

**BYLAWS
of the
Dallas Association of Health Underwriters**

**Adopted May, 2005
Amended May, 2007**

ARTICLE I – NAME AND TERRITORIAL LIMITS

- Section 1. This organization shall be known as the Dallas Association of Health Underwriters, hereinafter referred to as this Association, a non-profit corporation incorporated as such under the laws of the state of Texas and chartered by the National Association of Health Underwriters.
- Section 2. The territorial limits of this Association shall be confined to the boundaries of the State of Texas.

ARTICLE II – PURPOSES

- Section 1. The objectives of this Association shall be:
- A. To promote the common business interests of those engaged in health, disability and related insurance products and services management.
 - B. To advance public knowledge for the need and benefit of health, disability and related insurance products and services.
 - C. To promote the adoption and application of high standards of ethical conduct in the health, disability and related insurance industries.
 - D. To provide and promote a program of continuing education and self-improvement for Association members.
 - E. To increase the knowledge and principles, functions and applications of health, disability and related insurance products and services.
 - F. To promote education, legislation, regulation and practices which are in the best interest of the health, disability and related insurance industry and the insuring public.
 - G. To encourage adequate protection against the hazards of disability as 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 National Association of Health Underwriters.

- I. To be active as an association in public service and to encourage its members to support and contribute to community activities.

Section 2. This Association and its members recognize an obligation to present accurately, honestly and completely every fact essential to the client's decision as expressed in the National Association of Health Underwriters Code of Ethics which are considered a part of these bylaws.

ARTICLE III – MEMBERSHIP

Section 1. Membership in this Association will be available under the following designations:

- A. Individual Members
- B. Associate Members
- C. Affiliate Members

Section 2. An individual member may be any individual licensed by his/her state licensing authority for the sale of disability income and/or health insurance products. Individual members may also include non-licensed individuals engaged in the distribution of disability income and/or health insurance products such as, but not limited to, home office personnel and others engaged in the management and distribution of such products. Individual members who have paid their annual national, state and local dues will also be referred to as active members.

Section 3. An associate member may be an individual member who maintains an active membership with another local chapter and NAHU, and pays the local dues of the Association

Section 4. An affiliate member may be an individual who represents a company providing goods and/or services specific to the health, life and disability industry, including but not limited to paramedical firms, staffing agencies, and technology companies who do not hold a valid license through the Department of Insurance and who pays the national, state and local dues of the Association.

ARTICLE IV – NATIONAL AND STATE AFFILIATION

Section 1. This Association agrees to be bound by the bylaws of the State and National Associations of Health Underwriters as adopted and amended.

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

Section 3. Insofar as possible, this Association shall be represented by its proper delegates, or their duly appointed alternates, at the annual meeting of the State and National Associations of Health Underwriters.

ARTICLE V – DUES AND FINANCE

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 the member's anniversary month as recorded by the National Association of Health Underwriters. All dues shall be submitted to and through the National Association of Health Underwriters. Any individual member more than ninety (90) days in arrears in payment of dues shall be dropped from the rolls as a member in good standing.

Section 2. The Board of Directors shall determine the amount of annual dues of this Association. This Association's dues may only be changed once a year and will be in effect from January 1 through December 31 of each year. Not later than the fifteenth (15th) of September of each year, or a date specified by the National Association of Health Underwriters, if this Association plans to increase or decrease its local chapter dues for the following calendar year, the President shall advise the National Association of Health Underwriters in writing of the Board-approved dues for the following year.

Section 3. The fiscal year of this Association shall begin on the first day of July of each year.

Section 4. This Association's books of accounts shall be reviewed and/or audited at least once each fiscal year. The Board of Directors shall name the auditors/reviewers.

Section 5. The Board of Directors shall determine the official depository(ies) for Association funds and shall designate one or more Board members in addition to the Treasurer to sign or countersign checks or other documents for the disbursement of such funds.

Section 6. The Treasurer, or any other person entrusted with the handling of funds or property of the Association, shall furnish, at the expense of

the Association, a fidelity bond approved by the Board of Directors, in such sum as the Board shall prescribe

ARTICLE VI – OFFICERS

- Section 1. The officers of this Association shall be: President, President-Elect, Vice President, Treasurer, Secretary and Immediate Past President.
- Section 2. Each officer shall be an active member of this Association, and the State and National Associations of Health Underwriters.
- Section 3. All officers shall serve without compensation.
- Section 4. 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 5. The office of Immediate Past President shall be filled automatically by the outgoing President. In the event there is no outgoing President, this office shall remain vacant.
- Section 6. If the office of the President shall become vacant due to death, disability, resignation, recall or removal by due process, the President-Elect shall assume the office for its unexpired term and the term of President for the succeeding year and the office of President-Elect shall become vacant until the next regular election. If the office of President becomes vacant and there is no President-Elect, the order of succession shall be Vice President and then Treasurer.
- Section 7. If the office of President-Elect shall become vacant due to death, disability, resignation, recall or removal by due process, or by succession to the Presidency under Article VI., Section 6, the President shall appoint a member of this Association in good standing to fulfill the duties of the office for its unexpired term. The appointment shall be subject to a three-fourths (3/4) vote of approval by the Board of Directors. The office itself shall remain vacant until the next regular election.
- Section 8. If the office of Vice President shall become vacant due to death, disability, resignation, recall or removal by due process or by succession to the Presidency under Article VI., Section 6 the President shall appoint a member of this Association in good standing to fulfill the duties of the office for its unexpired term. The appointment shall be subject to a three-fourths (3/4) vote of

approval by the Board of Directors. The office itself shall remain vacant until the next regular election

