



Maryland AHU Bylaws

**BYLAWS
of the
Maryland Association of Health Underwriters**

July 1, 2014

ARTICLE I – NAME AND TERRITORIAL LIMITS

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

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
- Section 2. An individual 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.

- 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 and retired; or (2) become unable to work due to disability. 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.

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 (if applicable), 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, 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 July of each year and end on the last day of June of the following 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 – EXECUTIVE COMMITTEE

- Section 1. The executive committee of this Association shall be: President, President-Elect, Immediate Past President, Vice President (s), Secretary, and Treasurer. In any given year, the offices of Secretary and Treasurer may be combined into one office of Secretary/Treasurer. The Association may appoint more than one Vice President, and if so, shall be designated each as First Vice President, Second Vice President, and so forth as appropriate.
- Section 2. Each executive committee member shall be an active member of this Association, his or her local chapter and the National Associations of Health Underwriters.”
- Section 3. All executive committee shall serve without compensation.
- Section 4. All executive committee members shall take office on the first day of July of each year following their appointment, 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 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, then 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 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 EXECUTIVE COMMITTEE

- Section 1. The job descriptions of the executive committee members shall be as follows:
- A. President – The President shall be the chief executive committee member 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, including but not limited to responsibility for the Association’s annual membership symposium.

- 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, including but not limited to Chair of the Membership Committee.
- E. Second Vice President – The Second Vice President in the absence of the President, 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, including but not limited to Chair of the Legislative Committee.
- 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. Association Executive – An Association Executive may be appointed by the Board of Directors, for such period, at such compensation, and with such authority, duties, facilities and assistance as the Board of Directors may determine. The Association Executive serves ex-officio and shall have no vote.

Section 2. The duties of the Executive Committee shall be as follows:

- A. Review and recommend an annual budget to the Board of Directors
- B. Manage sensitive personnel or other confidential issues until such time as the Board of Directors and Membership shall be informed
- C. Perform other duties as assigned by the Board of Directors

All other Association governance duties and responsibilities are reserved to the Board of Directors.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the executive committee and the President of each local association.

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

- Section 3. All directors shall serve without compensation.
- Section 4. All directors shall take office on the first day of July of each year following their appointment, and shall serve for a term of one year. (See Article VI, Section 4.)
- 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 fewer 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 made available to each member of the Board by the President not less than thirty (30) days prior to the meeting. Further, a listing of all upcoming board meetings shall be made available to the general membership of the association.
- Section 7. 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 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 8. A majority of the Board of Directors shall constitute a quorum for the transaction of business.
- Section 9. 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, 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).
- Section 10. Association Executive – An Association Executive may be appointed by the Board of Directors, for such period, at such compensation, and with such authority, duties, facilities and assistance as the Board of Directors may determine. The Association Executive serves ex-officio and shall have no vote

ARTICLE IX – NOMINATIONS AND-APPOINTMENTS

- Section 1. The Nominations Committed shall consist of the Immediate Past President and the President of each local Chapter. Not less than three (3) months prior to the date of the board change, the Immediate Past President shall call a meeting of the 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 appointment process.
- Section 2. The Nominations Committee shall request nominations for appointment to the Executive Committee and Committee Chairs from the general membership of the association.
- Section 3. Should there be multiple candidates for any one position, the Nominations Committee shall prepare a ballot containing the names of all qualified nominees and a summary of their qualifications. The Board of Directors shall have the sole authority to determine an equitable method for membership voting on contested nominations and execute the process no later than June 1 of each year. The results of the balloting process approved

by the Board of Directors shall be final and irrevocable. The Board of Directors shall then appoint the successful candidate to the Board of Directors

Section 4. Appointments of Board members will become effective on July 1.

ARTICLE X – COMMITTEES

Section 1. There shall be the following standing committees of the Board of Directors:

- A. Awards
- B. Education
- C. Legislation
- D. Membership
- E. Nominations
- F. Media
- G. Communications
- H. Political Action Committee

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, with the exception of the Nominations Committee. The Nominations Committee shall consist of the Immediate Past President and the presidents of each local Association.

Section 3. 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 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. The Board may, from time to time, appoint Special Advisors to the Board of Directors. A Special Advisor may be any member of the Association who is appointed to any outside committee or group representing the interests of the VAHU to the broader health or insurance community. These members shall serve as the Special Advisors for the period of their appointment to the secondary group, and shall regularly report to and request input from the Board of Directors related to their roles and responsibilities.

ARTICLE XI – RECALL AND REMOVAL FROM OFFICE

Section 1. An executive committee member, member of the Board of Directors, committee member or chair, or task force member or chair, or Special Advisor 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.

Section 2. No executive committee member or board member, or appointed committee member or chair, or appointed task force member or chair or Special Advisor 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 executive committee member 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 bylaws and policy of the National Association of Health Underwriters, may be adopted by a three fourths (3/4) vote of the Board of Directors. Should amendments to these bylaws be proposed that are out of compliance with NAHU bylaws or policy, the new proposals shall be sent to the members for discussion and approval. Adoption of such amendments shall require a majority of the membership. The Board of Directors shall have the sole authority to determine the method of balloting on such amendments.

Section 2. One-tenth (1/10) of this Association's membership shall constitute a quorum.

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 executive committee or former Directors or executive committee 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 executive committee of this Association, except in relation to matters as to which such Director or executive committee member or former Director or executive committee member 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.

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