

Bylaws
of the
Fort Worth Association of Health Underwriters, Inc.

Article I. Name and Territorial Limits

- Section 1.** This professional organization shall be known as the Fort Worth Association of Health Underwriters, Inc., (FWAHU) hereinafter referred to as the Association, a not for profit corporation, incorporated in and under the laws of the State of Texas, and chartered by the National Association of Health Underwriters.
- Section 2.** The territorial limits of the Association shall be confined to the greater North Texas metropolitan area.

Article II. Association Objectives

- Section 1.** The objectives of the Association shall be:
- A. To place the sale and service of insurance upon the highest possible standard.
 - B. To advance public knowledge for the need and benefit of the insurance industry.
 - C. To provide and, or, promote continuing education, legislative activity and guidance, regulations, practices, and self improvement which is in the best interest of the insurance industry, the public, and our members.
 - D. To be active as an association in public services and to encourage its members to support and contribute to community activities.
 - E. To promote the CODE OF ETHICS of the National Association of Health Underwriters (NAHU), hereby made a part of these bylaws.
 - F. To promote the common business interest of those engaged in the insurance industry.

Article III. Membership

- Section 1. Classes of Membership**
- A. Active Members
 - B. Local Associate Members
 - C. Honorary Members

Section 2. Active Membership. An Active member may be any individual licensed by the state licensing authority for the sale of health insurance products. Active members may also include non-licensed individuals engaged in the distribution of 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. Local Associate Membership. Local Associate Members are members of other TAHU chapters who wish to associate themselves with FWAHU. Local Associate Members will not be members for census or voting purposes, but shall enjoy all other membership privileges provided the Association. Dues will be the local associate dues.

Section 4. Honorary Membership. Honorary members shall be individuals who have performed distinguished or meritorious service of recognized value to the Association, and who are elected to such membership by a 2/3 majority of the board of directors of the Association.

Section 5. The Board of Directors of the Association may from time to time create other types of memberships to the Association, so long as such action does not conflict with the bylaws of NAHU.

Article IV. Membership Application, Responsibilities, and Removal

Section 1. Application for membership shall be made in such a manner and form as may be prescribed by the Board of Directors.

Section 2. Members shall be responsible for adhering to the Code of Ethics of the Association and representing themselves to the public only upon the highest professional standards.

Section 3. Removal.

- A. The membership of any active member failing to pay dues on a timely basis, as prescribed by NAHU, TAHU, or FWAHU, shall be terminated.
- B. The membership of any active member may be terminated by a vote of 2/3 of the Board of Directors present at a duly constituted Board meeting, for failure to maintain the standard required for membership or for other causes deemed sufficient by the Board of Directors. An action to terminate a member requires a written statement of the grounds for termination and a full hearing thereon. A copy of such statement shall be furnished to the member fifteen (15) days before the time set for the hearing, together with a notice as to the time and place of such hearing. If the member whose

membership is in question shall be on the Board of Directors, he shall not be permitted to act in the capacity of a Director in connection with any proposed termination of his or her membership.

Section 4. Reinstatement.

- A. A former member desiring a continuous membership record may be reinstated by paying all dues in arrears. Failure to pay all dues in arrears will cause the former member to be treated as a new member upon the payment of current dues.
- B. The member whose membership has been terminated may appeal to the membership in general, provided that notice of intent to appeal is given to the President in advance, and the cost of said appeal is borne solely by the terminated member. An affirmative vote of fifty percent (50%) plus one (1) shall be required to overturn the decision of the Board of Directors. If the terminated member is successfully reinstated, he will be reimbursed the reasonable cost of the appeal.

Article V. Officers

Section 1. The officers of the Association shall be a President, Secretary, Treasurer and Immediate Past President and, if applicable, other officers such as a President Elect and Vice President.

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 of the officers shall be as follows:

- A. **President.** The President shall be the Chief Executive Officer of the Association and shall preside over all meetings of the Association and the Board of Directors. He shall be an ex-officio member of all standing and special committees.
- B. **President Elect.** (if applicable) The President Elect, in the absence of the President, shall preside at all meetings and shall perform such other duties as may be assigned by the President of Board of Directors. The President Elect shall immediately assume the office of President when that office becomes vacant by reason of death, disability, resignation, recall, or removal by due process.

