BYLAWS OF THE

INSURANCE REGULATORY EXAMINERS SOCIETY

(IRES)

Amended August, 2026

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BYLAWS OF THE INSURANCE REGULATORY EXAMINERS SOCIETY (IRES)

ARTICLE I. - NAME, LOCATION AND DEFINITIONS

SECTION - 1 - Name

INSURANCE REGULATORY EXAMINERS SOCIETY is the name of this non-profit organization incorporated in the state of Missouri.

SECTION - 2 - Location

The principal location shall be in such place as the Board of Directors may designate from time to time. The initial office address was in the state of Missouri. The address at adoption of this revision to these Bylaws is the address of the management company representing IRES at the time of the change. The actual address is located in Appendix A to this document. This address may be changed in Appendix A by a majority vote of the Executive Committee.

SECTION - 3 - Definitions

a) ACTIVE FORMER REGULATOR MEMBER shall be any member having been approved for GENERAL MEMBERSHIP, as defined, who has ceased to be actively engaged with an AGENCY, as defined, and has been granted such title by the Board of Directors upon recommendation by the Membership and Benefits Committee.

b) AGENCY shall mean any unit, state, federal or local department or AGENCY of government engaged in the regulation of the business of insurance and shall include the National Association of Insurance Commissioners (NAIC), the Department of Labor's Employee Benefits Security Administration (EBSA), the Centers for Medicare & Medicaid Services' Center for Consumer Information and Insurance Oversight (CCIIO), the Federal Insurance Administration, or their respective successors.

c) DESIGNATED ACTIVE FORMER REGULATOR MEMBER shall mean an ACTIVE FORMER REGULATOR MEMBER of IRES in good standing who has:

i. Attained a degree of competence considered sufficient by IRES and committees duly appointed by it,
ii. Been found to have the required experience,
iii. Have completed all requirements set forth and approved by IRES, and
iv. Who has been granted permission by IRES, subject to its rules, to use an IRES recognized designation.

ACTIVE FORMER REGULATOR MEMBERS who hold only designations that do not require ongoing continuing education shall not be classified as a DESIGNATED ACTIVE FORMER REGULATOR MEMBER.

d) DESIGNATED GENERAL MEMBER shall mean a GENERAL MEMBER of IRES in good standing who has:

i. Attained a degree of competence considered sufficient by IRES and committees duly appointed by it,
ii. Been found to have the required experience,
iii. Have completed all requirements set forth and approved by IRES, and

iv. Who has been granted permission by IRES, subject to its rules, to use an IRES recognized designation.

GENERAL MEMBERS who hold only designations that do not require ongoing continuing education shall not be classified as a DESIGNATED GENERAL MEMBER.

e) DESIGNATED SUSTAINING FIRM EMPLOYEE MEMBER shall mean a SUSTAINING FIRM EMPLOYEE MEMBER of IRES in good standing who has:

i. Attained a degree of competence considered sufficient by IRES and committees duly appointed by it,
ii. Been found to have the required experience,
iii. Have completed all requirements set forth and approved by IRES, and
iv. Who has been granted permission by IRES, subject to its rules, to use an IRES recognized designation.

A SUSTAINING FIRM EMPLOYEE MEMBER may meet the regulatory service requirements of the AIE or CIE designation by attaining the MCM designation, provided that his/her firm has been a SUSTAINING MEMBER of IRES in good standing for the same number of years contained in the service requirement applicable to the designation.

SUSTAINING FIRM EMPLOYEE MEMBERS who hold only designations that do not require ongoing continuing education shall not be classified as a DESIGNATED SUSTAINING FIRM EMPLOYEE MEMBER.

f) DESIGNATED SUSTAINING INDIVIDUAL MEMBER shall mean a SUSTAINING INDIVIDUAL MEMBER of IRES in good standing who has

i. Attained a degree of competence considered sufficient by IRES and committees duly appointed by it,
ii. Been found to have the required experience,
iii. Have completed all requirements set forth and approved by IRES, and
iv. Who has been granted permission by IRES, subject to its rules, to use an IRES recognized designation.

A SUSTAINING INDIVIDUAL MEMBER may meet the regulatory service requirements of the AIE or CIE designation by attaining the MCM designation, provided that such individual (or his/her firm) has been a SUSTAINING MEMBER of IRES in good standing for the same number of years contained in the service requirement applicable to the designation.

SUSTAINING INDIVIDUAL MEMBERS who hold only designations that do not require ongoing continuing education shall not be classified as a DESIGNATED SUSTAINING MEMBER.

g) EXAMINER shall mean any person employed, appointed or contracted by an AGENCY, as defined, or employed by a firm under contract to an AGENCY, as defined, provided such person's responsibilities include the regulatory examination of insurers' products, and performance of insurance contracts, as well as the examination of insurers' finances and operations, either in the insurer's or the AGENCY's offices. This includes investigators, policy analysts,

rate analysts, complaint handlers, financial examiners, market conduct examiners, market analysts, financial analysts, producer licensing examiners, departmental actuaries, attorneys, and other professionals engaged in insurance regulation.

h) EXCUSED ABSENCE shall be determined by the appropriate Board of Directors or Executive Committee members based on the facts for each case to determine if an absence is excused (such as work-related conflicts, illness, or emergency).

i) EX-OFFICIO MEMBER shall mean the Commissioner, Director, Superintendent, or other similarly titled principal of an AGENCY and by virtue of holding the position shall be a non-voting member of IRES while actively serving in said position and shall not be counted toward establishing any required quorum.

