



St. Louis Association of Health Underwriters (SLAHU)

Local Chapter BYLAWS

BYLAWS of the St. Louis Association of Health Underwriters

Adopted April 18, 2011

ARTICLE I – NAME AND TERRITORIAL JURISDICTION

Section 1. This organization shall be known as the St. Louis Association of Health Underwriters, hereinafter referred to as this Association, a non-profit corporation incorporated as such under the laws of the state of Missouri and chartered by the National Association of Health Underwriters (NAHU).

Section 2. The territorial jurisdiction of this Association shall include the City of St. Louis and the following east central counties of the State of Missouri; St. Louis, St. Charles, Jefferson,

Franklin, Washington, Lincoln, Pike, Montgomery, Warren, Gasconade, St. Genevieve, Perry, St. Francois, Madison, Iron, Reynolds, Crawford, Boone, Cole, Osage and Callaway. In addition to the counties listed above, and in order to leave no NAHU member orphaned, the Association will serve all counties in Missouri that can reasonably be served by this Association and do not fall under another chapter of NAHU's jurisdiction. The city and counties listed 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 Missouri 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:

- A. To promote the common business interests of those engaged in the sale of health, disability and related insurance products and services.
- B. To advance public knowledge for the need and benefit of the financial protection provided by 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 products and service industry.
- D. To provide and promote a program of continuing education and self-improvement of Association members.
- E. To increase the knowledge of members concerning the 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 thus provide financial protection to the insuring public.
- G. To encourage adequate protection against the hazards of disability as part of a well-rounded health, disability and related insurance products and services 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.

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 State and 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 the State 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 State and National Association 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 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.

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 every three years. 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 Board of Directors shall establish and adopt a budget for the fiscal year prior to the start of the year. The President and President Elect shall oversee the development of the budget. Advisors for budget development should include Past President, Executive Director, Treasurer and other people as may be needed

ARTICLE VI – THE EXECUTIVE COMMITTEE OFFICERS

Section 1. The officers of this Association shall be: President, President-Elect, Immediate Past President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer and the Executive Director (non-voting officer). The offices of Secretary and Treasurer may be combined into one office of Secretary/Treasurer. These eight offices shall constitute the Executive Committee.

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

A. The Executive Director (or Executive Director Designee of a corporation who is hired to perform the duties of an Executive Director) is not prohibited from joining the Association.

Section 3. All officers, except the Executive Director, shall serve without compensation.

Section 4. All officers, except the Executive Director, shall take office on the first day of July of each year following their election, and shall serve for a term of one year.

- A. The date of installation and term of service for the Executive Director or Executive Director Designee shall be set by the Board or by the terms of contract under which the Executive Director is obligated.

Section 5. The office of Immediate Past President shall be filled automatically by the outgoing President at the end of his term. In the event there is no outgoing President or the office is vacated mid term, a prior President of the Association may be appointed to fill the position for the remainder of the term. Otherwise, the office may 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 the 1st Vice President then the 2nd Vice President, then the 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 appointee shall fill the vacated seat on the Board of Directors and the Executive Committee. The appointment shall be subject to a seventy percent (70%) 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 1st Vice President, 2nd 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 seventy percent (70%) 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 9. In the event that an office is not filled during the nomination and election process, or, if an elected officer cannot take office for any reason on the beginning date of his/her term, the office(s) shall be filled by appointment by the President Elect. The appointment shall be subject to seventy percent (70%) vote of approval of the incoming Board of Directors once seated. The appointment shall be for the full term of the office(s). Appointees shall assume the title and duties of the office(s).

ARTICLE VII – DUTIES OF OFFICERS

Section 1. The Officers of the Association shall oversee and conduct the business of the Association as determined by the Board of Directors and in accordance with these bylaws. The duties of the officers (if named as such) 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. The President-Elect shall assume the office of President immediately following the adjournment of the annual meeting of the House of Delegates in the year subsequent

to his/her election to the office of President-Elect or, in the event of a vacancy as outlined in ARTICLE VI, Section 7.

