BY-LAWS
of the
INTERNATIONAL CLAIM ASSOCIATION
(An Illinois Not-for-Profit Corporation)
As Amended September 2017

Article I

Purposes

The Association is a trade association incorporated under the laws of the State of Illinois. Its purpose shall be education and research in claims administration. 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 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 Board of Directors. The Board of Directors may delegate approval of membership to a membership committee comprised of the Officers of the Association. There must be a unanimous vote by the members of the membership committee to elect any member. If a unanimous vote is not attained, then election as a member of the Association shall be by two thirds of the Board of Directors.

SECTION 3. Membership in the Association may be terminated at any time by two-thirds vote of the Board of Directors. Termination for cause will 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 cause 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. A written appeal of any such termination may be made in a timely manner to the Board of Directors. 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 Board of Directors the Secretary may publish notice of such termination in any manner deemed necessary.

SECTION 4. The Board of Directors 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 Board of Directors.

ARTICLE III

Officers

SECTION 1. The officers of the Association shall consist of a President, a Vice President, a Secretary and a Treasurer with the usual powers and duties of such offices. Officers must be from different member companies at the time of appointment. The Vice President at the conclusion of his or her normal term in that office shall automatically become President for one-year or until succeeded. The Vice President and the Secretary 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 three consecutive terms as Secretary or Treasurer.

SECTION 2. The elected officers of the Association shall be elected at the Annual meeting of the Association members according to Article VII and shall hold office for a term of one year, or until the election of their successors. Election of an officer shall not of itself create contract rights.

Section 3. If the office of President shall become vacant, the Vice President 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 does not terminate his or her holding the office until the expiration of the regular term of office or upon their voluntary resignation when received in writing at ICA headquarters.

SECTION 4. If the office of the Vice President shall become vacant, such office shall remain vacant. A Vice President and a President for the next succeeding term shall be elected by ballot at the next annual meeting.
SECTION 5. In the event that the office of the President becomes vacant, at a time when the office of the Vice President is also vacant, the Board of Directors shall elect a President to serve for the remainder of the unexpired term. A President and Vice President for the next succeeding term shall be elected by ballot at the next annual meeting.

SECTION 6. If the office of Secretary or Treasurer shall become vacant, the Board of Directors shall elect a successor to serve for the remainder of the unexpired term.

SECTION 7. An Officer elected by the members may be removed by the Board of Directors or by affirmative vote of a majority of the members entitled to vote on the election of such officer, whenever in its (or their) judgement, the best interest of the Association will be served.

SECTION 8. The officers will have the authority to make decisions on behalf of the Board of Directors in the event that a quorum can not be reached or to decide any question requiring action between Board of Directors meetings.

ARTICLE IV

Board of Directors

SECTION 1. There shall be a Board of Directors to consist of 12 voting members including the Immediate Past President, the President, the Vice President, the Secretary, the Treasurer and seven at-large members. The Chair of the Education Committee shall serve as an ex-officio non-voting member of the Board of Directors. Total composition of the Board of Directors is thirteen members. Seven voting members shall constitute a quorum for the transaction of business.

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

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

A member of the Board of Directors may be removed by the voting members as provided by law. A director who has been convicted of a felony involving dishonesty or breach of trust shall be deemed to have resigned from the Board of Directors.

There shall not be more than two members of the Board of Directors from the same member company at the time of appointment.

SECTION 3. The Board of Directors shall have the power to fill vacancies that may occur on the Board of Directors 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. Any member elected to fill a vacancy created by the death, disability or resignation of the Vice President would serve as an additional member at large.
SECTION 4. Meetings of the Board of Directors shall be called by its Secretary whenever, in the opinion of the Secretary or the President, it is necessary.

SECTION 5. The Board of Directors 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 Board of Directors shall have the power to regulate all matters relating to annual dues and registration fees for meetings. The Board of Directors 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 Board of Directors.

ARTICLE V
Standing and Annual Committees

SECTION 1. There shall be such committees as the Board of Directors shall recommend and approve. The Board of Directors shall appoint the Chair of each committee and the Chair will appoint the committee members which will be approved no later than December.

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 Board of Directors.

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 Board of Directors.

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 Board of Directors. Special meetings of the Association may be called on authority of the Board of Directors 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 Board of Directors shall call such
meeting to take place within fifty days of the receipt of the said written request. The Board of
Directors 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 and approved by the Board of
Directors. No member of the Nominating Committee is eligible to be nominated or elected as
an Officer or Director of the Association during their tenure on the Nominating Committee.

SECTION 2. The Nominating Committee shall report its nominations of candidates for each office
and for the Board of Directors to the membership at 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 Board of Directors such elections as are contested shall be
decided by ballot as specified in Article VI.

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 Board of Directors 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 Board of Directors 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 Board of Directors, the member has violated the Principles, provided notice of the Board of Directors’ 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 31st 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 or Executive Director. All checks, notes or other negotiable instruments shall be signed by the Treasurer or the Secretary or such other person or persons as the Board of Directors 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 voting 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.