j) GENERAL MEMBER shall mean an individual EXAMINER who has been accepted by the Membership and Benefits Committee and the Board of Directors as an honorable person of good moral character and who is:

i. Employed, appointed or contracted by an AGENCY, as defined; or
ii. An UNAFFILIATED EXAMINER, as defined.

k) HONORARY MEMBER shall mean any person not actively engaged in the specialized field of insurance regulation, but who has rendered distinguished service to IRES or has made substantial contributions in the field of insurance regulation or to the well-being of EXAMINERS; and who has been granted such title by the Board of Directors upon recommendation by the Membership and Benefits Committee. HONORARY MEMBERS shall not possess voting rights.

l) IRES shall be the official abbreviation representing the INSURANCE REGULATORY EXAMINERS SOCIETY.

m) RETIRED MEMBER shall be any member having been approved for designations or approved as a GENERAL MEMBER, as defined, who has ceased to be actively engaged in any aspect of the field of insurance and has been accepted for such title by the Board of Directors after recommendation by the Membership and Benefits Committee. RETIRED MEMBER also means any person who has been accepted for said title by the Board of Directors after recommendation by the Membership and Benefits Committee:

i. Who is no longer engaged full time in the field of insurance and
ii. Whose age plus the number of years such person has held a designation awarded by IRES equals 70.

Such RETIRED MEMBERS may continue to use any such qualifying designation if the member continues to pay the IRES' annual dues.

n) STUDENT MEMBER shall mean any student eighteen years of age or older who is interested in pursuing a career in the insurance industry, regardless of the degree program being pursued, and who has been accepted by the Membership and Benefits Committee and the Board of Directors as an individual of good moral character who, by the nature of their current work,

does not meet the definition of a General Member or a Sustaining Member. STUDENT MEMBERS shall not possess voting rights.

o) SUSTAINING FIRM EMPLOYEE MEMBER shall mean any person employed by or contracted with a SUSTAINING FIRM MEMBER, as defined, who has been designated as such by that SUSTAINING FIRM MEMBER.

p) SUSTAINING FIRM MEMBER shall mean a firm who has evidenced support of the goals and purposes of IRES and has been accepted for membership by the Board of Directors after recommendation by the Membership and Benefits Committee.

q) SUSTAINING INDIVIDUAL MEMBER shall mean an honorable person of good moral character who has evidenced support of the goals and purposes of IRES and has been accepted for membership by the Board of Directors after recommendation by the Membership and Benefits Committee.

r) SUSTAINING MEMBER shall mean any SUSTAINING FIRM EMPLOYEE MEMBER, SUSTAINING FIRM MEMBER, SUSTAINING INDIVIDUAL MEMBER OR ACTIVE FORMER REGULATOR MEMBER who has evidenced support of the goals and purposes of IRES and has been accepted for membership by the Board of Directors upon recommendation by the Membership and Benefits Committee.

s) UNAFFILIATED EXAMINER means an EXAMINER who is:

i. Employed under contract(s) or appointment(s) by an AGENCY or AGENCIES as defined, where such employment represents at least 75% of the EXAMINER's work; or
ii. Employed by a firm or corporation that is under contract(s) or appointment(s) by an AGENCY or AGENCIES as defined, where such employment represents at least 75% of the EXAMINER's work.

As used in this definition, the phrase "represents at least 75% of the EXAMINER'S work" is a continuing requirement during any preceding 12-month period.

Note: Any use of the term "member" in this document refers to all types of members as defined above, unless otherwise specified.

ARTICLE II. - PURPOSES, OBJECTIVES AND LIMITATIONS

SECTION - 1 - Purposes

The purposes for which IRES is organized and limited are as stated in items 5.1 through 5.12 of its "ARTICLES OF INCORPORATION OF A GENERAL NOT FOR PROFIT CORPORATION," most of which are restated in Section 2.

SECTION - 2 - Objectives

The substance of objectives stated in the ARTICLES OF INCORPORATION are to:

a) Establish a high-level code of professional standards for members engaged in the regulation of the insurance industry.

b) Promote uniform ethical standards that will engender employer and public confidence to the degree that those interested can identify professionally qualified practitioners.

c) Promote and enforce minimum requirements of conduct, training and expertise for members.

d) Develop educational and training programs on a continuing basis modeled toward the specialized field of insurance regulation.

e) Obtain and provide nationwide recognition and respect for members upon whom IRES has bestowed an IRES recognized designation.

f) Inform the public of the value of highly trained and professional insurance regulators who hold IRES recognized designations.

g) Provide mutual benefits usually available to a large organization whose members have common interests.

h) Actively promote the general and specific interests of all members.

i) Perform such other acts and to carry on such other lawful activities as may be incident to, or as may be necessary or convenient to effectuate the foregoing purposes and objectives.

SECTION - 3 - Limitations

In the exercise of these purposes and objectives, IRES shall not, at any time, take or fail to take any action whereby it shall act or appear to act as the actual or implied representative of its members with respect to any aspect of its members' employment or contractual relationship(s) with their employer(s).

ARTICLE III. - MEMBERSHIP MANAGEMENT AND CERTIFICATION

SECTION - 1 - Voting Members

At any annual or special meeting of the members of IRES, only those GENERAL MEMBERS**,** as defined**,** that are in good standing shall be eligible to vote on any matters requiring the vote of the membership, except where vote of other members is required by law or the Articles of Incorporation.