- C. 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.
- D. First Vice President – The First Vice President, 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.
- E. Second Vice President – The Second Vice President, in the absence of the President, President-Elect, and First Vice 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.
- F. 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.
- G. 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.
- H. Executive Director – An Executive Director may be appointed or contracted 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 Executive Director shall have no vote on any matter to come before either the Executive Committee or the Board of Directors. The Executive Director’s presence at meetings of the association shall have no impact on establishing or attaining a quorum.

Section 2 The Board of Directors may name additional officers. Any officers named by the Board of Directors and not listed above shall perform such duties as assigned by the Board of Directors. Should an individual hold more than one office, he shall only retain one vote. In the event that two offices are held by one individual, the Board may create an office at large and assign Executive Committee voting privilege to that office.

Section 3 The Executive Committee may act in the place of the Board of Directors between board meetings on all matters explicitly delegated to it by the Board of Directors.

Section 4 The President may call for meetings of the Executive Committee as the business of the association may require, or, a meeting may be called by the Executive Director upon written request of three (3) members of the Executive Committee. Except for urgent situations, any called meetings of the Executive Committee shall require notice of not less than three (3) days.

- A. Should an urgent issue arise the President may call for a special meeting of the Executive Committee. The Committee may act (without prior Board approval) on

any proposals that address the urgent situation for which the meeting was called. Any proposal that addresses the urgent issue at hand will be adopted if two thirds (70%) of the Executive Committee returns an affirmative vote.

Section 5 A quorum for conducting business shall be no less than four (4) voting members of the committee.

Section 6 The Executive Committee may transact business by mail or electronic means by voting upon proposals presented to them. A member's presence via electronic means or other such manner in which the Officer can reasonably communicate and participate in the activities of the meeting shall be considered present and shall count toward establishing and attaining a quorum.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of a minimum of 9 voting members. Each of the Executive Committee Officers shall be a member of the Board of Directors. The Executive Director of the Association shall serve on the Board of Directors in the matter outlined in Article VII, Section 1. H. The Board shall consist of other elected or appointed Members (Directors at large) as may be required to fill all seats of the Board.

A. In the event that a seat is vacant for any reason, the Board may temporarily conduct business at the lesser number. Quorum requirements will be adjusted according to the number of currently seated Board members.

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

Section 3. All directors (except the Executive Director) shall serve without compensation and for a period of one year.

Section 4. All directors (except the Executive Director) shall take office on the first day of July of each year following their election, and shall serve for a term of one year. (See Article VI, Section 4.) Directors appointed to fill a vacated Board position shall take their seat immediately upon their affirmation by the Board.

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 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 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. A member's presence via electronic means or other such manner in which the Board member can reasonably communicate and participate in the activities of the meeting shall be considered present and shall count toward establishing a quorum.

Section 8. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 9. In the event that a director cannot be seated or a director's seat is vacated for any reason including 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 seventy percent (70%) vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s).

Section 10. The authority to appoint delegates to represent this Association at the meeting(s) of the Delegates of the National Association of Health Underwriters is vested in the Board of Directors.

Section 11. The Board of Directors may allow and define the role of proxies.

ARTICLE IX – NOMINATIONS AND ELECTIONS

Section 1. The election of officers and board members shall be held within the three-month period prior to July 1st of each year.

Section 2. At least two (2) months prior to the date of the annual meeting, the President shall appoint a Nominations Committee (not to include the current President, see Article VII Section 1A). The duties of this committee shall be to prepare a slate of candidates to fill all Office and Board positions (except the office of Executive Director). Additional nominations may be made from the floor at the annual meeting prior to voting. The Nominations Committee shall have general charge of the election process including determining and overseeing the voting process, voting format (paper, electronic, voice acclimation, etc.) and reporting the results.

Section 3. The Nominations Committee shall prepare a ballot containing the names of the slate of nominees and distribute it to all active members at least one (1) month prior to the date of the annual meeting. Voting will be done in person at the annual meeting.

ARTICLE X – COMMITTEES

Section 1. The President, subject to the approval of the Board of Directors, shall appoint the chairs of all standing committees, ad hoc committees, task forces, liaisons and other non Board members who conduct business on behalf of the board or assist the board in the conducting of business. (Here after these entities are referred to as committees and Board representatives).

