

# **BYLAWS**

## **Of the**

### **Triangle Association of Health Underwriters**

*Adopted – July 1, 1998*

*Revised – August 2006*

#### **Article I - Name and Territorial Limits**

- Section 1. This organization shall be known as the Triangle Association of Health Underwriters.
- Section 2. The territorial limits of this Association shall be confined to communities located adjacent to and within the counties of Wake, Orange, Harnett, Durham and Johnston. These shall not be changed unless permission shall first have been obtained from the governing bodies of the local association currently having jurisdiction in such territory, if applicable, of the North Carolina State Association of Health Underwriters and the Board of Trustees of the National Association of Health Underwriters.

#### **Article II - Objectives**

- Section 1. The objective of this Association shall be:
- A. To promote the common business interest of those engaged in disability and risk management.
  - B. To advance public knowledge for the need and benefit of disability income and/or health insurance products.
  - C. To promote the adoption and application of high standards of ethical conduct in the health insurance industry.
  - D. To provide and promote a program of continuing education and self improvement of NAHU members.
  - E. To increase the knowledge of members concerning the principles, functions and application of health insurance and disability income products
  - F. To promote education, legislation, regulation and practices which are in the best interest of the health insurance industry and the insuring public.

- G. To encourage adequate protection against the hazards of disability as a part of a well-rounded insurance program.
- H. To do such other things and to carry out such other programs so as to further the purposes of the Association.
- I. To present accurately, honestly and completely every fact essential to the client's decision as expressed in the Code of Ethics of the National Association of Health Underwriters, which are considered a part of these Bylaws.

### **Article III Class of Membership**

#### Section 1. Classes of membership:

- A. Individual
- B. Associate
- C. Honorary
- D. Life

#### Section 2. Individual Members:

Individual members will also be referred to as active members. An individual member may be any individual licensed by his/her state licensing authority for the sale of disability income and health insurance products. Individual members may also include non-licensed individuals engaged in the distribution of disability income and health insurance products such as, but not limited to, home office personnel and others engaged in the management and distribution of such products.

#### Section 3. Associate Members:

Associate membership shall be available to any active member in good standing of any other officially chartered association of the National Association of Health Underwriters. Dues will be determined by the Board of Directors of this Association. Associate members will not be considered active members for census or voting purposes.

#### Section 4. Honorary Members:

Honorary members shall be those individuals who have performed distinguished and meritorious service of recognized value as a past or current President of the North Carolina Association of Health Underwriters or the National Association of Health Underwriters, and who are elected to honorary membership by the Board of Directors of this Association. This provision may be limited to local association recognition only.

Section 5. Life Member (optional):

Life membership shall be granted when an active member has been in good standing for a minimum of ten (10) consecutive years and 1) has attained age 65; or 2) retired; or 3) become disabled. The Triangle Association of Health Underwriters dues will be waived for such life member. For any member in good standing who becomes totally and permanently disabled, all further dues will be waived. Life member status shall automatically be conferred when all qualifications are met and application is made and verified.

**Article IV - Discipline**

Section 1. Any individual member more than ninety (90) days in arrears in payment of dues shall be dropped from the rolls as an active member in good standing.

Section 2. Any individual member of the Association shall forfeit all rights and privileges of the Association if their license to sell insurance is revoked or if they are convicted of a felony or gross misdemeanor.

**Article V - Officers**

Section 1. The officers of this association shall be a President, a President-Elect, and Immediate Past President, a Vice President, a Secretary, a Treasurer, and if applicable, a non-voting Association Executive Staff person.

Section 2. Each officer shall be an active member in good standing.

Section 3. All officers shall take office on the first day of July of each year following their election, and shall serve for a term of one year, or until their successors shall be duly elected and qualified.

Section 4. The duties of the officers shall be as follows:

A. President – The President shall be the chief executive officer of this Association, and shall preside over all meetings of this Association and the Board of Directors. The President shall be an ex-officio member of all standing and special committees, and assume responsibility for the appointment of all registered delegates to the National Association of Health Underwriters' Annual Convention.