SECTION - 2 - Resignation, Suspension, Expulsion and Reinstatement

Any member may resign by sending a written resignation to the IRES Administrative Office. Notices transmitted by email or other electronic means shall be deemed valid. Participation of the member in IRES and the right to use any designations bestowed upon such member by IRES, that require the member be in good standing (such as AIE, CICSR, etc. but no MCM), shall cease on termination of membership.

An action for suspension or expulsion of a member may be presented in writing under oath to the Accreditation and Ethics Committee to the IRES Administrative Office. Actions transmitted by email or other electronic means shall be deemed valid. The Accreditation and Ethics Committee will make such recommendations to the Board of Directors. A three-fourths (75%) vote of the entire Board of Directors, in office at the time, shall be required for suspension or expulsion upon a finding that said member has:

(1) made a false application for membership or

(2) has engaged in conduct in violation of the Code of Ethics of IRES.

No vote by the Board of Directors is needed for the automatic termination of a member for non-payment of dues.

The Board of Directors may adopt policies and procedures to permit reinstatement of former members.

SECTION - 3 - Terms of Certification

Any DESIGNATED GENERAL MEMBER, DESIGNATED ACTIVE FORMER REGULATOR MEMBER, or DESIGNATED SUSTAINING MEMBER who has satisfactorily met the requirements necessary to receive an IRES recognized designation shall be authorized by IRES to use the designations bestowed upon such a member only on the condition that such member adheres to the Code of Ethics of IRES, complies with rules and meets the requirements relating to continuing education (if applicable), and remains a member in good standing, including payment of the required dues, regardless of any change in employment or subsequent retirement. Any such member who has received an IRES recognized designation may continue to use such designation even when membership status has changed to another class of membership defined in Article I, Section 3, provided such member complies with all other conditions in this section.

ARTICLE IV. - FISCAL YEAR, AUDIT OR REPORT AND DUES

SECTION - 1 - Fiscal Year

The fiscal year shall be the calendar year.

SECTION - 2 - Audit or Report

A report on the financial condition and of the financial operations of IRES shall be made by the Secretary-Treasurer at the annual meeting of the Board of Directors and may be subject to an audit by an independent accountant. A copy of such reports shall be available for inspection by any IRES member.

SECTION - 3 - Dues

The Board of Directors shall set the amount of the annual dues and may require dues of a different amount for each class of membership created. Dues shall be payable according to schedules established by the Board of Directors and its duly appointed committees. Dues may be apportioned for new members. Dues shall be waived for HONORARY MEMBERS AND EX-OFFICO MEMBERS. Non-payment of dues results in loss of membership privileges, including the right to use IRES ’s designations that require the member to remain in good standing.

ARTICLE V. - MEETINGS, VOTING, QUORUM, AND STATE CHAIRS

SECTION - 1 - Annual Meetings

There shall be an annual membership meeting held at such place and time as determined by the Board of Directors. This meeting shall be for the purpose of election of members to the Board of Directors and for such other business as may be determined by the Board of Directors. Notice of such meetings and an official ballot by IRES shall be provided to the membership at least 20 days in advance. Meetings of IRES shall be conducted in accordance with generally accepted rules of parliamentary procedure.

SECTION - 2 - Voting of the Membership

All GENERAL MEMBERS, who are in good standing as of 30 days prior to the annual meeting, shall be entitled to vote for nominees for the Board of Directors, either in person or by electronic ballot. If voting by electronic ballot, each ballot shall be in the form issued by IRES. If voting in person, ballots will be available on site at the location of annual meeting prior to the start of the annual meeting. All ballots must be received by the IRES Administrative Office no later than the designated time the day before the scheduled start of the annual meeting. The IRES Administrative Office shall certify that all ballots have been executed by voting members in good standing and make a report at the beginning of the annual meeting disclosing the number of ballots received.

SECTION - 3 - Quorum

One tenth (10%) of those members entitled to vote shall constitute a quorum of membership for the conduct of IRES' business.

SECTION - 4 - State Chapters; State Chairs

State chapters and State chairs may organize in accordance with the State Chair Handbook. Members in each state, based on IRES membership and state affiliation definitions, may organize state chapters. State chapters are encouraged to set their own priorities and elect their own officers, hold their own meetings and elect or name a State Chair. The State Chair must inform the Chair or Vice Chair of the Membership and Benefits Committee and the IRES Administrative Office to act in that capacity.

ARTICLE VI. - BOARD OF DIRECTORS

SECTION - 1 - Authority and Responsibility

The Board of Directors shall consist of not more than 27 members, consisting of 24 elected members, two at-large members, and one IRES Foundation liaison member. The Board of Directors shall elect IRES's operating officers and other members of the Executive Committee. The Board of Directors shall have supervision, control, and direction of the general policies and affairs of IRES, its committees and publications, and shall actively promote its objectives. The Board of Directors may adopt motions and regulations for the conduct of IRES. It may also grant or delegate any, or all, of its authority to the Executive Committee to act on its behalf in the interim between meetings of the Board of Directors. The actions of the Executive Committee shall be reviewed by the Board of Directors at its next regular or called meeting.

SECTION – 2 - Election and Terms

The membership, at its annual meeting, shall elect nominees for Board of Directors whose terms will expire in the following year and for vacancies, as determined by the Board of Directors, for terms to coincide with the terms for each vacancy. The total number of Directors elected by the membership for all terms shall not exceed 24. In addition, two at-large Directorships with a term to expire at the next annual meeting may be appointed by the President with the approval of the Executive Committee and subject to the condition described in Article VII, Section 2 (Elections and Terms). Each elected Director shall serve until the end of the term for which said Director was elected. In the absence of an election or a quorum, Directors in office shall remain until their successors have been duly elected, unless a written request not to serve has been received by the Board of Directors from that Director.

