

BY-LAWS  
of the  
INTERNATIONAL CLAIM ASSOCIATION  
(An Illinois Not-for-Profit Corporation)

Article I

Purposes

The purposes of the Association shall be education, research and acting as a trade association. In furtherance of those purposes, the Association shall strive: to promote efficiency, effectiveness and high standards of performance in claim administration; to provide a forum for research, education and the exchange of ideas relating to various aspects of claim administration; and, to devise and give effect to measures for the benefit of policyholders and beneficiaries in matters relating to claims.

ARTICLE II

Membership

SECTION 1. Any company or association licensed, chartered or otherwise authorized by any state or provincial government or any national government to engage in the business of administering annuity, health, long-term care, disability, or life insurance claims, including health maintenance organizations, preferred provider organizations, health and hospital service corporations, third party administrators, fraternal benefit societies, insurance companies, and reinsurance companies, shall be eligible for membership in the Association. Any individual who (1) is not employed by a company or association that is eligible for membership in the Association, (2) is engaged in a business or professional enterprise in which he or she regularly provides services to one or more companies or associations eligible for membership, and (3) is sponsored by an employee of a member company, shall be eligible for membership in the Association.

SECTION 2. An application for membership shall be on a form approved by the Executive Committee. Election as a member of the Association shall be by a two-thirds vote of the Executive Committee. The Executive Committee may delegate approval of membership to a Membership Committee comprised of the officers of the Association in which case a unanimous vote of all members of the Membership Committee will be required to election.

SECTION 3. Membership in the Association may be terminated at any time by two-thirds vote of the Executive Committee, such termination to take effect on the date of mailing a notice of termination by the Secretary to the address of record

of the member. Membership in the Association may be terminated for failure to support the purposes of the Association; for failure to comply with the Statement of Principles; or for acting in such a manner as to bring discredit to the Association. Termination of membership shall be automatic if a member fails to pay the annual dues within thirty days of receiving a final notice that such dues are payable. With the authorization of the Executive Committee the Secretary may publish notice of such termination in any manner deemed necessary.

SECTION 4. The Executive Committee may from time to time prescribe administrative rules pertaining to membership as may be necessary.

SECTION 5. Any employee of a member company whose duties pertain to claim work in any capacity shall be considered eligible to represent that member company at any meeting of the Association, subject to Article VI, Section 4, and in any activities of the Association. Any question concerning a person's eligibility to attend any meeting of the Association and to participate in any activities of the Association shall be finally determined by the Executive Committee.

## ARTICLE III

### Officers

SECTION 1. The officers of the Association shall consist of a President, a President-Elect, a Secretary, a Treasurer and the Chairperson of the Executive Committee with the usual powers and duties of such offices. The President-Elect at the conclusion of his or her normal term in that office shall automatically become President for one-year or until succeeded. The President-Elect and the Secretary shall be elected by ballot at each annual meeting of the Association and shall hold office for one-year or until the election of his or her successor. The term of the Treasurer shall begin on January 1 of the calendar year following the year of his or her election and end on December 31 of that year. No person shall serve more than five consecutive terms as Secretary or Treasurer.

SECTION 2. If the office of President shall become vacant, the President- Elect shall thereupon become President for the remainder of the unexpired term as President and shall serve the entire following term he or she would have otherwise served.

To be eligible to be elected as an officer of the Association, a person must be an employee of a member company. The termination of an officer's status of employment of a member company shall not terminate his or her holding the office until the expiration of the regular term of office.

SECTION 3. If the office of the President-Elect shall become vacant, such office shall remain vacant. A President-Elect and a President for the next succeeding term shall be elected by ballot at the next annual meeting.

SECTION 4. In the event that the office of the President becomes vacant, at a time when the office of the President-Elect is also vacant, the Executive Committee shall elect a President to serve for the remainder of the unexpired term. A President and President-Elect for the next succeeding term shall be elected by ballot at the next annual meeting.

SECTION 5. If the office of the Chairperson, Secretary or the Treasurer shall become vacant, the Executive Committee shall elect a successor to serve for the remainder of the unexpired term.

SECTION 6. The officers will have the authority to make decisions on behalf of the Executive Committee in the event that a quorum can not be reached or to decide any question requiring action between Executive Committee meetings.

## ARTICLE IV

### Executive Committee

SECTION 1. There shall be an Executive Committee to consist of the Chairperson, the Immediate Past President, the President, the President-Elect, the Secretary, the Treasurer and six members at large making twelve members. Seven members shall constitute a quorum for the transaction of business.

SECTION 2. At each annual meeting a Chairperson of the Executive Committee shall be elected to serve for a term of one year and two members at large shall be elected to the Executive Committee to serve for a term of three years. The retiring President shall become a member of the Executive Committee automatically to serve a term of one year.

To be eligible to be elected and serve as a member of the Executive Committee, a person must be an employee of a member company.

The Executive Committee shall have the authority to remove any member of the Executive Committee who has been convicted of a felony involving dishonesty or breach of trust.

SECTION 3. The Executive Committee shall have the power to fill vacancies that may occur on the Committee, and members so elected shall serve until the next annual meeting when said vacancies shall be filled for the unexpired term, if any, through regular election. If the position of Chairperson of the Executive

Committee shall become vacant, the Committee shall appoint one of its members to serve in that position for the unexpired term. Any member elected to fill a vacancy created by the death, disability or resignation of the President-Elect would serve as an additional member at large.