B. President-Elect – The President-Elect in the absence of the President, shall preside at all meetings of this Association and the Board of Directors and shall perform such other duties as may be assigned by the President or Board of Directors. The President-Elect shall

immediately assume the office of the President when that office becomes vacant by reason of death, disability, resignation, recall or removal by due process.

- C. Immediate Past President – The Immediate Past President shall serve as an advisor to the Board of Directors, and perform other duties assigned by the President or Board of Directors.
- D. Vice President – The Vice President, in the absence of the President and President Elect, shall preside at all meeting of this Association and the Board of Directors and shall perform such duties assigned by the President or Board of Directors.
- E. Secretary – The Secretary shall be responsible for keeping records of membership, attendance, membership dues and minutes of the meetings of this Association and the Board of Directors.
- F. Treasurer – The Treasurer shall be responsible for receiving all funds and dues paid to this Association, shall deposit such funds and dues in the Association’s official depositories, and shall disburse such funds on the order of the Board of Directors. The accounts and books of the Treasurer shall at all times be open to inspection by the President, the Board of Directors, and any authorized auditors. The Treasurer shall be responsible for the completion and submission of forms require4d by laws governing the administration and/or tax status of this Association.
- G. Association Executive - There may be an Association Executive (Secretary, Director, etc) appointed by the Board of Directors, for such period, such compensation, and with such authority, duties, facilities and assistance as the Board of Directors may determine. The Association Executive shall have no vote.

#### **Article VI - Board of Directors**

- Section 1. The Board of Directors shall consist of the elected Officers, appointed chairpersons, and the Association Executive ex-officio, if applicable.
- Section 2. Each director shall be an active member in good standing.
- Section 3. All directors shall take office on the first day of July of each year following their appointment, and shall serve for a term of one (1) year, or until their successors shall be duly appointed or qualified.
- Section 4. The Board of Directors shall determine the policies and activities of this Association approve the budget, approve all expenditures, and authorize all disbursements, and has the authority and responsibility to manage the Association’s affairs.

Section 5. The Board of Directors shall meet no less than four (4) times per year or at the call of the President.

### **Article VII - Nominations and Elections**

Section 1. The election of officers shall be held at the annual June meeting of this Association.

Section 2. At least two (2) months prior to the date of the annual June meeting, the President shall solicit, receive, prepare nominations and have general charge of the election, including the preparation distribution, and collection of ballots. All ballots will be counted and results verified by the Board of Directors.

Section 3. The President shall cause a ballot to be prepared containing the names of all nominees for the use of the members during the election. Nominee ballots shall be distributed to all active members of this Association present at the annual May meeting. Proper procedures for accepting nominations from the floor may also be utilized.

### **Article VIII - Committees**

Section 1. There shall be the following standing committees:

- A. Awards
- B. Communications
- C. Continuing Education
- D. Golf Tournament
- E. Hospitality/Newsletter
- F. Law & Legislation
- G. Membership
- H. Past President's Council
- I. Public Service
- J. Such other committees as may be determined by the Board of Directors.

Section 2. The President shall appoint the chairpersons and the members of all special, standing and ad hoc committees. All appointments shall be subject to approval by the Officers of the Association. The officers shall establish guidelines for all committees regarding usual duties and requirements for reports unless otherwise specified in these Bylaws.

Section 3. Special committees may be appointed by the President, with approval of the Board of Directors, and shall perform such duties as may be defined in their creation.

### **Article IX - Recall and Removal from Office**

Section 1. An Officer or Director of this Association may be removed from office for malfeasance of office.

Section 2.

A. No Officer or Director may be removed from office without a three-fourth (3/4) vote of the Officers and Board of Directors. The Officers and Board of Directors may be convened for the purposes of removing an Officer or Director if the President of the Association receives a written request for the Officer's or Director's removal from a minimum of twenty-five (25) percent of the Officers and Board of Directors.

B. Notice of recall or removal must be sent by registered mail to the affected individual advising him/her of the action about to be taken. Removal by due process requires notification prior to the vote for removal from office.