Only an EXAMINER, as defined, shall be eligible for election to the Board of Directors. The President may appoint up to two EXAMINERS as at-large Directors subject to the approval of the Board of Directors. There shall be one member of the Board of Directors as a liaison member from the IRES Foundation Board of Directors and that member shall be

nominated by the Foundation Board of Directors and approved by the IRES Board of Directors. The term of office for this member shall be four years.

No more than two EXAMINERS employed by any state, the Federal Government, or the NAIC shall be elected to the Board of Directors at any one time. There shall be no more than 10 UNAFFILIATED EXAMINERS elected to the Board of Directors at any one time with no more than two UNAFFILIATED EXAMINERS from the same firm. An EXAMINER may only be affiliated with a state or federal AGENCY with which the EXAMINER has an employee relationship or works exclusively for in a contractual capacity. The Meetings and Elections Committee shall resolve any questions or disputes surrounding an EXAMINER'S affiliation status.

A duly elected member of the Board of Directors shall be allowed to complete his current term even if a change in his employment changes his affiliation status, provided he remains otherwise eligible as a GENERAL MEMBER as defined.

For effecting staggered terms of office within the Board, elected Directors shall be divided into four classes: Class I, Class II, Class III, and Class IV, with each class having the same number of members, as nearly as possible. Members appointed by the Board of Directors to fill Board vacancies shall serve for the unexpired term of the Director they succeed. Further, the Board shall be permitted until such staggered terms are fully effected, to permit more than 24 elected Directors to serve.

At each annual election of Board of Directors by the members at their annual meeting, after the initial classifications, the next successive class of Directors shall be elected for four-year terms, except for those Board of Directors elected to fill unexpired terms.

SECTION - 3 - Meetings

The Board of Directors shall hold quarterly meetings. Other meetings shall be held from time to time as deemed necessary or advisable on a call by the President, or one-third of the Board of Directors. Notice of meetings of the Board of Directors, the proposed agenda and copies of all materials necessary for study and action with respect to each agenda item shall be sent to each Board of Director, then serving, at least one business day before the date of such meetings.

SECTION - 4 - Quorum

Fourteen Directors shall constitute a quorum for the purpose of doing business and any action receiving a majority vote of this quorum or those present in excess thereof shall be deemed an affirmative vote of IRES' entire Board of Directors. The entire Board of Directors shall be sent copies of minutes of actions taken at all Board of Directors meetings.

SECTION - 5 - Absence from Meetings

Any member of the Board of Directors who fails to attend any two meetings in a 12-month period shall be deemed to have resigned, unless the minutes of the meeting note that such member was granted an EXCUSED ABSENCE by majority vote of the members of the Board of Directors present.

SECTION - 6 - Vacancies

The Executive Committee shall recommend to the Board of Directors individuals for approval to fill vacant unexpired terms occurring on the Board of Directors.

ARTICLE VII. - EXECUTIVE COMMITTEE

SECTION - 1 - Authority and Responsibility

The Executive Committee shall consist of not more than eight members of the Board of Directors who shall be vested with the management of IRES and have authority to act on behalf of the entire Board of Directors in the interim between meetings of the Board of Directors, except where specifically prohibited by either these Bylaws or action of the Board of Directors. It may adopt motions and regulations for the conduct of its duties. It shall keep minutes of its proceedings, which shall be reviewed by the Board of Directors at its next meeting.

SECTION - 2 - Elections and Terms

Eight Executive Committee members to be nominated by the IRES President and approved by the Board of Directors following each annual meeting of the IRES Board of Directors and serve until the next Annual Meeting of IRES. In the case of one or more nominees failing to gain approval by the Board of Directors, the uncontested seats are elected as presented, and the Board of Directors will put forth (an) alternative nominee(s). No more than one firm member may serve on the Executive Committee at the same time. The Executive Committee shall include:

- The IRES President.
- The Immediate Past President. An Immediate Past President whose term as a Board of Director expires concurrently with his or her term as President may run for re-election to the Board of Directors. If the bid for re-election fails or he or she chooses not to run for re-election, the Immediate Past President will automatically be appointed to one of the at-large directorships and serve on the Executive Committee for that term.
- At least five Board of Director members who are employed by an Agency, defined in Article VI, Section 2 (Election and Terms).
- Board of Directors members elected in numbers sufficient to complete the required eight members on the committee.

Requirements to serve on the Executive Committee include:

- Compliance with the requirements of the Director as stated in Article VI, Section 2 (Election and Terms).
- Two years as a GENERAL MEMBER.
- Hold an IRES recognized designation.

SECTION - 3 - Meetings

The Executive Committee may hold meetings as often as necessary or at such other times as the President may deem desirable. Meetings may be conducted by remote means, including, but not limited to, telephone conferences, virtual meeting or videoconference platforms, or other similar audio or audiovisual communication platforms, as determined by the President.

SECTION - 4 - Quorum

Five members of the Executive Committee shall constitute a quorum for the purpose of any action and a majority vote of such quorum or those present, if in excess of a quorum, shall be deemed as an affirmative vote of the entire Executive Committee.

SECTION - 5 - Absence

Any member of the Executive Committee who fails to attend three meetings in a 12-month period shall be deemed to have resigned from such committee, unless the minutes of the meeting note that the absent member was granted an EXCUSED ABSENCE by a majority vote of the Executive Committee members present.

