

BYLAWS

Of the

Northwest Ohio Association of Health Underwriters

Article I – Name and Territorial Limits

- Section 1. This organization shall be known as the Northwest Ohio Association of Health Underwriters, hereinafter referred to as this Association, a non-profit corporation incorporated as such under the laws of the state of Ohio and chartered by the National Association of Health Underwriters.
- Section 2. The Territorial limits of this Association shall be confined to the Ohio counties of Williams, Fulton, Lucas, Defiance, Henry, Wood, Ottawa, Sandusky, Erie, Paulding, Putnam, Hancock, Seneca, Huron, Van Wert, Allen, Hardin, Wyandot, Crawford, Mercer, and Auglaize. These shall not be changed unless permission shall first have been obtained from the governing bodies of the local association currently of the Ohio Association of Health Underwriters (OAHU) and the Board of Trustees of the National Association of Health Underwriters (NAHU).

Article II – Objectives

- Section 1. The objective of this Association shall be:
- A. To promote the common business interest of those engaged in risk management and disability insurance
 - B. To advance public knowledge for the need and benefit of health insurance products and disability income coverage.
 - 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 of NAHU members.
 - E. To increase the knowledge of members concerning the 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 do such other things and to carry out such other programs so as to further the purposes of the Association.
 - H. To present accurately, honestly and completely every fact essential to the client's decision as expressed in the Code of Ethics of the NAHU, which are considered a part of these Bylaws.

Article III – Classes of Membership

Section 1. Classes of Membership:

- A. Individual
- B. Associate Individual
- C. Associate Company
- D. Honorary
- E. Life

Membership: All the memberships not recognized by NAHU, Associate Individual, Associate Company & Honorary will not be considered NAHU members and are not eligible for census or voting purposes.

Section 2. Individual Member:

An individual member may be any individual licensed by the member's state licensing authority for the sale of health insurance and disability income products. Individual members may also include non-licensed individuals engaged in the distribution of disability income and health insurance products such as, but not limited to, home office personnel and others engaged in the management and distribution of such products, or to those providing educational and training services.

Section 3. Associate Individual Member:

An associate individual member is an individual member of another state or local association.

Section 4. Associate Company:

Associate company membership shall be available to regional companies. Dues will be determined by the Board of Directors of this Association. Associate company membership shall be available to those companies issuing, administering, or marketing health insurance and/or disability contracts, plans or services, or to those providing educational and training services, and who wish to assist this Association financially. Each associate company member shall designate one person as the company's primary representative in this association. They will not be members for census or voting purposes unless also qualified as an individual member in good standing.

Section 5. Honorary Member:

Honorary members shall be those individuals who have performed distinguished or meritorious service of recognized value to the Northwest Ohio Association of Health Underwriters, and who are elected to honorary membership by the Board of Directors of this Association. (This is limited to local association recognition only.) Such member will not be a member for census or voting purposes.

Section 6. Life Member:

Life membership shall be granted when an individual member has been in good standing for a minimum of ten (10) consecutive years and 1) has attained age 65, and retired, or 3) become disabled. The Northwest Ohio Association of Health Underwriters dues will be waived for such life member. Life member status shall automatically be conferred when all qualifications are met and application is made and verified, National Association of Health Underwriters.

Section 7. 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.

Article IV – Discipline

Section 1. An 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.

Article V – Officers

Section 1. The officers of this Association shall be a President, a President-Elect, an Immediate Past President, Vice President, a Secretary, a Treasurer, and if applicable a non-voting Association Executive Staff person.

Section 2. Each officer shall be an individual member in good standing.

Section 3. All officers shall take office on the first day of July of each year following their election, and shall serve for a term of one year, or until their successors shall be duly elected and qualified.

Section 4. The duties of the officers shall be as follows:

- a.) The President shall be the chief executive officer of this Association, and shall preside over all meetings of this Association and the Board of Directors, and shall be an ex-officio member of all standing and special committees.
- b.) The President-Elect, in the absence of the President, shall preside at all meetings and shall perform such other duties as may be assigned by the President or Board of Directors. The President-Elect shall immediately assume the office of President when that office becomes vacant by reason of death, disability, resignation, recall, or removal by due process.
- c.) The Immediate Past President shall serve as an advisor to the Board of Directors, and perform other duties assigned by the President or Board of Directors.
- d.) 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 also perform other duties as may be assigned by the President or Board of Directors.
- e.) The Secretary shall be responsible for keeping records of membership, attendance, membership dues and minutes of the

- f.) The Treasurer shall be responsible for receiving all funds and dues paid to this Association, shall deposit such funds and dues in the Association's official depositories, and shall disburse such funds on the order of the Board of Directors. The accounts and books of the Treasurer shall at all times be open to inspection by the President, the Board of Directors, and any 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. The Treasurer shall prepare a budget to be approved by Board of Directors if presented to the membership.
- g.) There may be an Association Executive (Executive Secretary, Executive Director, etc.) 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. This person shall have no vote. The Association Executive shall be the administrative head of the local headquarters staff and office, where all permanent records shall be kept.