- Section 9. If the offices of Treasurer and/or Secretary become vacant due to death, disability, resignation, recall or removal by due process, or by succession under Article VI., Section 6, the office(s) shall be filled by appointment by the President. The appointment shall be subject to three-fourths (3/4) vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s). Appointees shall assume the title and duties of the office(s).

ARTICLE VII – DUTIES OF OFFICERS

- Section 1. The duties of the officers shall be as follows:
- A. President – The President shall be the chief elected 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 except the Nominations Committee.
 - 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.
 - C. Vice President – The Vice President, in the absence of the President and President-Elect, 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.
 - D. Treasurer – The Treasurer shall be responsible for receiving all funds and dues paid to this Association. The Treasurer shall deposit all funds in this Association’s official depository(ies) and shall disburse such funds in accordance with policies approved by the order of the Board of Directors. The accounts and books of the Treasurer and this Association shall be open at all times for inspection by the President, the Board of Directors, and any authorized auditors. The Treasurer shall be responsible for the completion and submission of forms required by laws governing the administration and/or tax status of this Association.
 - E. Secretary – The Secretary shall be responsible for keeping all records of membership, attendance, membership dues and minutes of the meetings of this Association and the Board of

Directors and shall perform other duties as may be assigned by the President or Board of Directors.

- F. Immediate Past President – The Immediate Past President shall serve as an advisor to the Board of Directors and perform other duties as assigned by the President or Board of Directors.

ARTICLE VIII - EXECUTIVE COMMITTEE

- Section 1. The Executive Committee(EC) shall consist of the Officers of the Association.
- Section 2. It shall be the duty of the EC to conduct the affairs of the Association at such time as the Board of Directors is not in session, except those duties specifically reserved to the Board of Directors by the Bylaws, pursuant to delegation of authority to the EC by the Board. Any such affairs of the Association conducted by the EC shall be reported to the Board of Directors not later than the next regularly scheduled Board meeting
- Section 3. A majority of the voting members 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 IX – BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of the officers and standing and special committee chairs
- Section 2. Each director shall be an active member of this Association, and the State and National Associations of Health Underwriters.
- Section 3. All directors shall serve without compensation.
- Section 4. All directors shall take office on the first day of July of each year following their election or appointment, and shall serve for a term of one year, or until their successors shall have been duly elected or appointed and qualified. (See Article VI, Section 4.)
- Section 5. The Board of Directors shall determine the policies and activities of this Association, approve the budget, authorize all expenditures

and disbursements, and has the authority and responsibility to manage this Association's affairs.

- Section 6. The Board of Directors shall meet monthly or at the call of the President. The meetings shall be held at such times and places as may be determined by the Executive Committee or Board of Directors.
- Section 7. A majority of the Board of Directors shall constitute a quorum for the transaction of business.
- Section 8. In the event a director position becomes vacant due to death, disability, resignation, recall or removal by due process, or by succession under Article VI., Section 6, the position shall be filled by appointment by the President. The appointment shall be subject to three-fourths (3/4) vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s).
- Section 9. Any Officer, Standing Committee or Special Committee chair who shall have been absent from four (4) regular meetings of the Board of Directors during a single administrative year shall automatically vacate the seat on the Board of Directors, and the position shall be filled in accordance with these Bylaws. However, the Executive Committee shall consider each absence as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

ARTICLE X – TRUSTEES

- Section 1. The Trustees shall be members who have served as Immediate Past President of the Association, the current Texas State President or any current National Officer.
- Section 2. Trustees shall have full voting privileges if they have attended six (6) of the past twelve (12) previous board meetings, but will have no specific committee responsibilities.

ARTICLE XI – NOMINATIONS AND ELECTIONS

- Section 1. The election of officers and directors shall be held once a year, no later than May 1st of each year. The election of officers shall be held by mail or in some manner as determined by a vote of the Board of Directors.

Section 2. The Nominations & Elections Committee (see Article XII, Section 2.E) shall be responsible to the Board of Directors for administering the selection of candidates and manner of election, so long as all active members of the Association are given the opportunity to nominate and vote for all candidates.

Section 3. A majority of votes received by active members shall determine the winner of each elected office. In the event of tie or one candidate not achieving a majority of votes received, a runoff election shall be held within thirty (30) days.

ARTICLE XII – COMMITTEES

Section 1. There shall be the following standing committees:

- A. Awards
- B. Education
- C. Legislation
- D. Membership
- E. Nominations & Elections
- F. Special Committees

Section 2. Description of Standing Committees.