Section 2. The Board of Directors shall establish guidelines for all committees and Board representatives regarding usual duties, terms of office, and requirements for reports unless otherwise specified in these bylaws.

Section 3. The administration of the fiscal affairs of all committees and Board representatives are vested in the Board of Directors.

Section 4. Committee chairs and Board representatives who are not members of the Board shall attend and participate in Board meetings (except when in closed session).

Section 5. Standing Committees shall be chaired by a seated Board member whenever possible. The standing committees are:

- Membership & Retention
- Legislation
- Education (& /or Programs)
- Nominations Committee (Article IX, Section 2)

Other committees and Board representatives may be established or appointed for any reason that the Board deem necessary.

ARTICLE XI – REMOVAL FROM OFFICE

Section 1. An officer, member of the Board of Directors, committee member or chair, or other Board representative may be removed from office in the event of such acts of dishonesty, fraud, misrepresentation, excessive absenteeism or other reasonable cause as would prevent the effective performance of his duties. Excessive absenteeism shall be defined as two unexcused absences.

Section 2. To initiate a recall the Board of Directors and / or twenty-five percent (25%) of this Association's membership via petition can initiate a call for removal.

Section 3. Once a recall has been initiated the Board must act upon the initiative at the next regular or special meeting of the Board. At that meeting, and after appropriate consideration of available and relevant information, the Board must vote on the removal. Removal requires a seventy percent (70%) vote of the Board of Directors. The member in question may be in attendance but he may not vote on his removal. Therefore his seat shall be deemed temporarily vacant during the vote (see Article VIII, Section 1. A.). If a vote to remove an individual is achieved, the individual shall be suspended from his duties in the Association until he, resigns, is reinstated or removed.

Section 4. The process for removal shall be; Notice of removal must be sent by registered mail to the last known address of the affected individual advising him of the action taken by the Board. The individual shall have 10 days from the date of mailing to respond. A copy of this section of the bylaws shall be included in the mailing.

- A. In the event that the individual responds by submitting a letter of resignation, the minutes of the Board shall reflect that the individual tendered his resignation (thereupon the action to remove shall be abandoned).
- B. In the event that the individual requests a review the President shall appoint a three person task force to hear the individual's defense and review the data presented to the Board upon which the Board acted. The task force shall review the available information and hear the individuals defense. The task force, after completion of their review, shall make one of the following three recommendations to the Board:
 - 1) Uphold the vote to remove.
 - 2) Recommend reinstatement, or
 - 3) Determine their findings to be inconclusive and make no recommendation.

Following the review, the Board must act upon the task force recommendation. The Board must vote to confirm their prior action for removal. If the action to remove is confirmed by a seventy percent (70%) vote of the Board, the individual in question shall be immediately removed from office. In the event that the vote to remove fails, the individual shall be immediately reinstated. If the individual is not present at review determination, he shall be notified by certified mail that he has been removed from office or he has been reinstated.

When possible the task force shall be headed by a former Board President or other former officer of the association. The head of the task force shall select two members of the association who are in good standing, not currently seated on the Board, and are deemed to be objective and unbiased. The Board shall establish a policy to define how a review should be conducted, timing and other aspects of the review process.

- C. If there is no response by the individual within the ten-day (10) allotment, no further action of the Board shall be required and removal shall take effect on the 11th day.

Section 5. Any individual member of this Association shall lose all rights and privileges of office under this Association if his license to sell insurance is revoked or if he is convicted of a felony or gross misdemeanor. Removal from the Board, Executive Committee or any

other committee or Board representation is therefore automatic and immediate upon such revocation or conviction.

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 seventy percent (70%) vote of the entire Board of Directors.

ARTICLE XIV – 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 XV – DISSOLUTION

Section 1. Dissolution of this Association requires the passing of a Resolution of Resignation by a seventy percent (70%) 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 Directors. Upon acceptance of the Resolution of Resignation by the Board of Directors, 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 XVI – PREVIOUS BYLAWS SUPERCEDED

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

##END##

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.

To respect my clients' trust in me, and to 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 myself or my industry.

To treat prospects, clients and companies fairly by submitting applications that reveal 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.