

Clark County Association of Health Underwriters CCAHU BYLAWS



Date Amended: December 1, 2007

President CCAHU – Rebecca Purdy

Date Approved by NAHU _____

Beth Ashmore – President NAHU 2007 - 2008

BYLAWS
of the
Clark County Association of Health Underwriters

As Revised December 1, 2007

ARTICLE I – NAME AND TERRITORIAL LIMITS

Section 1. This organization shall be known as the Clark County Association of Health Underwriters (CCAHU), hereinafter referred to as this Association, a non-profit corporation incorporated as such under the laws of the State of Nevada and chartered by the National Association of Health Underwriters.

Section 2. The territorial limits of this Association shall be confined to Clark and Nye Counties, State of Nevada

ARTICLE II – PURPOSES

Section 1. The objectives of this Association shall be:

- A. To promote the common business interests of those engaged in disability and risk management.
- B. To advance public knowledge for the need and benefit of disability income and/or health insurance products.
- C. To promote the adoption and application of high standards of ethical conduct in the health insurance industry.
- D. To provide and promote a program of continuing education and self-improvement for Association members.
- E. To increase the knowledge and principles, functions and applications of health insurance and disability income products.
- F. To promote education, legislation, regulation and practices which are in the best interest of the health insurance industry and the insuring public.
- G. To encourage adequate protection against the hazards of disability as part of a well-rounded insurance 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 are considered a part of these bylaws.

ARTICLE III – MEMBERSHIP

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

- A. Individual Member
- B. Associate Member
- C. Honorary Member

Section 2. Individual Member: An Individual Member, also referred to as an Active Member, may 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, state and local dues will also be referred to as active members and will be granted all the rights and privileges' accordingly. Individual members can vote on balloted items at the CCAHU annual meeting as well as balloted items at their respective local association annual meeting. Individual Members can participate in all CCAHU and local association programs within Clark County at member rates.

Section 3 Associate Member: Associate membership may be granted when an Individual Member desires to be recognized as an active member of multiple local health underwriters associations. The Individual Member, by paying the respective local association dues in addition to national and

state dues, will be granted voting privileges' at all local association annual meetings that they have paid the respective dues. Associate Members are allotted only one vote at the CCAHU annual meeting and shall be counted only once in the CCAHU membership tally.

Section 4 Honorary Member: An Honorary Member shall be an individual who has performed notable service for the insurance profession, CCAHU, or for the insurance buying public. They will not be members for census or voting purposes and shall not pay dues nor will they appear as a member of NAHU nor receive benefits of membership. Honorary members may participate in association functions at established member rates. Individuals shall be presented to the Board of Directors for consideration and they shall be extended an Honorary Membership if agreed upon by a two-third (2/3) vote of the entire Board of Directors.

Section 5 All Members will abide by the By-Laws of their local association and the CCAHU Code of Ethics.

ARTICLE IV – NATIONAL AND STATE AFFILIATION

Section 1. This Association agrees to be bound by the bylaws of the National Associations of Health Underwriters as adopted and amended.

Section 2. The Board of Directors shall provide for the prompt review, approval and forwarding of all reports required or requested by the National Associations of Health Underwriters.

Section 3. Insofar as possible, this Association shall be represented by its proper delegates, or their duly appointed alternates, at the annual meeting of the National Associations of Health Underwriters.

ARTICLE V – DUES AND FINANCE

Section 1. Each active member of this Association shall pay local, state and national annual dues. Such annual dues shall be payable on the first day of the member's anniversary month as recorded by the National Association of Health Underwriters. All dues shall be submitted to and through the National Association of Health Underwriters. Any individual member more than ninety (90) days in arrears in payment of dues shall be dropped from the rolls as a member in good standing.

Section 2. The Board of Directors shall determine the amount of annual dues of this Association, subject to the ratification of at least three-fourths (3/4) of the local associations in the state. This Association's dues may only be changed once a year and will be in effect from January 1 through December 31 of each year. Not later than the fifteenth (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 state chapter dues for the following calendar year, the President shall advise the National Association of Health Underwriters in writing of the Board-approved dues for the following year.

Section 3. The fiscal year of this Association shall begin on the first day of January of each year.

