

Bylaws

Of the

Oklahoma State Association of Health
Underwriters

Bylaws of the Oklahoma State Association of Health Underwriters

Updated 09/14/01

**Bylaws
Of the
Oklahoma State Association of Health Underwriters
Adopted 09/13/01**

ARTICLE – NAME AND TERRITORIAL LIMITS

- Section 1.** This organization shall be known as the Oklahoma State Association of Health Underwriters, hereinafter referred to as this Association, a non-profit corporation incorporated as such under the laws of the state of Oklahoma and chartered by the National Association of Health Underwriters.
- Section 2.** The territorial limits of this Association shall be confined to the State of Oklahoma.

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 Members**
- B. Life Members**
- C. Associate Members**

Section 2. An individual member may be an 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.

Section 3. 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; or (2) retired or (3) become disabled. Life members have the same rights and privileges as individual members. This association shall determine the amount of reduction of state 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 4. Associate membership may be available in local chapters as defined by each chapter. Associate members will not be members for census of voting purposes, but shall enjoy all privileges as defined by each local chapter for that chapter.

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 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 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 Underwriter's. 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 approval of a majority of the Board of Directors 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 July each year.

Section 4. This Association's book 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, First Vice-President, Second Vice President, Secretary and Treasurer.
- Section 2.** Each officer shall be an active member of this Association, and the local (if applicable) and National Association of Health Underwriters.
- Section 3.** All officers 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 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 not President-Elect, the order of succession shall be First Vice President, then Second Vice President and the Treasurer.
- Section 7.** If the office of the President 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. The office itself shall remain vacant until the next regular election.
- Section 8.** If the offices of First Vice President, Second 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 only for the unexpired term of the officer(s). Appointees shall assume the title and duties of the officer(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 committee 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 shall perform such other duties as may be assigned by the President or Board of Directors. Unless otherwise assigned by the President, the President-Elect will chair the Nominations Committee for the association.

C. Immediate Past President – The Immediate Past President shall serve as an adviser 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. Unless otherwise assigned by the President, the First Vice President will oversee all fundraising efforts of the Association, including the annual golf tournament.

E. Second Vice-President – the Second Vice President, in the absence of the President, the President-Elect, and the 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. Unless otherwise assigned by the President, the Second Vice President will chair the Membership Committee for the association.

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 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 as approved by the Board.

ARTICLE VIII – BOARD OF DIRECTORS

- Section 1.** The Board of Directors shall consist of the officers, two (2) elected Directors from and elected by each local association.
- Section 2.** Each director shall be an active member of this Association, and the Local (if applicable) and National Association of Health Underwriters.
- Section 3.** All directors shall serve without compensation.
- Section 4.** Association Trustees shall consist of past presidents of this Association that have continuously remained active members of the Association. Association Trustees shall be invited to all Board meetings of the Association and will act in the capacity of advisors. Association Trustees shall have no voting power, unless also serving as an officer or director as defined elsewhere in these bylaws.
- Section 5.** 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 (See Article VI, Section 4).
- Section 6.** 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 7.** The Board of Directors shall meet no less than four (4) times per year or at the call of the President. The meetings shall be held at such times and places as may be determined by the President or Board of Directors. A written notice of the time and place of all regular meetings of the Board of Directors of this Association shall be mailed to each member of the Board by the President not less than thirty (30) days prior to meeting.

Section 8. The Board of Directors may transact business by mail or electronic means by voting upon proposal presented to them. Any such proposal shall be adopted if at least two-thirds (2/3) majority of the entire Board returns affirmative votes. The members of the Board of Directors shall be advised of the results of such balloting no less than seven (7) days after the vote is tabulated.

Section 9. A majority of the Board of Directors shall constitute a quorum for The transaction of business.

Section 10. In the event a director position becomes vacant due to death, disability, resignation, recall or removal by due process, or by succession under Article VI, Section 6, and the position shall be filled by appointment by the President. The appointment shall be subject to three-fourths (3/4) vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s).

ARTICLE IX – NOMINATIONS AND ELECTIONS

Section 1. The election of officers shall be held at the annual meeting of this Association. The election of directors shall be held by the local Association prior to the annual meeting of this Association.

Section 2. At least two (2) 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 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. The President Elect shall chair the Nominations Committee unless otherwise authorized by a 2/3 vote of the Board.

Section 3. The Nominations Committee shall prepare a ballot containing the names of all qualified nominees and distribute ballot materials to all active members at least one (1) month prior to the date of the annual meeting. The ballots shall be cast in person at the annual meeting provided that written notice shall have been received by the Secretary of this Association at least thirty (30) days prior to the annual meeting.

ARTICLE X – COMMITTEES

Section 1. There shall be the following standing committees:

- A. Awards**
- B. Education**
- C. Legislation**
- D. Membership**
- E. Nominations**

- Section 2.** The President shall appoint the chairs and members of all standing, special or ad hoc committees and task forces, subject to the approval of the Board of Directors.
- Section 3.** The Board of Directors shall establish guidelines for all committees and Task force 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.
- Section 5.** Committee Chairperson that are not Officers or Directors of the Association, shall be non-voting positions and may also be referred to as Alternate 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 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 from 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 to sell insurance is revoked or if he/she is convicted of a felony or gross misdemeanor.

ARTICLE XII – PARLIMENTARY 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 present at the meeting.

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 inconnection 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, suite or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE XV – DISSOLUTION

Section 1. Dissolution of this Association requires the passing of a Resolution of Resignation by a three fourths (3/4) vote of all active members. The adopted resolution shall be sent by the Secretary of this Association by registered mail to the Executive Vice President of the National

Association of Health Underwriters and 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 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 XVI – PREVIOUS BYLAWS SUPERCEDED

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

Date Adopted: September 13, 2001

Michael Stephens, OSAHU President

Lisa DeRycke, OSAHU Secretary

**AMENDMENT 1.0
To The Bylaws**

Adopted 09/13/01

WHEREAS, Oklahoma State Association of Health Underwriters established and adopted bylaws for its membership on September 13, 2001,

WHEREAS, in accordance with Article VIII, Section 1 wishes to amend such bylaws,

NOW THEREFORE, BE IT RESOLVED that the Oklahoma State Association of Health Underwriters bylaws are hereby amended effective December 20, 2002 in the following wit:

Article V, Section 4, shall be amended to read:

This Association's book of accounts shall be audited, reviewed or compiled at the direction of the Board. The Board of Directors shall name the auditors, reviewers or compilers.

IN WITNESS WHEREOF, the Oklahoma State Association of Health Underwriters, in the state of Oklahoma, executes this Amendment 1.0, this 20th day of December 2002 to be effective December 20, 2002.

By:

Michael R. Stephens, OSAHU President

Lisa D. DeRycke, OSAHU Secretary