Section 3. Recall from office of an Officer or Director of this Association shall cause the office to be vacant until removal from the office is achieved as described in Section 2 of the Article and a successor is appointed. Recall can be initiated by the Board of Directors, and can be achieved only by a three-fourths (3/4) vote of the Board of Directors.

Section 4. Failure to achieve the required vote for removal will cause the immediate reinstatement of the recalled Officer or Director. Any appointees having replaced the recalled or removed Officer or Director shall be immediately discharged.

#### **Article X - National Affiliation**

Section 1. This Association agrees to be bound by the Bylaws of the National Association of Health Underwriters as adopted and/or amended.

Section 2. The Board of Directors shall provide for the prompt review, approval and forwarding of all reports required or requested by the National Association of Health Underwriters or the North Carolina State Association.

Section 3. Insofar as possible, this Association shall be represented by its proper delegates, or its duly appointed alternates, at the Annual Convention of the National Association of Health Underwriters and the North Carolina State Association.

#### **Article XI - Official Publications**

Section 1. By virtue of their membership in the National Association of health Underwriters, each active member receives the Health Insurance Underwriter Magazine, as well as the Association newsletter, as published.

## **Article XII - Revenue**

- Section 1. Each active member of this Association shall pay local, state and national annual dues. Such annual dues shall be payable on the first day of their anniversary month as recorded at National Headquarters. All dues shall be submitted to and through the office of the National Association of Health Underwriters.

## **Article XIII - Finance**

- Section 1. The fiscal year of this Association shall begin on the first day of July of each year.
- Section 2. All state and local dues can only be changed once per year and will be in effect from January 1 through December 31 of each year. Not later than the fifteenth (15<sup>th</sup>) of September of each year, the Association may increase or decrease its dues for the next year. The President will advise the National Association of Health Underwriters, in writing, of the Board approved dues for the next year.
- Section 3. The Association's books of account may be reviewed and/or audited at least once each year. The auditors shall be named by the Board of Directors.
- Section 4. The Board of Directors shall determine the official depository or depositories for Association funds. The President, or in the absence of the President, the President-Elect shall, in addition to the Treasurer, sign or countersign checks for any amount over \$250.00, or other documents necessary for the disbursement of funds.

## **Article XIV - Rules of Order**

- Section 1. ROBERTS RULES OF ORDER (Revised) shall be the parliamentary authority for all matters of procedure not specifically addressed in these bylaws.

## **Article XV - Approval of Bylaws and Amendments**

- Section 1. Any amendments of these Bylaws, if in conformity with the policies of the National Association of Health Underwriters, may be adopted by a two-thirds (2/3) vote of the active membership present at any meeting of this Association, provided that a minimum of thirty (30) days written notice of the meeting and of the proposed amendment shall have been given to all active members, and provided further that a quorum is present at the meeting.
- Section 2. Notwithstanding the provisions of Section 1, these Bylaws and any amendments thereto shall be effective only when submitted to and

approved by the National Association of Health Underwriters. True copies of these Bylaws and all such amendments shall be provided by the Secretary of this Association to the North Carolina State Association and the National Association of Health Underwriters upon written request

#### **ARTICLE XVI - Association Suspension, Revocation, Disbandment or Resignation**

- Section 1. Dissolution of the Association requires a three-fourths (3/4) vote of all active members.
- Section 2. An Association's charter with the National Association of Health Underwriters may be suspended or revoked in accordance with the appropriate actions of the Bylaws of the National Association of Health Underwriters.
- Section 3. In the event the Association is disbanded or its charter revoked, the Association's governing Board of Directors will immediately return all remaining Association funds to the Secretary/Treasurer of the North Carolina State Association of Health Underwriters. In the event a state association does not exist all remaining Association funds shall be forwarded to the Secretary/Treasurer of the National Association of Health Underwriters for placement in escrow. Funds placed in the escrow will be distributed in accordance with the procedures outlined in the Bylaws of the National Association of Health Underwriters.

#### **Article XVII - Previous Bylaws Superseded**

- Section 1. These Bylaws, as revised, supersede all provisions of any previous Bylaws of the Triangle Association of Health Underwriters.