SECTION - 6 - Vacancies

The President shall recommend individuals who are members of the Board of Directors to fill unexpired terms, and the Executive Committee shall have the authority to approve such recommendations.

ARTICLE VIII. - OFFICERS AND IRES ADMINISTRATIVE OFFICE

SECTION - 1 - Officers and Duties

Immediately following the annual meeting of members and the election of new members to the Board of Directors, as may be required, the President shall put forth nominations from the Executive Committee member, of the officers. The new Board of Directors shall vote on each nomination for the officers from the nominations. If an officer nominee is not approved by the Board of Directors, the President will put forth another Executive Committee member for the office, and the Board of Directors will vote on the nomination until such time as all officers are elected. The officers so elected shall consist of President, President-Elect, Vice President, and Secretary-Treasurer as detailed below. Such officers will be elected for one-year terms except for the President-Elect who shall be elected for a two-year term and in the second year of such term shall automatically be elected to the office of President without a further vote of the Board of Directors. All officers and Executive Committee members shall remain in office for their elected terms and until their successors are elected and qualified. In the event that an officer or member of the Executive Committee resigns, becomes ineligible as a GENERAL MEMBER, or is unable to continue in office, the Executive Committee and the Board shall nominate and elect other members of the Board of Directors to fill such vacant position(s) for the remainder of the officer's or Executive Committee member's term.

SECTION - 2 - President

The President shall preside at all meetings of IRES, the Board of Directors, and the Executive Committee. With advice and consent of the Executive Committee, the President will appoint all committee chairpersons and act as official spokesperson for IRES.

SECTION - 3 - President-Elect

The President-Elect shall be a member of the Board of Directors, having at least a two-year term remaining as a Board of Director at the time elected. In the absence, temporary or permanent, of the President, the President-Elect shall assume all the duties and have the authority of the President. The President-Elect shall perform such additional duties as may be assigned by the President or the Board of Directors.

SECTION - 4 - Vice President

The Vice President shall exercise the duties of the President in the event of the President's and the President-Elect's absence or inability to act.

SECTION - 5 – Secretary-Treasurer

The Secretary-Treasurer shall perform the usual duties of Corporate Secretary, be familiar with IRES' policies and procedures, and be responsible for the finances of IRES. The

Secretary-Treasurer shall receive all monies for IRES, shall keep an accurate record of receipts and expenditures, and shall pay out funds only as authorized by the Executive Committee. The Secretary-Treasurer shall present a statement of account at every Executive Committee meeting and shall make a full report to the Members at the annual meeting

SECTION - 6 – IRES Administrative Office

The IRES Administrative Office shall be contracted by the Board of Directors for such term and for such compensation as may be agreed upon and for duties that may be assigned by the Board of Directors or Executive Committee. The IRES Administrative Office shall be responsible for maintaining and preserving all official historical and current records of IRES, and shall be required to provide such records, including all documents and computer files, to any successor named as the IRES Administrative Office. The IRES Administrative Office will have general knowledge, and administrative and management skills considered necessary by the Board of Directors for the position.

ARTICLE IX. - STANDING COMMITTEES

SECTION - 1 - Standing Committees

There shall be seven standing committees, in addition to the Executive Committee, composed of a minimum of four members each. The Chairs shall be members of the Executive Committee. Chairs will be appointed by the President. The Chair, in consultation with the President shall appoint the Vice Chair, for each committee and shall be members of the Board. The titles of these committees and their charges are as detailed in Sections 2 through 8.

SECTION - 2 - Budget and Finance Committee

a) Safely maximize investment income.

b) Maintain financial solvency.

c) Facilitate effective financial operation of the IRES.

SECTION - 3 - Accreditation and Ethics Committee

a) Develop and implement procedures to review, grant, and reinstate designations based on the National IRES Continuing Education Program (NICE) manual.

b) Cooperate with the Education Committee in the development of a new or revised curriculum.

c) Develop and implement a code of professional standards and ethics for members.

d) Initiate and conduct investigations of ethical code violations.

e) Update the requirements IRES designations available to be awarded.

f) Develop and administer a mandatory continuing education program for all members holding IRES designations that require ongoing continuing education.

g) Review and enhance IRES' ethical standards every even year.

h) Provide IRES members with guidance on matters of ethics when sought.

SECTION - 4 - Membership and Benefits Committee

a) Recruit new members.

b) Maintain contact with members of IRES.

c) Provide members with benefits unique to their involvement in IRES.

d) Enhance the reputation of IRES with members and the public.

e) Develop dues collection and reinstatement policies.

f) Review applications for general membership and recommend applicants to the Board of Directors for general membership in IRES.

g) Review applications for sustaining membership and recommend applicants to the Board of Directors for sustaining membership in IRES.

h) Review recommendations for honorary membership and recommend individuals to the Board of Directors for honorary membership in IRES.

i) Review applications from those seeking RETIRED MEMBER status and make recommendations to the Board of Directors regarding such applications.

j) Review applications for STUDENT MEMBERS and make recommendations to the Board of Directors regarding such applications.

k) Receive and accept notifications of resignation from IRES.

l) Maintain records of and receive registrations of those elected or named as State Chairs.

m) Receive applications for the Thomas L. Reents Scholarship and Al Gross/Jim Long Rookie of the Year Scholarships, vote to select recipients, and handle the distribution of the scholarships and expense reimbursement.

n) Receive nominations for the Al Greer Achievement Award and Chartrand Communications Award and vote to select recipients.

