

WAHU State Bylaws

Revised September 11, 2002

Article I

Name

This professional organization shall be known as the Wisconsin Association of Health Underwriters (WAHU), herein after referred to as the association, a not-for-profit organization chartered by the National Association of health Underwriters. The territorial limits of this Association shall be confined to the State of Wisconsin. Use of name, emblems or logos of WAHU is allowed only with express permission of the Board of Directors.

Article II

Objectives

Section 1. The objective of this Association shall be:

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

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

To provide and promote a program of continuing education and self-improvement of WAHU members.

To increase the knowledge of members concerning the 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 and disability insurance industry and the insuring public.

To do such things and to carry out other such programs so as to further the purposes of the Association.

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.

Section 2. Code of Ethics -- NAHU

- A. Hold the selling of health insurance as a profession and a public trust and do all in my power to maintain its prestige.
- B. Keep the needs of my prospects and their families paramount.
- C. Respect my client's trust in me, and never do anything which would betray that trust or confidence.
- D. Use no advertising which may be false or misleading.
- E. Exercise diligence in securing and submitting all information necessary for the issuance of sound insurance coverage to the public I serve.
- F. Consider the sale of Health Insurance as a career, know and abide by the insurance laws of my state, and seek constantly through study to increase my knowledge and improve my ability to serve the insuring public.
- G. Be fair and just to my competitors, and engage in no practices which might reflect unfavorably on myself or my industry.
- H. Treat prospects, clients, and companies fairly by submitting applications which give all information pertinent to the underwriting of a policy.
- I. Be loyal to my associates, my fellow agents and the company or companies I represent.

Article III

Class of Membership

Section 1.

- A. Individual
- B. Honorary
- C. 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. Honorary Members:

Honorary Members shall be those individuals who have performed distinguished or meritorious service of recognized value to the Wisconsin Association of Health Underwriters, and who are elected to Honorary Membership by the Board of Directors of this association.

Section 4. Life Members:

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 Wisconsin Association of Health Underwriters' dues will be reduced by 50% for such Life Member. For any member in good standing who becomes totally and permanently disabled, all further dues will be waived. Life membership status shall be automatically conferred when all qualifications are met and application is made and verified.

Article IV

Dues

Section 1. Each member of the Association shall remit annual dues in advance in the amount determined by the Board of Directors. Such dues shall be billed by the National Association of Health Underwriters and shall include the amount due the National Association and the State Association.

Section 2. An individual member who is behind in the payment of dues in accordance with the NAHU bylaws shall be dropped from the roster as a member in good standing.

Article V

Meetings

Section 1. Regular and special meetings of the general membership shall be held at such times and places as determined by the Board of Directors. The stated annual meeting of each fiscal year shall be the meeting at which the election of Officers and Board Members to serve the following year shall be held. They may be installed immediately or at the next regular membership meeting.

Section 2. A legally held meeting must have a quorum of 10% of the active membership.

Section 3. Board Meetings will be held at regular intervals throughout the year, as determined by the Board of Directors and/or the President. A majority of the Board Members shall constitute a quorum.

Article VI

Officers

Section 1. The Officers of this Association shall be a President, President Elect, Vice President, Secretary, Treasurer and the Immediate Past President. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Association.

Section 2. The President Elect, Vice President, Secretary and Treasurer shall be elected by the membership at the annual meeting for a term of one year. The Immediate Past President will serve a term of one year. The President and the President Elect cannot be re-elected to the same or lesser office or board position for one year following completion of their present term. The President Elect shall assume the Office of President for the succeeding year, unless recalled or removed by due process.

Section 3. Duties of Officers:

A. The President shall exercise general supervision over the various activities of this Association, preside at all meetings, appoint standing committees, special committees and task force as may be necessary and are not in conflict with other provisions of the bylaws. These appointments will have Board approval. The duties and responsibilities of special committees shall be approved by the Board of Directors. The President shall make appointments to complete the term of the vacating officers and/or Board Members with the approval of the Board of Directors. The President shall at his discretion appoint a Parliamentarian and/or a Sergeant-at-Arms.

B. The Immediate Past President shall serve as an advisor to the

Board of Directors.