Section 4. This Association's books of accounts shall be reviewed and/or audited at least once each fiscal year. The Board of Directors shall name the auditors/reviewers.

Section 5. The Board of Directors shall determine the official depository(ies) for Association funds and shall designate one or more Board members in addition to the Treasurer to sign or countersign checks or other documents for the disbursement of such funds.

ARTICLE VI – OFFICERS

Section 1. The officers of this Association shall be: President, President-Elect, Immediate Past President, Vice President, Secretary, and Treasurer and a non-voting Association Executive. Officers, when called together, shall be known as the Executive Committee.

Section 2. Each officer, except the Association Executive, shall be an active member of the National Associations of Health Underwriters, of this Association, and of a local association in Clark County.

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

Section 4. All officers shall take office on the first day of July of each year following their election, and shall serve for a term of 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 President-Elect shall assume the office for the unexpired term. If

the office of President becomes vacant and there is no President-Elect, the order of succession shall be Vice President and then Treasurer.

Section 7. If the office of President-Elect shall become vacant due to death, disability, resignation, recall or removal by due process, or by succession to the Presidency under Article VI, Section 6, the President shall 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 and shall be only for the unexpired term of the office. The appointed and approved President-Elect shall assume all the rights and duties of the office.

Section 8. If the offices of Vice President, Secretary and/or Treasurer become vacant due to death, disability, resignation, recall or removal by due process, or by succession under Article VI, Section 6, the office(s) shall be filled by appointment by the President. The appointment shall be subject to three-fourths (3/4) vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s). Appointees shall assume the title and duties of the office(s).

ARTICLE VII – DUTIES OF OFFICERS

Section 1. The duties of the officers shall be as follows:

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.

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. Vice President – The 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. 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.

F. 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.

G. Association Executive – The Association Executive 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 be responsible for the completion and submission of forms required by laws governing the administration and/or tax status of this Association. The Association Executive shall have no vote.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the officers, the elected President of the association within Clark County, the Chairman of the Legislative Committee and the Association Executive.

Section 2. Each director, except the Association Executive, shall be an active member of the National Associations of Health Underwriters, of this Association, and of a local association in Clark County.

Section 3. All directors, except the Association Executive, shall serve without compensation.

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

- Section 5. The Board of Directors shall determine the policies, procedures 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 eight (8) 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. Notice of the time and place of all regular meetings of the Board of Directors of this Association shall be given to each member of the Board by the President not less than thirty (30) days prior to the meeting.
- Section 7. Special Meetings of the Board of Directors may be called on by the President and/or may be called by six (6) other elected members of the Board. Meeting time and meeting location shall be given to each director at least five (5) business days prior to the meeting.
- Section 8 All directors, except the Association Executive, will be allotted voting privileges'. The voting privileges' of the Legislative Chairman shall extend to legislative matters only. Proposals and Motions made at a Board of Directors meeting can only be voted upon by those Board of Director members that are present; proxy votes will not be allowed. 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 a majority of the 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 9. A majority of the Board of Directors shall constitute a quorum for the transaction of business.
- Section 10. In the event a director's position, which is an elected President of a local association, becomes vacant due to death, disability, resignation, recall or removal by due process, or by succession, the position shall be filled by the affected local association in accordance with their bylaws. 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).
- Section 11. In the event a director's position, which is an officer of the Association, becomes vacant due to death, disability, resignation, recall or removal by due process, or by succession, the position shall be filled in accordance with Article VI.
- Section 12: Any elected officer or director who shall have been absent from three (3) consecutive regular meetings of the Board of Directors during a single administrative year may be removed from office and have their position vacated from the Board upon a vote of the remaining board members. The Board of Directors shall consider each absence as a separate circumstance and may expressly waive such absence by an affirmative vote.