- C. **Vice President.** (if applicable) The Vice President, in the absence of the President and President Elect, shall preside at all meetings of the Association and the Board of Directors. The Vice President shall also perform other duties as may be assigned by the President of Board of Directors.
- D. **Secretary.** The Secretary shall be responsible for the safekeeping of all of the records of the association, including but not limited to: records of membership, attendance, minutes of all meetings of the Association and the Board of Directors, Association Bylaws and Policy and Procedures, and shall perform other duties as may be assigned by the President or Board of Directors.
- E. **Treasurer.** The Treasurer shall be responsible for the receiving and safekeeping of all funds and dues paid to the Association, and shall deposit such funds and dues in the Association's official depositories. The Treasurer shall disburse such funds only with the order and consent of the Board of Directors. The Treasurer shall at all times keep a good and orderly set of financial records. A current financial report of funds received and disbursed, including budget comparisons and account reconciliations shall be provided monthly to 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 duly authorized auditor(s). The Treasurer shall be responsible for the completion and submission of forms required by laws governing the administration and/or tax status of the Association. The FWAHU bank accounts must always require two signatures on checks. These signatures will be the President and Treasurer. Alternates to these will be the executive committee in descending order. The Treasurer will chair the Budget & Finance Committee.
- F. **Immediate Past President.** The Immediate Past President shall serve as an advisor to the Board of Directors, and perform other such duties as assigned by the President of Board of Directors. The Immediate Past President will chair and appoint the Nominations and Elections Committee and the Trustee Committee.

Article VI. Board of Directors

Section 1. The Board of Directors shall consist of the Officers of the Association, the Standing Committee Chairs, and the various additional Committee Chairs appointed by the President.

- A. Officers are as defined elsewhere in these bylaws.
- B. Standing Committee Chairs are as defined elsewhere in these bylaws.

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 election, and shall serve for a term of one (1) year.

Section 4. The Board of Directors shall determine the policies and activities of the 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. Meetings

- A. Regular meetings of the Board shall be held at least twelve times each year at such time and place as may be designated by the Board or by the President in the event that the Board does not so designate.
- B. Special meetings of the Board may be called on order of the President, a majority of the Executive Committee, or a majority members of the Board. Notice of the time and place of the holding of special meetings of the Board shall be given to each Director at least five (5) days prior to the meeting.
- C. A quorum shall consist of a majority of The Board of Directors.

Section 6. Absences. Any elected officer or standing committee chair who is absent from more than two (2) regular meetings of the Board during a single administrative year may be asked by the President to vacate the seat on the Board of Directors. The vacancy shall be filled in accordance with Article VI, Section 9a below. However, the President shall consider each absence as a separate circumstance and may expressly waive such absence.

Section 7. Compensation and Expenses.

- A. Directors and elected officers shall not receive any compensation for their services.
- B. The Board may authorize the reimbursement of its members for expenses incurred on behalf of FWAHU or in attendance of FWAHU authorized meetings.

Section 8. Indemnification. Every Director and Officer shall be covered by the TAHU D & O policy. This policy is to insure them against all expenses and liabilities (including legal counsel fees) reasonably incurred or

imposed upon them in connection with any proceeding to which they may be made a party by reason of being or having been a Director or Officer of FWAHU. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled. Indemnification will not cover gross negligence, willful misconduct or intentional illegal acts.

Section 9. Vacancies, Removal & Recall.

- A. The President will appoint a person to fill any vacancy on the Board of Directors. A Director so appointed to fill a vacancy shall serve the unexpired term of his predecessor.

- B. An officer or director of the Association may be removed for malfeasance of office.
 - 1. **Recall from office.** Recall from office of an officer or director shall cause the office to be vacant until removal from the office is achieved and a successor is appointed. Recall will be initiated by the Executive Committee at the request of twenty-five (25) percent of the full Board of Directors. Recall can be achieved only by a three-fourths (3/4) vote of the Board of Directors.
 - a. Failure to achieve the required vote for removal will cause the immediate reinstatement for the recalled officer or director, any appointees replacing the recalled officer shall also be immediately discharged.

