BYLAWS OF THE
SAN ANTONIO ASSOCIATION OF HEALTH UNDERWRITERS

ARTICLE I. NAME AND TERRITORIAL LIMITS

Section 1. This professional organization shall be known as the San Antonio Association of Health Underwriters, Inc., hereinafter referred to as the Association, a not for profit corporation, incorporated in and under the laws of the State of Texas, and chartered by the National Association of Health Underwriters, hereinafter referred to as NAHU.

Section 2. The territorial limits of the Association shall be confined to the boundaries of San Antonio and the surrounding area.

ARTICLE II. ASSOCIATION OBJECTIVES

Section 1. The objectives of the Association shall be:

A. To place the sale and service of insurance upon the highest possible standard.

B. To advance public knowledge for the need and/or benefit of the insurance industry.

C. To provide and/or promote continuing education, legislative activity and guidance, regulations, practices, and self-improvement which is in the best interest of the insurance industry, the public, and our members.

D. To be active as an association in public services and to encourage its members to support and contribute to community activities.

E. To promote the CODE OF ETHICS of the National Association of Health Underwriters (NAHU), hereby made a part of these bylaws.

F. To promote the common business interest of those engaged in the insurance industry.

ARTICLE III. MEMBERSHIP

Section I. Classes of Membership – Membership in the Association will be available under the following designations:

A. Individual Membership. An individual member may be any individual licensed by the state licensing authority for the sale of health insurance products. Individual members may also include non-licensed individuals engaged in the distribution of 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 in good standing may also be referred to as Active Members.

B. Affiliate Membership. Affiliate Memberships shall be available in the Association. An Affiliate Member may be an individual who represents a company providing goods and/or services specific to the health, life and disability industry, who does not hold a valid health insurance license through the Department of Insurance. Affiliate members must be sponsored by a member in good standing. Dues will be the regular dues required for Active Members exclusive of the dues attributed to the NAHU & TAHU. The Affiliate Members will not be members for census or voting purposes, but shall enjoy all other membership privileges provided by the Association.

C. Associate Membership. Associate Memberships shall be available in local Chapters, as defined by each Chapter. An Associate Member is an individual member who is a member of NAHU through another local chapter. Associate Member dues are as outlined in the Associations Policy and Procedures. Associate Members will not be members for census or voting purposes, but shall enjoy all privileges provided by the Association.
D. Business Membership. Business Membership shall be available for persons who are not, generally, involved in the insurance business, are not licensed, are not eligible for Associate or Affiliate membership, but desire to be involved in the objectives of the Association. Business Member dues are as outlined in the Association’s Policy and Procedures. Business Members will not be members for census or voting purpose, but shall enjoy all other membership privileges provided by the Association.

E. Life membership. 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) is disabled. 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.

Section 2. The Board of Directors of the Association may from time to time create other types of memberships to the Association, so long as such action does not conflict with the bylaws of NAHU.

ARTICLE IV. MEMBERSHIP APPLICATION, RESPONSIBILITIES AND REMOVAL

Section 1. Application for membership shall be made in such a manner and form as may be prescribed by the Board of Directors.

Section 2. Members shall be responsible for adhering to the Code of Ethics of the Association and representing themselves to the public only upon the highest professional standards.

Section 3. Removal from the Association Membership

A. The membership of any active member failing to pay dues on a timely basis, as prescribed by NAHU, shall be canceled.

B. The membership of any active member may be canceled by a two thirds (2/3) vote of the Board of Directors present at a duly constituted Board meeting for failure to maintain the standard required for membership or for other causes deemed sufficient by the Board of Directors upon a written statement of the grounds for cancellation and after a full hearing thereon. A copy of such statement shall be furnished to the member fifteen (15) days before the time set for the hearing, together with a notice as to the time and place of such hearing. If the member whose membership is in question shall be on the Board of Directors, he/she shall not be permitted to act in the capacity of a Director in connection with any proposed cancellation of his membership.

Section 4. Reinstatement of the Association Membership

A. A former member desiring a continuous membership record may be reinstated up to 120 days by paying all dues in arrears. Failure to pay all dues in arrears or renewing over 120 days past the members termination date will cause the former member to be treated as a new member upon the payment of current dues.

B. The member whose membership has been canceled may appeal to the membership in general, provided that notice of intent to appeal is given to the President in advance, and the cost of said appeal is borne solely by the canceled member. An affirmative vote of fifty percent (50%) plus on (1) shall be required to overturn the decision of the Board of Directors. If the canceled member is successfully reinstated, he/she will be reimbursed the reasonable cost of the appeal.