ARTICLE IX – NOMINATIONS AND ELECTIONS

- Section 1. The election of officers shall be held at the annual meeting of this Association. The election of officers of the local associations shall be held by the local associations prior to the annual meeting of this Association.
- Section 2. At least three (3) months prior to the date of the annual meeting, the President shall appoint a Nominations Committee. The duties of this committee shall be to solicit and receive nominations and to prepare a slate of candidates for office. The Nominations Committee shall have general charge of the election process including the preparation, distribution, collection and counting of ballots, and reporting the results.
- Section 3. The Nominations Committee shall prepare a ballot containing the names of all qualified nominees and any other matters requiring the vote of the membership and brought to the Nominations Committees' attention by the Board of Directors. The Nominations Committee shall distribute ballot materials to all active members at least one (1) month prior to the date of the annual meeting. Nominations from the floor at the annual meeting will be accepted up until the call for vote. Nominees from the floor must be present and verbally verify that they are willing and able to serve if elected. The ballots shall be cast in person at the annual meeting. Proxy votes will be allowed.
- Section 4. Following a call for vote, all ballots will be gathered by the Nominating Committee. The Nominating Committee will validate each ballot and tally the results. Final results will be announced by the Nominations Committee Chairperson at the annual meeting. A final formal report will be prepared and filed at the subsequent CCAHU Board of Directors meeting.

ARTICLE X – COMMITTEES

Section 1. There shall be the following standing committees:

Awards	Membership
Communications	Political Action (PAC)
Education	Programs
Legislative	Public Service
Media/Public Relations	

Section 2. The President shall appoint the chairs of all standing, special or ad hoc committees and task forces, subject to the approval of the Board of Directors.

Section 3. The Board of Directors shall establish Policy and Procedures as well as guidelines for all committees and task forces regarding usual duties, terms of office, and requirements for reports unless otherwise specified in these bylaws.

Section 4. The administration of the fiscal affairs of all standing, special and ad hoc committees and task forces are vested in the Board of Directors.

ARTICLE XI – RECALL AND REMOVAL FROM OFFICE

Section 1. An officer, member of the Board of Directors, committee member or chair, or task force member or chair may be removed for malfeasance of office.

Section 2. No elected officer or board member, or appointed committee member or chair, or appointed task force member or chair may be removed from office without a three-fourths (3/4) vote of the Board of Directors at any regular or special meeting at which a quorum is present.

Section 3. Notice of recall or removal must be sent by registered mail to the affected individual advising him/her of the action taken or about to be taken. Removal by due process requires notification prior to the vote for removal from office. The Board of Directors and/or twenty-five percent (25%) of this Association’s membership can initiate recall. Recall can only be achieved by a three-fourths (3/4) vote of the Board of Directors.

Section 4. Failure to achieve the required vote for removal will cause the immediate reinstatement of the recalled individual to office. Any appointee replacing the recalled officer shall also immediately be discharged.

Section 5. Any individual member of this Association shall lose all rights and privileges of office under this Association if his/her license to sell insurance is revoked or if he/she is convicted of a felony or gross misdemeanor.

ARTICLE XII – PARLIAMENTARY AUTHORITY

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

ARTICLE XIII – AMENDMENTS

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

ARTICLE XIII – INDEMNIFICATION

Section 1. This Association may, by resolution of the Board of Directors, provide for indemnification by this Association of any and all its Directors or officers or former Directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or officers of this Association, except in relation to matters as to which such Director or officer or former Director or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE XIV – DISSOLUTION

- Section 1. Dissolution of this Association requires the passing of a Resolution of Resignation by a three-fourths (3/4) vote of all active members. The adopted resolution shall be sent by the Secretary of this Association by registered mail to the Executive Vice President of the National Association of Health Underwriters and shall become effective upon acceptance by the Board of Trustees. Upon acceptance of the Resolution of Resignation by the Board of Trustees, individual members of this Association shall become active members of the existing local association nearest them in their state, or members-at-large if no other association exists within their state.
- Section 2. This Association, by taking the action to resign, shall surrender all rights to use the name, emblem, insignia, plate, sign, label or phrase indicative of membership in this Association.
- Section 2. 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 3. This Association shall use funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure or be distributed to its members in the event this Association is dissolved or its charter revoked for cause in violation of the bylaws of the National Association of Health Underwriters. Immediately upon dissolution or revocation of its charter, this Association’s Board of Directors shall return all remaining Association funds to the National Association of Health Underwriters for placement in escrow. Funds placed in escrow will be distributed in accordance with the procedures outlined in the bylaws of the National Association of Health Underwriters.

ARTICLE XV – PREVIOUS BYLAWS SUPERCEDED

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

A copy of these By-Laws – Constitution with the current Presidents signature affixed on the cover is filed with the National Association of Health Underwriters.