

Proposed Bylaw Changes/Revisions – To be voted on at the Annual Meeting on April 17, 2019

- 1) **Section 3.5. Parliamentary Procedure:** ~~Roberts Rules of Order~~ ***The Modern Rules of Order*** shall be the parliamentary authority for all matters of procedure for this Corporation not specifically covered in the Certificate of Incorporation and the Bylaws, as amended, of this Corporation.
- 2) **Section 5.6. Treasurer:** The Treasurer shall be the primary liaison for the Board to the staff person responsible for the accounting functions of the Corporation. He/she shall report to the Board the financial status of the Corporation at each meeting. The staff person responsible for the accounting function shall collect all funds, dues, and assessments owing to the Corporation, give proper receipts therefore, and keep an accurate itemized account of all receipts and disbursements of the Corporation. All disbursements shall be under the direction of the Board of Directors. The Corporation shall deposit all funds, as received in a financial institution approved by the Board to the credit of the Corporation and the same shall be withdrawn upon checks signed or electronic transactions authorized as follows:
 - a. If the disbursement is for ~~\$5,000.00~~ ***\$10,000.00*** or less, it shall be signed/approved by any two of either: the President/Chief Executive Officer, Chairman, Chairman-Elect, Secretary, Treasurer, or Chief Financial Officer.
 - b. If the disbursement is for over ~~\$5,000.00~~ ***\$10,000.00***, it shall be signed/authorized by any two of the following officers: the President/Chief Executive Officer, Chairman, Chairman-Elect, Secretary, or Treasurer.

3) STATE NATIONAL DIRECTOR

Section 6.1. The Board of Directors of OAI shall elect a State Director to serve on the National Board of the Independent Insurance Agents and Brokers of America, Inc. (“IIABA”). The State Director shall automatically serve as a director of this Corporation by reason of election as State Director to serve on the National Board of IIABA.

Section 6.2. The State Director shall serve for a term of three (3) years, but shall not be eligible to hold the office of State Director for more than six (6) consecutive years. In the event the State Director is elected or appointed in office in IIABA, thereby requiring the continued holding of office as State Director, this restriction shall not apply. The State Director shall act as intermediary between this Corporation and the IIABA to effect, foster, coordinate, and maintain a unity of purpose and accomplishment. He/she shall attend all meetings of the Board of State Directors, as duties require, as established by the Articles of Incorporation, Bylaws, and other governing laws of IIABA. This article shall be consistent with the Bylaws of IIABA.

Section 6.3. No person shall be eligible to be elected as State Director without having first served ***at least 3 years on the Board as a Director or on the Executive Committee*** ~~Chairman~~ of this Corporation or its affiliated associations.

Section 6.4. The State Director may be removed from office, with or without cause, by the affirmative vote of two-thirds (2/3) of all directors, provided that not less than five (5) nor more than thirty (30) days written notice of such meeting stating that the removal of such State Director is to be on the agenda for such meeting shall be given to each director.