Article VII – Board of Directors

- Section 1. The Board of Directors shall consist of the officers, four elected trustees and the Association Executive ex-officio, if applicable.
- Section 2. Each director shall be an individual member in good standing.
- Section 3. All directors shall take office on the first day of July of each year following their election, and shall serve for a term of one (1) year, or until their successors shall be duly elected and qualified.
- Section 4. The Board of Directors shall determine the policies and activities of this Association, approve the budget, approve all expenditures and authorize all disbursements, and has the authority and responsibility to manage the Association's affairs.
- Section 5. The Board of Directors shall meet no less than four (4) times per year or at the call of the President.
- Section 6. More than half shall represent quorum

Article VIII – Nominations and Elections

- Section 1. The election of officers and directors shall be held at 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 Committee on Nominations and Elections. The duties of this committee shall be to solicit, receive and prepare nominations and to have

general charge of the election, including the preparation, distribution, collection and counting of the ballots.

- Section 3. The Committee on Nominations and Elections shall cause a ballot to be prepared containing the names of all nominees for the use of the members during the election. Nominees selected by the Committee shall be distributed to all individual members of this Association at least one month prior to the annual meeting.

Article IX – Annual Meeting

- Section 1. The annual meeting shall be held in the second (2nd) quarter of each calendar year at any place designated by the Board of Directors and shall, whenever possible, be held before the Annual Meeting of OAHU.
- Section 2. Individual members shall have the right to vote on all directors and officers, any change of annual dues, and, any change of these Bylaws.
- Section 3. One Tenth (1/10) of the individual members of this Association shall represent a quorum.
- Section 4. Every individual member entitled to vote shall do so only in person, and shall not be permitted to vote by proxy.
- Section 5. Voting may be done by voice or by written ballot.

Article X – Committees

- Section 1. There shall be the following standing committees:
- (a) Awards
 - (b) Education
 - (c) Legislation
 - (d) Membership
 - (e) Nominations & Elections
 - (f) Such other committees as may be determined by the President or the Board of Directors.
- Section 2. The President shall appoint the chairpersons and the members of all special, standing or ad hoc committees. All appointments shall be subject to approval by the Board of Directors. The Board of Directors shall establish guidelines for all committees regarding usual duties, terms of office and requirement for reports unless otherwise specified in these Bylaws.
- Section 3. Special committees may be appointed by the President, with the approval of the Board of Directors, and shall perform such duties as may be defined in their creation.

Article XI – National and State Affiliation

- Section 1. This Association agrees to be bound by the Bylaws of OAHU and NAHU as adopted and/or amended.
- Section 2. The Board of Directors shall provide for the prompt review, approval and forwarding of all reports required or requested by NAHU and OAHU.
- Section 3. Insofar as possible, this Association shall be represented by its proper delegates, or their duly appointed alternates, at the Annual Meeting's of NAHU OAHU.
- Section 4. Delegates and alternative delegates to both OAHU and NAHU shall be appointed by the President with the approval of the Board of Directors.

Article XII – Official Publication

- Section 1. By virtue of their membership in NAHU, each individual member receives the Health Insurance Underwriter magazine.

Article XIII – Revenue

- Section 1. Each individual member of this Association shall pay local, state and national annual dues. Such annual dues shall be payable on the first day of their anniversary month as recorded at NAHU. All dues shall be submitted to and through the National office of NAHU.

Article XIV – Finance

- Section 1. The fiscal year of this Association shall begin on the first day of January of each year.
- 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 Association's books of account shall be reviewed and/or audited at least once each year. The auditors shall be named by the Board of Directors.
- Section 4. The Board of Directors shall determine the official depository or depositories for Association funds and shall designate one or more persons in addition to the Treasurer to sign or countersign checks or other documents for the disbursement of such funds.

Article XV – Rules of Order

Section 1. ROBERT’S RULES OF ORDER (Revised) shall be the parliamentary authority for all matters of procedure not specifically covered in these Bylaws.

Article XVI – Approval of Bylaws and Amendments

Section 1. Any 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 individual members present at any meeting of this Association provided that written notice of the meeting and of the proposed amendment(s) shall be available to the members at least one month prior to the meeting; and provided further that a quorum is present at the meeting.

Section 2. Notwithstanding the provisions of Section 1, these bylaws and any amendments thereto shall be effective only when submitted to NAHU. True copies of these bylaws and all such amendments shall be provided by the Secretary of this Association to OAHU and NAHU.

Article XVIII – Previous Bylaws Superseded

Section 1. These Bylaws, as revised, supersede all provisions of any previous Bylaws of the Northwest Ohio Association of Health Underwriters.

Adopted this _____ day of _____, 1993

by: _____, President

_____, Secretary