee adjourned at 5:15 p.m.