SECTION 4. Meetings of the Executive Committee shall be called by its Chairperson whenever, in the opinion of the Chairperson or the President, it is necessary.

SECTION 5. The Executive Committee shall have authority to decide any question requiring action between annual meetings of the Association, to enact such rules as may be necessary to carry out the proper administration of the business affairs of the Association and to take whatever steps it deems advisable to promote the purposes and welfare of the Association.

SECTION 6. The Executive Committee shall have the power to regulate all matters relating to annual dues and registration fees for meetings. The Executive Committee shall authorize the Treasurer to handle the financial affairs of the Association under such rules and regulations as they may from time to time prescribe.

SECTION 7. A Past President other than the Immediate Past President that is employed by a member company is eligible to be a non-voting, ex-officio, member of the Executive Committee.

## ARTICLE V

### Standing and Annual Committees

SECTION 1. There shall be such committees as the Executive Committee shall recommend and the President shall appoint the Chair of each committee and the Chair will appoint the committee members.

To be eligible to be a member of an annual committee or standing committee a person must either be a current employee or retiree from a member company or an individual member. Committees shall be limited to two retirees.

SECTION 2. Committees shall submit reports upon request by the Executive Committee.

SECTION 3. The President shall be an ex-officio member of all committees except the Nominating Committee.

SECTION 4. Committees of the Association shall serve until such time as they are discharged by the Executive Committee.

## ARTICLE VI

### Meetings

SECTION 1. There shall be an annual meeting of the Association, which shall be held at such place as may be determined by the Executive Committee. Special meetings of the Association may be called on authority of the Executive Committee at such time and place as it may determine. Within fifteen days of the Secretary's receiving a written request signed by an authorized representative of at least twenty-five percent of the total number of member companies asking that a special meeting be called for a specified purpose, the Executive Committee shall call such meeting to take place within fifty days of the receipt of the said written request. The Executive Committee may determine that a meeting shall not be held at any place, but shall instead be held solely by means of email or other remote communication equipment.

SECTION 2. The Secretary shall advise all members in writing of the purpose, date, time and place of any meetings of the Association at least thirty days in advance of the date of the meeting.

SECTION 3. At any meeting of the Association, the voting representatives of twenty (20) member companies shall constitute a quorum. An individual member shall not have the right to vote.

SECTION 4. On any matter requiring a vote, voting shall be by voice vote, unless on motion duly made and seconded, the voting representatives shall, by a majority voice vote, choose voting by ballot. The vote shall be by the corresponding officer of a member company or, in his or her absence, by said officer's designee. The corresponding officer of each member company shall be the person shown as such on the records of the Secretary. A member company may change its corresponding officer by written direction filed with the secretary, but such direction shall be filed thirty days or more prior to an annual meeting to be effective at that meeting.

## ARTICLE VII

### Nominations and Elections

SECTION 1. A Nominating Committee of five representatives of member companies, not more than one of whom shall have served on the Nominating

Committee of the preceding year, shall be appointed by the Chair of the Nominating Committee.

SECTION 2. The Nominating Committee shall report its nominations of candidates for each office and for the Executive Committee in conjunction with the annual meeting. Nominations other than those made by the Nominating Committee may be made from the floor by the voting representative of any member company.

SECTION 3. Election shall immediately follow the closing of nominations. In case of a contest for an office or membership on the Executive Committee or as Chairperson of that Committee, such elections as are contested shall be decided by ballot as specified in Article V.

## ARTICLE VIII

### Statement of Principles

SECTION 1. The Association shall have a Statement of Principles, which shall constitute guidelines for members to follow in the administration of claims. The Statement of Principles shall be posted on the Association's website. An applicant for membership in the Association shall sign a statement to the effect that as a member of the Association, he, she or it will follow the Principles.

SECTION 2. The Statement of Principles may be amended from time to time by a two-thirds vote of the Executive Committee but any such amendment shall not take effect until all member companies are notified of such amendment and such amendment is ratified at the next annual meeting or at a special meeting called for that purpose.

SECTION 3. The Executive Committee shall have the power to terminate a member's membership in the Association in accordance with Article II, Section 3 if, in the opinion of the Executive Committee, the member has violated the Principles, provided notice of the Executive Committee's intended action is given to the member and such member is given the opportunity within a reasonable time to show cause as to why its membership should not be terminated.

## ARTICLE IX

### General

SECTION 1. The fiscal year begins on the first day of January of each calendar year and ends on the 31<sup>st</sup> day of December of that year.

SECTION 2. All deeds, contracts or other documents may be executed on behalf of the Association by any of the Officers. All checks, notes or other negotiable instruments shall be signed by the Treasurer or the Secretary or such other person or persons as the Executive Committee may from time to time designate.

## ARTICLE X

### Amendments

These by-laws may be amended at any scheduled meeting of the Association by a majority vote of member companies present, or by a majority vote of the member companies by an e-mail or mail ballot, provided notice of any proposed amendment shall first have been e-mailed or mailed by or on behalf of the Secretary to each member company at least thirty days prior to the meeting, or thirty days prior to e-mailing or mailing the ballot to the member companies.