SECTION - 5 - Education Committee

a) Serve as liaison with NAIC and other professional societies on matters related to education of IRES members.

b) Create and schedule educational opportunities for members of IRES not under the purview of the Career Development Seminar (CDS) Committee, , including webinars related to insurance regulation and registration and logistics for all designation programs developed and offered by IRES at recurring and regular frequencies throughout the year.

c) Edit the IRES newsletter, The Regulator, and any other publications.

SECTION - 6 - Meetings and Elections Committee

a) Select and prepare a list of persons nominated for election to the Board of Directors for vote on the membership at the annual meeting.

b) Prepare and provide official ballots and proxies.

c) Make rules and regulations and supervise elections and voting.

d) Preside over the elections held at the IRES' annual meeting.

e) Select sites for the IRES' annual and other meetings.

SECTION – 7 – Career Development Seminar (CDS) Committee

a) Plan and develop the CDS.

b) Preside over the format of the CDS including speakers for the event.

c) Set up sponsorships and any advertising for the CDS.

SECTION – 8 – Designation Program Development Committee

a) Develop curricula and courseware for the designation programs developed by IRES including but not limited to the following programs:

i. Advanced Market Conduct Management (AMCM)
ii. Behavioral Health Parity Auditor (BHPA)
iii. Market Conduct Management (MCM)
iv. Pharmacy Benefit Manager Market Conduct Management (PBMCM)

b) Update and revise designation programs offered by IRES as needed to properly track developments, new laws, other activities impacting the curricula.

SECTION - 9 - Committee Voting Members and Delegation of Duties

Members on a committee who are in good standing shall vote on a committee's decisions. The Chairpersons of committees may delegate duties to the IRES Administrative Office as deemed appropriate, subject to approval by the Executive Committee.

ARTICLE X. - ELECTRONIC BALLOT

Voting on matters to be presented at any regular or special meeting of the Board of Directors, Executive Committee, or of any other committee, or of members may be by electronic means; and notice of any special meetings shall be accompanied by a ballot on which the members may indicate how the vote is to be counted. Ballots received by the time set for the meeting shall be counted as present for a quorum, and only ballots received by that time shall be counted for any purpose.

ARTICLE XI. - DISSOLUTION

Upon dissolution of IRES and after paying or adequately providing for all debts and obligations in accordance with the law, the remaining assets of IRES, if any, shall be distributed to any 501(c)(3) organization with a charitable purpose that aligns with the goals of IRES at the sole discretion of the Board of Directors.

ARTICLE XII. - CORPORATE INDEMNIFICATION

Insofar as permitted by law, IRES shall indemnify and save harmless each Director or officer, now or hereafter, serving IRES. Such indemnity shall be in place, whether or not the Director or officer is then in office (except in relation to matters in which the Director of other officer shall have been guilty of gross negligence, bad faith, fraud, misrepresentation or other criminal acts) from and against all claims, liabilities, penalties, forfeitures and fines, to which the person may be or become subject by reason of being, having been or becoming a Director or officer of IRES. Indemnity shall include the cost of reasonable settlements made with the approval of a majority of the Directors of IRES (other than those involved) even though less than a quorum and, in addition, shall reimburse each such Director or officer for all legal or other expenses reasonably incurred in the defense of such proceeding to enforce or collect any such claim, liability, penalty, forfeiture or fine, or shall assume the burden of such defense, whichever IRES shall elect.

The foregoing rule of indemnification shall not be exclusive of other remedies to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE XIII. - AMENDMENT TO THE ARTICLES OF INCORPORATION OR BYLAWS

SECTION - 1 - Articles of Incorporation

a) The Board of Directors shall adopt a resolution setting forth any proposed amendment and directing it be submitted to a vote at a meeting of members having voting rights which may be either an annual or a special meeting.

b) Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting within the time and in the manner provided for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary shall be included in the notice of such annual meeting.

c) The proposed amendment shall be adopted upon receiving the affirmative vote of at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting.

d) Any number of amendments may be submitted and voted upon at any meeting.

SECTION - 2 - Amendment of Bylaws

These Bylaws will be reviewed by the Executive Committee every even year. They may be altered, amended, or repealed by an affirmative majority vote of the Board of Directors at any duly called meeting, provided that a copy of any proposed amendments is

e-mailed at least 20 days before the date of such meeting. The 20-day notice may be waived at a duly called meeting provided the Board of Director members attending vote by a two-thirds majority, that the amendment is procedural in nature and/or is necessary to the efficient and expedient conduct of the business of IRES.

However, Articles I, II and III may only be changed, altered, or amended by ballot referendum canvassing the entire IRES voting membership. The proposed changes shall be provided to IRES voting members by email to the email address last provided by the member to the IRES Administrative Office and sent at least 30 days prior to the date that the members must submit their votes by ballot.

SECTION - 3 - Amendment of Bylaws by Directors

The Board of Directors may adopt, amend, or repeal any of these Bylaws. However, no such adoption, amendment, or repeal affecting Articles I, II and III of these Bylaws shall take effect until approved by an affirmative vote of the general membership of IRES conducted by electronic ballot referendum canvassing the entire voting membership as stated above in Section 2 of this Article.

ARTICLE XIV. - MISCELLANEOUS

SECTION - 1 – Non-Profit Character; Liability of Members

IRES does not afford pecuniary gain, incidentally or otherwise, to its members. There shall be no personal liability of members for IRES' corporate obligations.