ARTICLE V. OFFICERS

Section 1. The officers of the association shall be a President, President Elect, Vice President, Treasurer, Secretary and Immediate Past President.
Section 2. Each officer shall be an active member in good standing.

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

Section 4. All officers, except the Association Executive Director, shall serve without compensation.

Section 5. The duties of the officers shall be as follows:

A. President. The President shall be the Chief Executive Officer of the Association and shall preside over all meetings of the Association and the Board of Directors. He/she shall be an ex-officio member of all standing and special committees.

B. President Elect. The President Elect, in the absence of the President, shall preside at all meetings of the Association and the Board of Directors and shall perform such other duties as may be assigned by the 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. Vice President. The Vice President, in the absence of the President and President Elect, shall preside at all meetings of the Association and the Board of Directors. The Vice President shall also perform other duties as may be assigned by the President or the Board of Directors.

D. Treasurer. The Treasurer shall be responsible for receiving all funds and dues paid to the 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 the inspection by the President, Board of Directors and authorized auditor(s). The treasurer shall be responsible for the completion and submission of forms required by laws governing the administration and/or tax status of the Association.

E. Secretary. The Secretary shall be responsible for keeping record of membership, attendance, membership dues and minutes of the meeting of the Association and the Board of Directors, and shall perform other duties as may be assigned by the President or the Board of Directors.

F. Immediate Past President. The Immediate Past President shall serve as an advisor to the Board of Directors, and perform other such duties as assigned by the President or Board of Directors. 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 un-expired term and the term of President for the succeeding year. 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, Treasurer, and then Secretary.

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 un-expired 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 office(s) of Vice President, Secretary 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 a three-fourth (3/4) vote of approval by the Board of Directors Appointees shall assume the title and duties of the office(s) for its un-expired term.

Section 9. Election of Officers

A. The election of officers shall be held by mail or in some other manner as determined by the Board of Directors.

B. The Nominations & Elections Committee which consists of Immediate past President, President and President Elect shall be responsible to the Board of Directors for handling the selection of candidates and manner of election so long as all active members of the Association are given the opportunity to nominate and vote for all candidates.

C. A majority of votes received by active members shall determine the winner of each elected office. In the event of a tie or one candidate not achieving a majority of the votes received, a runoff election shall be held within thirty (30) days.

ARTICLE VI. DELEGATES AND REPRESENTATIVE TO NAHU FUNCTIONS

Section 1. NAHU House of Delegates and Annual Convention

A. NAHU will advise the Association of the number of allotted delegates the Association may send to the House of Delegates. The Association Delegates shall be, in order of available slots, the President, Immediate Past President, President Elect, Vice President, Treasurer, or Secretary, of the Association. Any additional allotted slots shall be filled by appointment of the President and approved by a majority of the Executive Committee. A number of alternate Delegates may be determined by the Executive Committee and will also be appointed by the President and approved by a majority of the Executive Committee.

B. Funds Available. The Association will reimburse Delegates to the House of Delegates for the cost of registration, transportation, lodging and other approved expenses. The maximum amount of reimbursement will be set annually by the Executive Committee and approved by the Board of Directors. The Delegates will not be reimbursed if the responsibilities of an Association Delegate are not met. These include:

1. Attendance at all State Meetings.
2. Attendance at all Regional Meetings.
3. Attendance at the House of Delegates Meeting.
4. Attendance at all General Sessions.

The Executive Committee must approve any exceptions.

Section 2. Capital Conference

A. Delegates to attend the Capitol Conference shall be, at a minimum, the President and Chairperson of the Legislative Committee. If funds available, the Association Delegates shall be, in order of available slots, the President, President Elect, Vice President, Immediate Past President, Treasurer, or Secretary of the Association. Any additional allotted slots shall be filled by appointment of the President and approved by a majority of the Executive Committee.
B. The Association may reimburse Delegates to the Capitol Conference for the cost of registration, transportation, lodging and other approved expenses as outlined in the Associations Policy and Procedure. The maximum amount of reimbursement shall be set annually by the Executive Committee and approved by the Board of Directors. The Delegate will not be reimbursed if the responsibilities of the Associations Delegate are not met. These include:

1. Attendance at all General Sessions.
2. Attendance at all Regional Meetings.
3. Participation in Lobbying Efforts.

The Executive Committee must approve any exceptions.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the Officers of the Association, the Standing Committee Chairs and the Association trustees.

