

**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
- D. Life 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. Life Membership. Life membership may be granted when an active member has been in good standing for a minimum of ten (10) consecutive years and has: (1) attained age 65 and retired; or (2) is disabled. Life members have the same rights and privileges as individual members. This association shall determine the amount of reduction of local chapter dues, if any. Life member status shall be automatically conferred when all qualifications are met, and application is made and verified by the National Association of Health Underwriters.

Section 6. 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, President-Elect, Secretary, Treasurer, Immediate Past President and a non-voting Executive Director.

Section 2. Each officer shall be an active member of this Association and the State and National Association of Health Underwriters 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 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 5. 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 Treasurer, and then Secretary.

Section 6. 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 V, Section 5, 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 7. If the offices of Secretary and/or Treasurer become vacant due to death, disability, resignation, recall or removal by due process, or by succession under Article V, 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).

Section 4. The duties 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/she shall be an ex-officio member of all standing and special committees.
- B. **President Elect.** 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 or Board of Directors.
- C. **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.
- D. **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 over \$1000. These signatures will be the President, President-Elect, Treasurer and/or Executive Director. The Treasurer will chair the Budget & Finance Committee.

E. 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 or Board of Directors. The Immediate Past President will chair and appoint the Nominations and Elections Committee and the Trustee Committee.

F. Association Executive. The Executive Director is appointed by the Board of Directors for such period, such compensation and with such authority, duties, facilities and assistance as the Board of Directors may determine. The Association Executive shall have no vote.

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 of this Association and the State and National Association of Health Underwriters 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, authorize all expenditures and disbursements, and have 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 of the 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 thirty (30) 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. 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.

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. The appointment shall be subject to three-fourths (3/4) vote of approval of the Board of Directors
- B. 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.

- C. 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.
- D. The process for removal shall be; 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 removal. Removal can only be achieved by a three-fourths (3/4) vote of the Board of Directors.
- E. 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.
- F. 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 VII. Election of Officers

- A. All Officers shall be elected annually, no later than April 30, by the membership to serve 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 Immediate Past 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.

Article VIII. Delegates and Representatives to NAHU Functions

Section 1. NAHU House of Delegates and Annual Convention

- 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 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 Convention, 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 by voting upon proposals presented to them. Any such proposal shall be adopted if at least two-thirds (2/3) majority of the EC returns affirmative votes.

Article X. Standing & Special Committees

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

- 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 the chairs of all standing, special or ad hoc committees subject to the approval of the board of directors with the exception of the Nominations & Elections committee which is appointed by the Immediate Past President.

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. 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. Creation and Dissolution of Committees. The administration of the fiscal affairs and consolidation and dissolution of all standing, special and ad hoc committees and task forces are vested in the Board of Directors.

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 third quarter of the administrative year for Board of Directors action.

Section 3. Meetings & Programs. The Committee on Programs shall arrange a program for every meeting 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. 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 sixty (60) 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. 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) governs this Association in all parliamentary situations that are not provided for in the law or in its charter, bylaws or adopted rules.

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 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.** The association shall use funds only to accomplish the objectives and purposes specified in the 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 by-laws 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 XV. Amendments

Section 1. Any amendment of 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..

Section 2. Fifteen percent (15%) of this Association's membership shall constitute a quorum.

Article XVI. Previous Bylaws Superseded

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

Revised: September 13, 2018

THE END OF BYLAWS