C. The President Elect shall assume the Presidency upon the completion of the Incumbent President's term of office. He/she shall be considered an understudy to the President for the purpose of continuity of Association's programs and activities, and shall perform such duties as assigned by the President and the Board of Directors. The President Elect shall assume the duties of President in the event of the President's disability or death and have the same duties of that office.

D. The Vice President, in addition to being responsible for overseeing the activities of the standing committees, shall be responsible for other duties as are assigned to him/her by the President and Board of Directors. The Vice President shall assume the duties of the Presidency if the President and the President Elect are both unable to function in the capacity of President.

E. The Secretary shall be responsible for maintaining the records of meetings and committees, and shall perform such duties as assigned by the President and the Board of Directors.

F. The Treasurer shall oversee all of the Associations funds including dues collection and other income sources. The Treasurer shall authorize all Association expenditures. The Treasurer shall provide oversight of all accounting procedures as set forth in the current budget approved by the Board of Directors.

Article VII

Board of Directors

Section 1. The Board of Directors shall be comprised of the Officers of the Association, Local Chapter Presidents and six elected Board positions. The term of office for an elected board position is three years, and 1/3 of the six board positions will be replaced each year. If an elected board member fails to attend two or more board meetings without notifying the President of the intended absence, the board may dismiss the board member. The President shall call for and set up the time and place of the meeting for the Board of Directors.

Section 2. The Board of Directors shall elect and designate at least two members of the Association as Delegates to represent this Association at the meetings in the House of Delegates of the National Association of Health Underwriters. At least two alternate delegates may also be elected. Notice of the election of this Association's delegates shall be sent by the secretary to the office of NAHU, within the prescribed time limits as established by NAHU.

Section 3. The interpretation of these bylaws resides with the Board of Directors. Disputes between members regarding the bylaws shall be submitted to the Board of Directors, in writing, and the Board's interpretation shall be in writing and entered into the permanent minutes of the Board of Directors.

Section 4. The Board of Directors may transact business by mail or electronic means by voting. Upon proposals submitted to them by the President. Any such proposal shall be adopted if a majority of the entire board returns affirmative votes within the time specified by the President. A board member shall be advised of the results of such balloting no later than seven (7) days after the vote is tabulated.

Article VIII

Committees

Section 1. All standing committees will research and recommend action on policies to the Executive Committee or the Board of Directors. No standing or other committee will expend funds without the approval of the Board of Directors or Executive Committee.

The President is ex officio member of all committees. All committee meetings are open to the membership except where designated.

Section 2. The Executive Committee shall consist of the officers of WAHU. The Executive Committee may act in place of the Board of Directors between board meetings on all matters except those specifically reserved for the Board of Directors. The Executive Committee shall be responsible for the day to day operations of the Association, according to the policies established by the board.

Section 3. Membership Committee shall encourage membership among all licensed agents, managers, and home office persons who earn their living from the sales and service of disability and/or health insurance.

Section 4. Nominating Committee shall recommend a slate of candidates for the Association Officers and Board positions to be elected at the annual meeting. In addition, nominations from the floor may be presented at the annual meeting. The committee shall consist of three members: One being the President Elect, who is also the chairman, and two members from the general membership.

Section 5. Programs Committee shall arrange a program for every meeting of the Association, in cooperation with the Board of Directors and other committees. This committee shall also be responsible for meetings, and arranging necessary physical facilities.

Section 6. Education and Training Committee shall aid in the promotion, development and extension of education and training in the practice of disability and health insurance for the use and benefit of the members and the public in conjunction with the Communication Committee. This committee shall oversee and arrange for Continuing Education Courses sponsored by the Association.

Section 7. Recognition and Awards Committee:

The Recognition and Awards Committee shall have the responsibility of recognizing industry awards such as the RHU, LPRT, HIQA, REBC and etc. This committee will also be responsible for the Robert C. Gilray Award.

Robert C. Gilray Award sub-committee shall consist of the last three (3) recipients of this award, each for a term of three (3) years, (with one (1) rollover each year), current WAHU President and two (2) other members from the general membership to be appointed by the current WAHU President. Robert C. Gilray will be a permanent member of this committee.

Section 8. Legislation and Regulatory Committee 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 assist in the implementation of the legislative programs of the National Association of Health Underwriters.