A. Officers are as defined elsewhere in these bylaws.

B. Standing Committee Chairs as defined elsewhere in these bylaws.

C. Association Trustees shall consist of the most recent five Past Presidents of the Association that have continuously remained Active Members of the Association and are willing to serve in such capacity. The Board of Directors can make exceptions to this on an annual basis.

D. A trustee shall attain the title of “Trustee Emeritus” after he/she has served on the Board of Directors for three (3) years. He/she can choose to continue for two (2) more years on the Board of Directors or not.

E. One year of service may be counted for each year of service on the Board of Directors of TAHU or NAHU.

F. Trustee Emeriti will be invited to all Board meetings of the Association and will act in the capacity of advisors. A Trustee Emeritus shall have no voting power, unless appointed as a Standing Committee Chair or Trustee as defined elsewhere in these by-laws.

Section 2. Each Director shall be an active 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 without compensation for a term of one (1) year.

Section 4. The Board of Directors shall determine the policies and activities of the Association, approve the Budget, approve all expenditures and authorize all disbursements as well as have the authority and responsibility to manage the Association’s affairs. The Board of Directors may transact business during regularly held Board Meetings, by mail, electronic or telephonic means.

Section 5. Meetings

A. Regular meetings of the Board shall be held each month at such time and place as may be designated by the Board of Directors or by the President in the event that the Board of Directors does not so designate. Notice of all such meetings shall be given to the Directors not less than thirty (30) days before the meeting is held.
B. Special meetings of the Board may be called on order of the President, Executive Committee or majority members of the Board of Directors. Notice of all such meetings shall be given to the Directors not less than five (5) days before the meeting is held.

Section 6. Absences. Any Officer or Standing Committee Chair who has been absent from three (3) regular meetings of the Board of Directors during a single administrative year shall automatically vacate the seat on the Board of Directors and the position shall be filled in accordance with these Bylaws. However, the Executive Committee shall consider each absence as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members. When absent, Directors must submit a written report of their presentation to the Board of Directors.

Section 7. Indemnification. Every Officer, Director or paid representative shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceedings to which they may be made a party, or in which they may become involved, by reason of being or having been a Director or Officer of the Association or any settlement thereof, whether the person is a Director or Officer is adjudged guilty of willful misfeasance, nonfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

Section 8. Vacancies, Removal & Recall

A. Vacancy. Any vacancy occurring on the Board between monthly meetings shall be filled by appointment by the President with the advice and consent of the Executive Committee as outlined in Article V, Sections 6, 7 & 8.

B. Recall from office. Recall from office of an Officer or Director shall cause the office to be vacant until removal from the office is achieved and a successor is appointed as outlined in Article V, Section 8.

C. Removal from office. No Officers, Standing Chairs or Trustee may be removed from office without a three-fourths (3/4) vote of the Board. The Board may be convened for purposes of removing an Officer, Standing Chair or Trustee if the President receives written request for the Officer or Director’s removal from a minimum of twenty-five (25) percent of the Executive Board. Notice of removal must be sent by registered mail to the affected individual advising him/her of the pending action. Removal by due process requires notification of at least 15 days prior to the vote for removal of office.

D. 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 VIII. EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee, hereinafter referred to as the EC, shall be composed of the Officers of the Association as defined in Article V, Section 1.

Section 2. Authority and Responsibility. It shall be the duty of the EC to conduct the affairs of the Association at such time as the Board of Directors is not in session, except those duties specifically reserved to the Board of Directors by the Bylaws, pursuant to delegation of authority to the EC by the Board. Any such affairs of the Association conducted by the EC shall be reported to the Board of Directors no later than the next regularly scheduled Board meeting.

Section 3. Quorum. A majority of the voting members of the EC shall constitute a quorum at any duly called meeting or vote of the EC. The President shall call all such meetings of the EC as the business of the Association may require, or a meeting shall be called by the President on the request of any other three (3) members of the EC.
Section 4. The EC may transact business by mail, electronic, or telephonic means.

ARTICLE X. STANDING & COMMITTEES

Section 1. The President shall appoint, with the advice and consent of the EC, from the membership the Chairpersons for each of the Standing Committees, except as otherwise provided in these Bylaws.

Section 2. The Standing Committees shall, as a minimum, consist of the following:

A. Awards
B. Professional Development
C. Technology/Website
D. Media Relations
E. Facilities
F. Newsletter
G. Legislation
H. Membership
I. Membership Retention
J. Public Service

Section 3. The President shall appoint, subject to confirmation by the Executive Committee, such special Committees, as he/she may deem necessary.

Section 4. Any action by a Committee shall be subject to the approval of the Board of Directors, or the EC in the absence of the Board of Directors, except as otherwise provided in these Bylaws.