 - b. Any individual member of the Association shall lose all rights and privileges of office under the association if their license to sell insurance is revoked or if they are convicted of a felony or gross misdemeanor. No officers or director may be removed from office without a three-fourths (3/4) vote of the Board of Directors. The Board may be conveyed for purposes of removing an officer or director if the President receives written request for the officer's or directors removal from a minimum of twenty-five (25) percent of the Board. Notice of recall or removal must be sent by registered mail to the affected individual advising him/her or the action taken or about to be taken. Removal by due process requires notification prior to the vote for removal of office.

 - 2. **Removal from office.** No officers, standing chairs, or trustee may be removed from office without a three-fourths (3/4) vote of the Board. The Board may be conveyed for purposes of removing an officer, standing chair, or trustee if the President, receives written request for the officer's or directors removal from a minimum of twenty-five (25)

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

Article VII. Election of Officers

- A. All Officers shall be elected annually by the membership for a term of one year.
- B. The election of Officers shall be held by mail or in some other manner as determined by the Board of Directors.
- C. The Nominations & Elections Committee shall be responsible to the Board of Directors for handling the selection of candidates and the manner of election.

Article VIII. Delegates and Representatives to NAHU Functions

Section 1. NAHU House of Delegates and Annual Symposium

- A. NAHU will advise the Association of the number of allotted delegates the Association may send to the House of Delegates. The Association delegates shall be awarded, in order of available slots, to the President, Secretary, Treasurer, and Immediate Past President and, if applicable, the President Elect or the Vice President of the Association. Any remaining Delegate slot(s) shall be filled by the Board of Directors in such manner as the Board sees fit. A number of alternate delegates may be determined by the Board of Directors as is deemed necessary.
- B. Provided funds are available, the Association will reimburse Delegates to the House of Delegates for the cost of registration, round trip airfare, and the cost of lodging up to the maximum amount approved by the board. The maximum amount of reimbursement will be set annually by the Board of Directors. The Delegate will not be reimbursed unless the full responsibilities of a delegate are met. Unless excused by the Board, a delegate must attend all of the following meetings held at the NAHU Symposium, including:
 - 1.) Texas State meetings
 - 2.) Regional meetings
 - 3.) House of Delegates meetings

Section 2. Capitol Conference

- A. Delegates to attend the Capitol Conference shall be the President, the President Elect, and the Chairperson of the Legislative Committee. Funds available, additional delegates may be sent with the advice and consent of the Board of Directors, in descending order as prescribed in Article VIII Sec 1a.

- B. Provided funds are available, the Association will reimburse Delegates to the Capitol Conference for the cost of registration, round trip airfare, and the cost of lodging up to the maximum amount set by the board. The maximum amount of reimbursement will be set annually by the Board. The Delegate will not be reimbursed unless the full responsibilities of a delegate are met. Unless excused by the Board, a delegate should attend the regularly scheduled general sessions held at the Capitol Conference.

Article IX. Executive Committee

- Section 1. Authority and Responsibility.** It shall be the duty of the Executive Committee (EC) to conduct the affairs of FWAHU at such time as the Board of Directors is not in session, except those specifically reserved to the Board by the Bylaws, pursuant to delegation of authority to the Executive Committee by the Board.

- Section 2. Composition.** The EC shall consist of the Officers of the Association.

- Section 3. Quorum.** A majority of the EC shall constitute a quorum at any duly called meeting or vote of the EC. The President shall call all such meetings of the EC as the business of the Association may require, or a meeting shall be called by the president on the request of any other three (3) members of the EC.

- Section 4.** The EC may transact business by mail or electronic means.

Article X. Standing & Special Committees

Section 1. The Standing Committees shall, as a minimum, consist of the following committees:

- A. Membership**
- B. Nominations & Elections**
- C. Programs**
- D. Education**
- E. Awards & Recognition**
- F. Legislation**
- G. Charities**
- H. Trustees**

Section 2. Special Committees. The President shall appoint such special committees as he may deem necessary.