Section 9. Corporate/Laureate Sponsorship Committee shall solicit sponsorships from organizations and agencies who are engaged in the business of issuing, administering or marketing of disability and/or health insurance contracts, plans or services.

Section 10. Audit Committee shall consist of at least one board member, other than the Treasurer, and two members from the general membership. They are to audit the Associations books once each year and when the Treasurer position changes. A qualified CPA firm shall conduct an independent two-year audit every other year.

Section 11. The Communications Committee shall strengthen the Association by having a bond of common interests that knits members together and that generates for them favorable recognition and appreciation in the community. The committee shall also coordinate all Association communications internally among the membership and externally to the statewide community.

The committee shall communicate information to the public concerning the Association and/or health insurance practices as directed by the Board and Executive Committee.

They shall distribute health information to the public at large.

They, also, shall conduct special health care education and organize a Speakers Bureau of members qualified to speak as laymen on health care matters.

The Communication Committee shall oversee the Technology Committee (sub-committee) and the Media Relations Committee (sub-committee).

Section 12. The Public Service Committee shall be in charge of all Association fund-raisers i.e. Breast Cancer Recovery, Toys for Tots, Special Olympics, etc., and coordinate activities among the membership in conjunction with the Communications Committee.

This committee will provide support to worthy causes of a public service nature that meets the desires of the majority of the Association's members.

Article IX

Local Chapters

Section 1: Structure of the Chapters:

Board – President, Vice President, Secretary/Treasurer, Past President and two Board Members elected by the membership.

Financial – Administered by the State Organization – WAHU.

Legal – Tax Exempt Status Filing/Incorporation.

Section 2: The Local Chapter's administrative functions will be handled by WAHU's administrative service firm.

Section 3 Local Chapters shall not solicit or receive corporate sponsorships.

Section 4: Local Chapters' meetings will not conflict with state meetings or agenda. These meeting must be coordinated through the State Association.

Section 5: The locals will accept input and direction on policies and positions from the chairs of the state committee. Each local committee chair shall be a member of their specific state committee.

Section 6: The locals will seek approval from the state communication chair for all advertising and promotions.

Section 7: Local Chapters shall not endorse a product or service without state board approval.

Section 8: The State's Past President shall serve as Chapter Development Coordinator.

Section 9: Local chapters will grant reciprocity to other WAHU local members.

Section 10: In case of conflict, the Wisconsin Association of Health Underwriter's by-laws shall take precedence over local chapter by-laws.

Article X

Parliamentary Authority

The rule contained in the current edition 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 the Association may adopt.

Article XI

Miscellaneous

Section 1. This Association's choice for Regional Vice President shall be nominated by the Board of Directors. The choice for Regional Vice President shall be given to the National Association within the qualifying time period.

Section 2. Any individual member of this Association shall lose all rights and privileges under this Association if their license to sell insurance is revoked, or if they are convicted of a felony.

Section 3. The Association's fiscal year shall begin January 1 and end December 31.

Article XII

Dissolution

Section 1. The Association shall use funds only to accomplish the objectives and purposes specified in these bylaws and no part of these 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 bylaws of the National Association of Health Underwriters, the last Treasurer of record or other person in possession of the funds or assets shall submit them to the Treasurer of the National Association of Health Underwriters. After a period of one year, if the Association has not been reactivated or a new Association organized and chartered, escrowed funds shall become part of the general funds of the National Association of Health Underwriters.

Section 2. This Association may resign from NAHU upon passage of a Resolution of Resignation adopted and approved by a 3/4 vote of the active membership of the Association. Said resignation shall be communicated by the local secretary to the Executive Vice-President of NAHU by registered mail, and shall become effective upon acceptance by NAHU Board of Trustees. Upon acceptance of the resignation, all members of the Association will revert to Member-at-Large status.

Article XIII

Amendment of the Bylaws

Section 1. Any amendment of these bylaws, if in conformity with the policy of the National Association of Health Underwriters, may adopt by 2/3 vote of the active members present at any meeting of the Association, provided that written notice of the meeting and the proposed amendment shall have been given to the members at least one month prior to the meeting. All provisions of the previous WAHU bylaws are hereby replaced by the provision herewith.

Section 2. Any changes to be made by members to any proposed changes in the bylaws must be received by the secretary at least ten days prior to the general meeting.