SECTION - 2 - Power to Acquire and Hold Property

IRES shall be authorized to acquire by grant, gift, purchase, devise or bequest, and to hold and dispose of such property, as IRES shall require, subject to such limitations as may be prescribed by law, for the benefit of the members and not for pecuniary profit.

SECTION - 3 - Contracts, Checks, Deposits and Funds

The Board of Directors may authorize any officer or officers, agent or agents of IRES, in addition to the officer so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of IRES. Such authority may be general or confined to specific instances.

All checks, drafts of orders for payment of money, notice or other evidence of indebtedness issued in the name of IRES shall be signed by such officer(s) or agent(s) of IRES and in such manner as shall from time to time be determined by resolution by the Board of Directors. In the absence of such determination, such instruments shall be signed by the Secretary-Treasurer or the Secretary-Treasurer's designee and countersigned by the President or Vice President of IRES.

All funds of IRES shall be deposited from time to time to the credit of IRES at such bank, trust company or other depositories as the Board of Directors may select.

SECTION - 4 - Consent in Lieu of Meeting

If permitted by law, any action required or permitted to be taken at any meeting of the members, or of the Board of Directors, or of any committee thereof, may be taken without a meeting, without prior notice and without a vote, if all members, or members of the Board of Directors, or of any committee thereof, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of IRES.

SECTION - 5 – Board of Director and Committee Meetings

Members of the Board of Directors or any committee designated by the Board of Directors may participate in meetings by remote means, including but not limited to, telephone conferences, virtual meeting and virtual meeting or videoconference platforms, or other similar audio or audiovisual communication platforms, as determined by the President or appropriate Committee Chair.

SECTION - 6 - Bonding

The Secretary-Treasurer, IRES Administrative Office, and/or any other person entrusted with funds or property of IRES may, at the discretion of the Board of Directors, furnish, at the expense of IRES, a fidelity bond approved by the Board of Directors in such sum as the Board of Directors shall prescribe.

APPENDIX A

The address of our present managing company is:

Miller Wenhold
10340 Democracy Lane
Suite 300
Fairfax, VA 22030

Email: info@go-ires.org
Phone: 708.820.8112

BYLAWS OF THE INSURANCE REGULATORY EXAMINERS SOCIETY (IRES)

APPENDIX B

XXXXX X, 2026	Amended by the General Membership. Article I, section 3 ● Alphabetized definitions. ● Removed definitions “SOCIETY”, “mail”. ● Updated Administrator and address to Miller Wyndold. ● Added other federal regulators to “AGENCY” definition. ● Added definition for Excused Absence. ● Added language to some definitions, such as “or their respective successors” to “AGENCY” to help make definition evergreen. ● Removed “on a salary basis” from “GENERAL MEMBER” definition. ● Added Note for “MEMBER” throughout the document to refer to all types of members defined in the definitions. Article II, section 2 ● Removed references to Accredited Insurance Examiner and Certified Insurance Examiner to “IRES recognized designations”. ● Removed capitalization for Member in (h) as Member is not a defined term in the bylaws. Article III, section 2 ● Removed “sending a written resignation to the Executive Secretary or the Society’s Membership and Benefits Committee” to “by email or other electronic means”. ● Added how an action for suspension or expulsion is be sent to the Accreditation and Ethics Committee to “by email or other electronic means” And, clarified that the Accreditation and Ethics Committee will make any such recommendation to the Board of Directors.

	Article III, section 3 ● Removed references to AIE, CIE, AMCM, or CICSR and replaced with “IRES recognized designations”. ● Add “if applicable” after “relating to continuing education in the first paragraph to acknowledge that not all IRES recognized designations require continuing education. Article IV, section 2 ● Changed responsibility for financial report at annual meeting from financial committee to Secretary-Treasurer. Article V, section 1 ● Removed “however, realizing that many members work away from home, every effort should be made by the Board of Directors, the appropriate committees and the Executive Secretary to mail material at least sixty (60) days in advance of the meetings”. ● Add flexibility to IRES annual meetings being covered by ordinary rules of parliamentary procedure. Article V, section 2 ● Removed “the Society and shall contain an electronic verification as prescribed by the Society. Ballots shall be transmitted to the Society’s office five (5) days prior to the meeting. Physical ballots may also be delivered to the Society. Executive Secretary on or before 4:00 p.m. local time on the day before the scheduled start of the annual meeting, at least.” To indicate that each ballot shall be in the form issued by IRES. And, to describe that ballots will be available at the registration desk during the CDS prior to the annual meeting. All ballots must be submitted to the CDS registration desk or electronically at the designated time the day before the scheduled start of the annual meeting. ● Changed Executive Secretary to IRES Administrative Office. ● Removed reference to reporting number of qualified votes required at the time to constitute a quorum.

	Article V, section 4 ● Updated section head from “State Committees or Chapters; State Chairs” to “State Chapters; State Chairs”. ● Added reference to formation of State chapters and state chair organization using the State Chair Handbook. ● Removed requirement for State chapters to abide by IRES bylaws and regulations as IRES Board of Directors may adopt from time to time. ● Removed requirement for State chapters to register with the Chair/Vice Chair of the Membership and Benefits Committee and the IRES Administrative Office to a requirement to “inform” these entities to act in such capacity. ● Removed language about the importance of the responsibility of the State Chair. Article VI, section 1 ● Clarified that the 27 Board of Director members consist of 24 elected members, two at-large members, and one IRES Foundation liaison member. ● Added clarity for use of term “board” to indicate “Board of Directors throughout this Article. Article VI, section 3 ● Updated Board of Meeting intervals from “at least two meetings annually” to “quarterly meetings”. ● Removed “qualified membership of the” prior to the Board of Directors when calling a Board of Directors ad hoc meeting. Article VI, section 5 ● Removed “after being duly notified” for failing to attend meetings of the Board of Directors. ● Changed removal of a member of the Board of Directors for failure to attend meeting (unexcused) from three consecutive to two meetings in a 12-month period. Article VII, Section 2 ● Rewrote this section to clarify how Executive Committee