Section 3. Actions by Committees. Any action by a committee shall be subject to the approval of the Board of Directors or the Executive Committee in the Absence of the Full Board.

Section 4. Organization. All committees shall be of such size and shall have such duties, functions and powers as may be assigned to them by the President, except as otherwise provided in these bylaws.

Section 5. Creation and Dissolution of Committees. The President shall monitor actions of the committees of the Association and shall make recommendations as needed to the Executive Committee or Board of Directors concerning the creation, dissolution and consolidation of these committees.

Article XI. Duties of the Committees

Section 1. Membership. The Committee on Membership shall encourage membership among all licensed agents, general agents and managers, brokers, home office personnel, marketing management, third party administrators, HMO's, PPO's, and others who are involved in the sale and service of disability income and health insurance products.

Section 2. Nominations & Elections. The Committee on Nominations, & Elections shall recommend a slate of candidates for the Associations offices to be elected. The committee on Nominations shall present its slate of officers in the final quarter of the administrative year for Board of Directors action.

- Section 3. Meetings & Programs.** The Committee on Programs shall arrange a program for every meetings of The Association as far in advance as possible, cooperating with The Board of Directors and other Committees.
- Section 4. Education.** The Committee on Education shall aid in the promotion, development and extension of education and training programs in the practice of disability and health insurance for the use and benefit of its members and the public.
- Section 5. Awards & Recognition.** The Committee on Awards & Recognition shall have the responsibility of promoting participation in and qualification for all of the various awards this association and/or its members may be eligible for. Duties of this Committee also include the compiling and maintaining of any and all records necessary for such awards.
- Section 6. Legislation.** The Committee on Legislation shall examine laws and regulations existing or proposed, affecting the disability income and health insurance business and submit its recommendations to the Board of Directors. The committee shall lead and assist in the implementation of the legislative efforts and fundraising programs of the NAHU, TAHU, and FWAHU.
- Section 7. Charities.** The Committee on Charities shall identify and present to the Board of Directors those charitable causes that it deems worthy of the Associations time and resources. The committee shall also recommend, design, and implement fundraising programs to aid such causes.
- Section 8. Trustees:** The trustees shall be a committee consisting of past presidents who desire to serve on this committee. The Committee shall be represented on the FWAHU Board by the Immediate Past President. The Committee shall handle any special projects as requested by the President of FWAHU.

Article XII. Dues

- Section 1. Establishment of Dues.** Upon recommendation by the Executive Committee to the Board of Directors, the local association dues shall be established. An increase in dues shall require the approval of a 2/3 majority of the Board of Directors.

Article XIII. Parliamentary Authority

- Section 1.** Robert's Rules of Order (revised) shall be the Parliamentary Authority for all matters of procedure not specifically covered by these BY-LAWS.

Article XIV. Dissolution

Section 1. The association shall use funds only to accomplish the objectives and purposes specified in the BY-LAWS and no part of said funds shall inure, or be distributed to the members of the association. In the event it is disbanded or the charter revoked for cause in violation of the by-laws of NAHU, the last treasurer of record or other person in possession of the funds or assets shall submit them to the treasurer of the NAHU, to be held in trust for a period of one year. If, after a period of one year, the Association has not been reactivated in the same or similar form, escrowed funds, shall become part of the general funds of NAHU.

Article XV. Amendments

Section 1. Any amendment of these BY-LAWS, if in conformity with the policy of the NAHU, may be adopted by a two thirds (2/3) vote of the active members present at any meeting of this association, provided that written notice of the meeting and of the proposed amendment shall have been given to the members at least one month prior to the meeting.

Article XVI. Previous Bylaws Superseded

Section 1. Bylaws. These by-laws, as revised, supersede all provisions of any previous by-laws of the Fort Worth Association of Health Underwriters.

THE END OF BY-LAWS

Fort Worth, TX

Revised and Approved 11/13/2003