Section 5. All Committees shall be of such size and shall have such duties, functions and powers as may be assigned to them by the President, except as otherwise provided in these Bylaws.

Section 6. Creation and Dissolution of Committees. The President shall monitor actions of the Committees of the Association and shall make recommendations as needed to the Executive Committee or Board of Directors concerning the creation, dissolution and consolidation of these committees.

ARTICLE XI. DESCRIPTIONS OF STANDING COMMITTEES

The responsibilities of the Standing Committees are as follows:

Section 1. Awards - to achieve recognition for the accomplishments of the Association and its individual members through Local, State and National awards.

Section 2. Professional Development - to develop and provide basic education, continuing education and training programs through materials, courses and classes. This Chair is responsible for educating Association members about principles, functions and skills in applying techniques of health, disability and related insurance products and services.

Section 3. Technology/Website – to maintain the Association’s website and promote the contributions of the Association and its individual members through information technology.
Section 4. Media Relations – to promote the contributions of the Association and its individual members through local media publications and information technology.

Section 5. Facilities – to secure a facility to conduct monthly Association meetings and other venues, as necessary, to host or conduct Association business meetings. To negotiate with said facility on cost, menu and meeting set-up.

Section 6. Newsletter – to establish and maintain open lines of communication among the members of the Association. To communicate Association functions and to provide information regarding Education, Legislation, Public Service and items of concern or interest to the membership.

Section 7. Legislation - to communicate reform and legislative issues to the membership for proactive intervention in healthcare reform and formulation of Federal and State legislation. This Chair will also obtain individual contributions to the National and State legislative efforts (TAHUPAC/HUPAC).

Section 8. Membership – to recruit new members to grow the Association as a whole and to encourage the membership to become more involved in the Association to enhance the Association benefits.

Section 9. Membership Retention – to maintain current Association membership and to encourage the membership to become more involved in the Association to enhance the Association benefits and thus retention.

Section 10. Public Service – to develop special activities to raise revenue for the Association for community service projects, education of members, and other general expenses. To promote cohesiveness and public awareness of the Association and to affiliate the Association with public service programs that serve the San Antonio and surrounding communities.

**ARTICLE XII. DUES**

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. Monthly dues may be paid in accordance with the National Association of Health Underwriters guidelines. All dues shall be submitted to and through the National Association of Health Underwriters. Any individual members 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. Establishment of Dues: The EC shall recommend a change in dues to the Board of Directors. Any change in dues requires the approval of a majority of the Board of Directors. 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 NAHU, if this Association plans to increase or decrease its local chapter dues for the following calendar year, the President shall advise NAHU in writing of the Board of Directors 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.

ARTICLE XIII. OFFICIAL PUBLICATION

Section 1. The Executive Committee shall have full authority, regarding questions of policy and editorial content, of the official publication which said committee shall cause to be published.

Section 2. The Newsletter Chair shall have complete charge of, and responsibility for, the issuance of the official publication, subject to the direction and control of the Executive Committee.

Section 3. The subscription price of the official publication is part of the local association dues. The official publication shall be emailed to each member of the Association and available via the Association website.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

Section 1. Robert's Rules of Order (revised) shall be the Parliamentary Authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE XV. AMENDMENTS

Section 1. Amendments to these Bylaws, if in conformity with the policy of the NAHU, 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 thirty (30) days prior to the meeting where such vote is taken.

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

ARTICLE XVI. 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 NAHU 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's charter with NAHU may be suspended or revoked in accordance with appropriate sections of the bylaws of NAHU.

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 NAHU. 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 NAHU for placement in escrow. Funds placed in escrow will be distributed in accordance with the procedures outlined by the bylaws of NAHU.

ARTICLE XVII. PREVIOUS BYLAWS SUPERCEDED

Section 1. These Bylaws, as revised, supersede all provisions of any previous bylaws of the San Antonio Association of Health Underwriters.
THE END OF BYLAWS
REVISIONS PROPOSED

April 17, 2013

Last
Approved October 18th, 2007

Last
Approved March 25th, 2004

Last
Approved March 1st, 2001

Last
Approved July 22, 1999

Last
Revised April 10, 1999

San Antonio, Texas

A vote was held at a general membership meeting on May 15, 2013, and the attached Bylaws of the San Antonio Association of Health Underwriters were approved

__________________________________________________________________________
Linda Behrens_____________________________________________________________
President, SAAHU

__________________________________________________________________________
Kelli Javore______________________________________________________________
Secretary, SAAHU