

## NAHU STATE CHAPTER MODEL BYLAWS

### BYLAWS of the New York State Association of Health Underwriters

**Adopted October 19, 2001  
Amended June 16, 2006**

#### ARTICLE I – NAME AND TERRITORIAL LIMITS

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

#### ARTICLE II – PURPOSES

- Section 1: The objectives of this Association shall be:
- To promote the common business interests of those engaged in the sale of health, disability, long term care and related insurance and non-insurance products and services, hereinafter referred to as “the industry”.
  - To advance public knowledge for the need and benefit of the financial protection provided by the industry.
  - To promote the adoption and application of high standards of ethical conduct in the industry.
  - To provide and promote a program of continuing education and self-improvement of Association members.
  - To increase the knowledge of members concerning the principles, functions and applications of the industry.
  - To promote education, legislation, regulation and practices which are in the best interest of the industry provide financial protection to our clients and the interested public.
  - To encourage adequate protection against the hazards of disability as part of a well-rounded benefits program.
  - 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.
- 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 is 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
- Section 2: An individual member may be any individual licensed by his/her state licensing authority for the sale of health, disability and related insurance products and services. Individual

members may also include non-licensed individuals engaged in the distribution of health, disability and related insurance products and services 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.

#### **ARTICLE IV – NATIONAL AND STATE AFFILIATION**

- Section 1: This Association agrees to be bound by the bylaws of the 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 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 National Associations of Health Underwriters.

#### **ARTICLE V – DUES AND FINANCE**

- Section 1: Each active member of this Association shall pay local (*if applicable*), 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, subject to the ratification of at least three-fourths (3/4) of the local associations in the state. 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 (15<sup>th</sup>) 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 state 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 January 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.

#### **ARTICLE VI – OFFICERS**

- Section 1: The officers of this Association shall be: President, President-Elect, Immediate Past President, Vice President, Treasurer and Secretary.
- Section 2: Each officer shall be an active member of this Association, and the local (*if applicable*) 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 two years.
- 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, 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, then Treasurer, and then Secretary.
- Section 7: If the office of President-Elect shall become vacant due to death, disability, resignation, or removal by due process, or by succession to the Presidency under Article VI., Section 6, the President shall, within thirty (30) days of the effective date of vacancy, 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 offices of Vice President, Secretary and/or Treasurer 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:
- 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.
  - 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.
  - 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.
  - Vice President – The Vice President (or First VP if there are more than one), in the absence of the President and the 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.
  - 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.

- Treasurer – The Treasurer shall be responsible for receiving all funds and dues paid to this Association. Dues shall be forwarded to the National Association of Health Underwriters, where they will be deposited and the local portion remitted back to this Association on a monthly basis. The Treasurer shall deposit all other funds in this Association’s official depository (ies) and shall disburse such funds upon 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.

### **ARTICLE VIII – BOARD OF DIRECTORS**

- Section 1: The Board of Directors shall consist of the officers and one (1) elected director of each local association within the state.
- Section 2: Each director shall be an active member of this Association, and the local *(if applicable)* 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, and shall serve for a term of two years. (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 have the authority and responsibility to manage this Association’s affairs.
- Section 6: The Board of Directors shall meet no less than four (4) times per year or at the call of the President. The meetings shall be held at such times and places as may be determined by the President or Board of Directors. A written or electronic notice of the time and place of all regular meetings of the Board of Directors of this Association shall be distributed to each member of the Board by the President not less than thirty (30) days prior to the meeting.
- Section 7: The Board of Directors may transact business by mail or electronic means by voting upon proposals presented to them. Any such proposal shall be adopted if at least two-thirds (2/3) majority of the entire Board returns affirmative votes. The members of the Board of Directors shall be advised of the results of such balloting no less than seven (7) days after the vote is tabulated.
- Section 8: A majority of the Board of Directors shall constitute a quorum for the transaction of business.
- Section 9: In the event a director position becomes vacant due to death, disability, resignation 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).

### **ARTICLE IX – NOMINATIONS AND ELECTIONS**

Section 1: The election of officers shall be held at the annual meeting of this Association. The election of directors shall be held by the local associations prior to the annual meeting of this Association.

Section 2: At least three (3) months prior to the date of the annual meeting, the President shall appoint a Nominations Committee. The duties of this committee shall be to solicit and receive nominations and to prepare a slate of candidates. The Nominations Committee shall have general charge of the election process including the preparation, distribution, collection and counting of ballots, and reporting the results.

Section 3: The Nominations Committee shall prepare a ballot containing the names of all qualified nominees and distribute ballot materials to all active members at least one (1) month prior to the date of the annual meeting. The ballots shall be cast in person at the annual meeting

### **ARTICLE X – COMMITTEES**

Section 1: There shall be the following standing committees:

- A. Education
- B. Legislation
- C. Membership

Section 2: 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 3: 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 4: 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 XI – 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 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 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 XII – PARLIAMENTARY AUTHORITY**

Section 1: The current edition of "The Standard Code of Parliamentary Procedure" (Sturgis) governs this Association in all parliamentary situations that are not provided for in the law or in its charter, bylaws or adopted rules.

#### **ARTICLE XIII – AMENDMENTS**

Section 1: Amendments to these bylaws, if in conformity with the policy of the National Association of Health Underwriters, may be adopted by a two-thirds (2/3) vote of the active members of this Association present at any meeting of this Association, provided that written notice of the meeting and of the proposed amendment(s) shall have been given to the members at least one month prior to the meeting, and provided further that a quorum is present at the meeting.

#### **ARTICLE XIII – 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 XIV – 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 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 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 XV – PREVIOUS BYLAWS SUPERCEDED**

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

#### **APPENDIX A - NAHU Code of Ethics**

- To hold the selling, service and distribution of disability insurance and health insurance plans as a professional and a public trust and to do all in my power to maintain its prestige.
- To keep paramount the needs of those whom I serve.
- Respect my clients' trust in me, and never do anything which would betray their trust or confidence.
- To give all service possible when service is needed.
- To present policies factually and accurately, providing all information necessary for the issuance of sound insurance coverage to the public I serve.
- To use no advertising which may be false or misleading.
- To consider the sale of disability income and health insurance plans as a career, to know and abide by the insurance laws of my state, and to seek to constantly increase my knowledge and improve my ability to meet the needs of my clients.
- To be fair and just to my competitors and to engage in no practices that may reflect unfavorably on me or my industry.
- To treat prospects, clients and companies fairly by submitting applications that reveals all available information pertinent to underwriting a policy.
- To be loyal to my clients, associates, fellow agents and brokers, and the company or companies whose products I represent.