

# BYLAWS of the South Central Association of Health Underwriters

## LOCAL CHAPTER BYLAWS

Revised Jan. 1, 2003

### ARTICLE I – NAME AND TERRITORIAL LIMITS

Section 1. This organization shall be known as the South Central Association of Health Underwriters, hereinafter referred to as this Association, a non-profit corporation incorporated as such under the laws of the state of Wisconsin and chartered by the National Association of Health Underwriters and Wisconsin Association of Health Underwriters.

Section 2. The territorial limits of this Association shall be confined to Wisconsin zip codes 53032, 530947, 53507, 53511, 53512, 53515, 53520, 53523, 53527, 53528, 53532, 53536-53538, 53545-53547, 53555, 53562, 53563, 53565, 53566, 53574, 53575, 53578, 53583, 53589, 53590, 53593, 53597, 53701, 53703-53705, 53707-53708, 53711, 53713-53719, 53725, 53744, 53783, 53818, 53901, 53913, 53916, 53950, 53965. These territorial limits shall not be changed unless permission first has been obtained from the governing bodies of the local association currently having jurisdiction in such territory, if applicable, and of the Wisconsin State Association of Health Underwriters and the Board of Trustees of the National Association of Health Underwriters.

### ARTICLE II- PURPOSES

Section 1. The objectives of this Association shall be:

To promote the common business interests of those engaged in disability and risk management.

To advance public knowledge for the need and benefit of disability income and/or health insurance products.

To promote the adoption and application of high standards of ethical conduct in the health insurance industry.

To provide and promote a program of continuing education and self-improvement for Association members,

To increase the knowledge and principles, functions and applications of health insurance and disability income products.

To promote education, legislation, regulation and practices which are in the best interest of the health insurance industry and the insuring public.

To encourage adequate protection against the hazards of disability as part of a well-rounded insurance program.

To do such things and to carry out other programs so as to further the purposes of the National Association of Health Underwriters and/or the Wisconsin Association of Health Underwriters.

The above objective shall be accomplished in connection with the Wisconsin 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 are considered part of these bylaws.

### ARTICLE III – MEMBERSHIP

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

#### Individual Members

Section 2. An individual member must 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 and state 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 Wisconsin Association of Health Underwriters and the National Association 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 Wisconsin Association of Health underwriters and National Association 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 Wisconsin Association of Health Underwriters and the National Association of Health Underwriters.

### ARTICLE V - -DUES AND FINANCE

Section 1. Financial – Administered by the State Organization – WAHU.

Section 2. The Board of Directors of WAHU shall determine the Amount of dues and finance per Article 6, Section 1-b of WAHU Bylaws.

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, Immediate past President, Vice President and Secretary/Treasurer

Section 2. Each officer shall be an active member of this Association, the State and the National Association of Health Underwriters.

Section 3. All officers shall without compensation.

Section 4. All officers shall take office on the first day of January of each year following their election and shall service for a term of one year.

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 Vice President shall assume the office for the remainder of the term and the term of President for the succeeding year. The office of Vice President shall become vacant until the next regular election. If the office of President becomes vacant and there is no Vice President, the order of succession shall be the Secretary/Treasurer and then one of the two board members.

Section 7. If the offices of Vice President and/or Secretary/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 remainder of the 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 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. The President shall be a Board Member of WAHU.

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, in the absence of the President, shall preside at all meeting of this Association and the Board of Directors and shall perform such other duties as may be assigned by the President or the Board of Directors.

Secretary/Treasurer – The Secretary/Treasurer shall be responsible for keeping all records of membership, attendance and minutes of the meetings of this Association and the Board of Directors. He/she shall perform other duties as may be assigned by the President or the Board of Directors. He/she shall also be responsible for receiving and depositing all funds paid to this Association 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 Wisconsin Association of Health Underwriters 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 two elected directors.

Section 2. Each director shall be an active member of this Association, the Wisconsin Association of Health Underwriters and the National Association of Health Underwriters.

Section 3. All directors shall serve without compensation.

Section 4. All directors shall take on the first day of January of each year following their election and shall serve a term of one year. (See Article VI, Section 4.)

Section 5. The Board of Directors shall determine the policies and actives of this Association, approve the budget, authorize all expenditures and disbursements. The Board of Directors has 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 notice of the time and place of all regular meetings of the Board of Directors of this Association shall be mailed

to each member of the Board by the President not less than thirty (30) days prior to the meeting. The chapter's meetings (Board and General membership) will not conflict with state meetings or agenda. These meetings must be coordinated through the Wisconsin Association of Health Underwriters.

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 simple 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 directors position becomes vacant due to death, disability, resignation, recall or removal be 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 remainder of the term of office(s).

## ARTICLE IX – NOMINATIONS AND ELECTIONS

Section 1. The elections of officers and directors shall be held at 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, counting of the ballots and reporting the results.

Section 3. The Nomination 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:

Education  
Legislation  
Membership  
Nominations

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 Director.

Section 3. This Association will accept input and direction on policies and positions from the chairs of the state committees. Each local committee chair shall be a member of their specific state committees.

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 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 for malfeasance of office.

Section 2. No elected officer or board member, 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 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 rules contained in the current addition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that this Association may adopt.

#### ARTICLE XIII – AMENDMENTS

Section 1. Amendments to these bylaws, if in conformity with the policy of the National Association of Health Underwrites and Wisconsin 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. There must be written notice of the meeting and of the proposed amendment(s) given to the members at least one month prior to the meeting. There must be a quorum present at the meeting. Such meeting may take place at the annual meeting for the Wisconsin Association of Health Underwriters.

#### ARTICLE XIV – INDEMNIFICATION

Section 1. This Association may, by resolution of the Board of Directors and Wisconsin Association of Health Underwriters, 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 XV – 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 the Wisconsin 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 Wisconsin Association of Health Underwriters.

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 section of the bylaws of the National Association of Health Underwriters and the Wisconsin 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 and/or the Wisconsin 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 Wisconsin Association of Health Underwriters. 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 XVI – PREVIOUS BYLAWS SUPERCEDED

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