	members are nominated and approved by the Board of Directors. ● Added in requirements for selection and qualifications of Executive Committee members. ● Added a process in case one or more nominee put forth by the President is not approved by the Board of Directors, to elect the full Executive Committee members. ● Reduced the number of Executive Committee members from nine to eight. Article VII, section 3 ● Added flexibility to allow Executive Committee meetings to be held by various remote means. Article VII, section 5 ● Added clarification that failure to attend three Executive Committee meetings (unexcused) "in a 12-month period of time" shall be deemed a resignation. Article VIII heading changed from "Officers and Executive Secretary" to "IRES Administrative Office". Article VIII, section 1 ● Clarified that Officers of IRES will be nominated by the President from the Executive Committee members. Article VIII, sections 1, 5, and 8 ● Removed officers "Secretary" and "Treasurer" and combined them into "Secretary-Treasurer". ● Removed "Executive Secretary" and replaced with "Administrative Office". Article VIII, section 5 ● Added requirements for selection of Secretary-Treasurer. ● Added responsibilities for the Secretary-Treasurer role. Article VIII, sections 6 and 7 ● Removed section 6 – Treasurer in its entity.

	● Removed section 7 – Secretary-Treasurer in its entity. Article VIII, section 8 ● Edited title from “Executive Secretary” to “IRES Administrative Office”. ● Clarified the IRES Administrative Office is a contracted position (not appointed). Article IX, section 1 ● Reduced number of standing committees from eight to seven. ● Removed requirement for Vice Chairs to be Board of Director members. ● Removed requirement for the Chair of the committee to nominate the Vice Chairs and at least two members to be approved by the Executive Committee. The chair of each committee, in consultation with the President, shall select a Vice Chair. Article IX, section 3 ● Updated responsibilities of the Accreditation and Ethic Committee to include reinstate designations based on National IRES Continuing Education Program (NICE) manual. ● Clarified the Accreditation and Ethics Committee updates the requirements (not the curriculum) to obtain the AIE, CIE, and CICSR designations. ● Changed the Accreditation and Ethic Committee’s responsibility to review and enhance the IRES ethical standards from “periodically” to “every even year”. Article IX, section 4 ● Added requirement to the Membership and Benefits Committee to review applications for student membership and recommend applicants to the Board of Directors for student membership in IRES. ● Added requirement to the Membership and Benefits Committee to receive applications for the Thomas L. Reents Scholarship and Al Gross/Jim Long Rookie of the Year Scholarships, vote to select recipients, and handle the

	distribution of the scholarships and expense reimbursement. ● Added requirement to the Membership and Benefits Committee to receive nominations for the Al Greer Achievement Award and Chartrand Communications Award and vote to select recipients. <u>Article IX, section 5</u> ● Removed Publications and Public Affairs Committee in its entity. <u>Article IX, section 6</u> ● Renumbers from section 6 to section 5. ● Edited first bullet to clarify the Education Committee is responsible to create and schedule educational opportunities for IRES members, related to insurance regulation. Note, also added responsibility to Education committee for registration and logistics for all designated programs offered by IRES. ● Added new responsibility for the Education Committee to edit the IRES newsletter, The Regulator, and any other publications. <u>Article IX, section 7</u> ● Renumbered from section 7 to section 6. <u>Article IX, section 8</u> ● Renumbered from section 8 to section 7. <u>Article IX, section 9</u> ● Renumbered from section 9 to section 8. ● Changed name of committee from “MCM/AMCM Committee” to “Designation Program Development Committee”. ● Added responsibilities for Designation Program Development Committee to update and revise designation programs offered by IRES as needed to properly track developments, new laws, and other activities impacting the curricula. <u>Article IX, section 10</u>

	● Renumbered from section 10 to section 9. ● Expanded who can vote in committees to members on a committee who are in good standing. <u>Article X</u> ● Removed Mail Ballot section in its entity. <u>Article XI</u> ● Renumbered from Article XI to X. ● Clarified that any remaining IRES assets at dissolution shall be distributed to any 501(c)(3) organization with a charitable purpose that aligns with the goals of IRES. <u>Article XII</u> ● Renumbered from Article XII to XI. ● Added clarification on indemnification of IRES Board of Directors and officers. <u>Article XIII</u> ● Renumbered from Article XIII to XII. <u>Article XIII, section 2</u> ● Added time requirement for Executive Committee to review IRES bylaws every even year. ● Removed reference to “mail” ballot. ● Changed reference for notifications from “mail” to “email at last provided by the member”. <u>Article XIV</u> ● Renumbered from Article XIV to Article III. <u>Article XIV, section 5</u> ● Added clarity in the title “Board of Director and Committee Meetings”, replacing “Meetings by Telephone. ● Allowed for meetings by remote means as determined by the President or appropriate Committee Chair.

	Appendix A Updated to reflect Miller Wenhold's administrative office address, email address, a phone number. Global edits – edits made to various sections to titles and processes were updated in other areas for consistency. Also, generally updated language to be consistent with updates in definitions, broke up long sentences into more readable language, added missing grammar.