- A. Awards. The Awards Committee shall be responsible for the awards to be presented or received by the Association, except as otherwise provided in these Bylaws
- B. Education. The Education Committee shall be responsible for promoting education that follows the mission of the Association.
- C. Legislation. The Legislation Committee shall be responsible for promoting knowledgeable information to the Association's members, elected legislators, regulators and consumers regarding legislation.
- D. Membership. The Membership Committee shall be responsible for increasing and maintaining the membership of the Association.
- E. Nominations and Elections. The Nominations and Elections Committee shall have general charge of the election process, including the preparation, distribution, collection and counting of ballots, and reporting the results. This Committee shall solicit and receive nominations and prepare a slate of candidates for each annual election of officers.
- F. Special Committees. The President shall appoint, subject to confirmation by the Executive Committee, such Special Committees as may be deemed necessary. The chairperson of each Special Committee shall be appointed by the President, with the consent of the Executive Committee. The chairperson

of each Special Committee shall be a member of the Board of Directors. The President shall monitor actions of the Special Committees of the Association, and shall make recommendations as needed to the Executive Committee or Board of Directors with regard to the creation, dissolution and consolidation of the Special Committees.

- Section 3. The President shall appoint the chairs and members of all standing, special or ad hoc committees and task forces, subject to the approval of the Board of Directors.
- Section 4. The Board of Directors shall establish guidelines for all committees and task forces regarding usual duties, terms of office, and requirements for reports unless otherwise specified in these bylaws.
- Section 5. The administration of the fiscal affairs of all standing, special and ad hoc committees and task forces are vested in the Board of Directors.

ARTICLE XIII – RECALL AND REMOVAL FROM OFFICE

- Section 1. An officer, member of the Board of Directors, committee member or chair, or task force member or chair may be removed from office in the event of such acts of dishonesty, fraud, misrepresentation, or other reasonable cause as would prevent the effective performance of his/her duties.
- Section 2. No elected officer or board member, or appointed committee member or chair, or appointed task force member or chair may be removed from office without a three-fourths (3/4) vote of the Board of Directors at any regular or special meeting at which a quorum is present.
- Section 3. Notice of 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 from office. The Board of Directors and/or twenty-five percent (25%) of this Association's membership can initiate recall. Recall can only be achieved 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 individual to office. Any appointee replacing the recalled officer shall also immediately be discharged.
- Section 5. Any individual member of this Association shall lose all rights and privileges of office under this Association if his/her license to sell insurance is revoked or if he/she is convicted of a felony or gross misdemeanor.

ARTICLE XIV – PARLIAMENTARY AUTHORITY

- Section 1. The current edition of "Robert's Rules of Order" governs this Association in all parliamentary situations that are not provided for in the law or in its charter, bylaws or adopted rules.

ARTICLE XV – AMENDMENTS

- Section 1. Any amendment of these Bylaws, if in the conformity with the policy of NAHU, may be adopted by a two-thirds (2/3) vote of the Board of Directors of the Association, provided that written notice of the meeting and of the proposed amendment shall have been given to the members of at least thirty (30) days prior to the meeting where such vote is taken.

ARTICLE XVI – INDEMNIFICATION

- Section 1. This Association may, by resolution of the Board of Directors, provide for indemnification by this Association of any and all its Directors or officers or former Directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or officers of this Association, except in relation to matters as to which such Director or officer or former Director or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE XVII – DISSOLUTION

- Section 1. Dissolution of this Association requires the passing of a Resolution of Resignation by a three-fourths (3/4) vote of all active members. The adopted resolution shall be sent by the Secretary of this Association by registered mail to the Executive Vice President of the National Association of Health Underwriters and shall become effective upon acceptance by the Board of Trustees. Upon acceptance of the Resolution of Resignation by the Board of Trustees, individual members of this Association shall become active members of the existing local association nearest them in their state, or their state association, or members-at-large if no other association exists within their state.
- Section 2. This Association, by taking the action to resign, shall surrender all rights to use the name, emblem, insignia, plate, sign, label or phrase indicative of membership in this Association.
- Section 3. This Association's charter with the National Association of Health Underwriters may be suspended or revoked in accordance with appropriate sections of the bylaws of the National Association of Health Underwriters.
- Section 4. This Association shall use funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure or be distributed to its members in the event this Association is dissolved or its charter revoked for cause in violation of the bylaws of the National Association of Health Underwriters. Immediately upon dissolution or revocation of its charter, this

Association's Board of Directors shall return all remaining Association funds to its state association. If there is no state association, the funds shall be sent to the National Association of Health Underwriters for placement in escrow. Funds placed in escrow will be distributed in accordance with the procedures outlined in the bylaws of the National Association of Health Underwriters.

ARTICLE XVIII– PREVIOUS BYLAWS SUPERCEDED

Section 1. These bylaws, as revised, supersede all provisions of any previous bylaws of this Association.

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