



# BYLAWS OF THE GEORGIA ASSOCIATIONS OF HEALTH UNDERWRITERS

## BYLAWS Of the Georgia Associations of Health Underwriters

Adopted April 4, 1997  
Amended June 1, 2001  
Revised & Adopted September 10, 2004  
Revised & Adopted May 2, 2008  
Revised & Adopted May 6, 2009

GAHU President:

Shan Ricketts 2008-2009

GAHU Secretary:

Clifton McKnight Sr 2008-2009

## **ARTICLE I – NAME AND TERRITORIAL LIMITS**

- Section 1. This organization shall be known as the Georgia Associations of Health Underwriters, Georgia's Benefits Specialists, hereinafter referred to as the or this Association, a non-profit corporation incorporated as such under the laws of the state of Georgia and chartered by the National Association of Health Underwriters.
- Section 2. The territorial limits of this Association shall be confined to the boundaries of the State of Georgia.

## **ARTICLE II – OBJECTIVES**

- Section 1. The objectives of this Association shall be:
- A. To require members to present accurately, honestly and completely every fact essential to the client's decision as expressed in the Code of Ethics of the National Association of Health Underwriters, which are considered a part of these Bylaws.
  - B. To create, organize, encourage and charter local associations for membership in NAHU.
  - C. To coordinate the efforts of the various local Health Underwriters Associations within the state.
  - D. To promote the common business interests of those engaged in health insurance, disability income, and employee benefit products and services.
  - E. To increase the knowledge of members concerning principles, functions and applications of health insurance, disability income and employee benefit products and services.
  - F. To advance and promote knowledge of the need and benefit of health insurance, disability income and employee benefit products and services.
  - G. To promote education, legislation, regulation and practices which are in the best interest of the health insurance, disability income and employee benefit products and services industry and the insuring public.
  - H. To provide and promote a program of continuing education and self-improvement of NAHU members.
  - I. To do such other things and to carry out such other programs so as to further the purposes of the Association and the National Association of Health Underwriters.

## **ARTICLE III – CLASSES OF MEMBERSHIP**

- Section 1. Classes of membership:
- A. Individual
  - B. Local Association
  - C. Associate Company
  - D. Honorary
  - E. Life
- Section 2. Individual Members:  
An Individual member may be any licensed individual by his/her state licensing authority as an agent or counselor authorized to sell health related insurance products. Individual members may also include non-licensed individuals engaged in the distribution of any product for which the above referenced licensed individuals are licensed to sell. Individual members who have paid their annual national, state and local dues will also be referred to as active members.
- Section 3. Local Associations:

Each local association shall operate as a freestanding association. It shall have its own set of bylaws. The location association shall have representation of the Board of Directors of this 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 disability and/or health insurance contracts, plans or services, 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 active member in good standing.

Section 5. Honorary Members:

Honorary Members shall be those individuals who have performed distinguished or meritorious service of recognized value to a member local association or the Georgia Associations of Health Underwriters, and who are elected to honorary membership by the Board of Directors of this Association.

Section 6. Life Member:

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 disabled. Life members have the same rights and privileges as individual members. The Georgia Association of Health Underwriters dues will be reduced by 50% for life member. For any member in good standing who becomes totally and permanently disabled, all further dues will be waived. Life member status shall be automatically conferred when all qualifications are met and application is made and verified.

#### **ARTICLE IV – DISCIPLINE**

Section 1. An 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 V – OFFICERS**

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

Section 2. Each officer, except the Association Executive Staff person, shall be an active member in good standing of this Association, their local Association, and the National Association of Health Underwriters.

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

Section 4. 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. He/she 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 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. 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. The Vice President shall also perform 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 Board attendance and minutes of the meetings of this Association and the Board of Directors, shall act as Parliamentarian for Association proceedings, and shall perform such other duties as may be assigned by the President or Board of Directors.
- F. Treasurer – The Treasurer shall be responsible for all funds and dues paid to this Association, shall be responsible for the deposit of 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. He/she shall be responsible for the completion and submission of forms required by laws governing the administration and/or tax status of this Association.
- G. There may be an Association Executive (Executive Secretary, Executive Directors, 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. He/she shall have no vote. The Association Executive shall be the administrative head of the State headquarters staff and office where all permanent records shall be kept.

Section 5. If the office of the President shall become vacant due to death, disability, resignation, recall, removal by due process or the President’s inability to serve for any other reason, 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, Treasurer and then Secretary.

Section 6. If the office of the President-Elect becomes vacant due to death, disability, resignation, recall or removal by due process, 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 three-fourths (3/4) vote of approval of the Board of Directors. The office itself shall remain vacant until the next regular election.

Section 7. If the offices of the Vice President and/or Secretary and/or Treasurer become vacant due to death, disability, resignation, recall or removal by due process, or by succession under Article V, Section 5, 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 VI – DELEGATES**

Section 1. Due to the large number of active members of the Association and the large geographical area served by the Association, the active members of the Association shall exercise their voting rights through delegates.

Section 2. Term of Office for Delegates and Alternate Delegates: A delegate or alternate delegate of a Local Association of Health Underwriters within the jurisdiction of this Association shall serve for one (1) year term commencing from the date of the annual meeting of delegates immediately following their selection. Each Officer of the Association shall serve as a delegate at any meeting of delegates commencing after the meeting at which they are elected to office.

Section 3. Selection of Delegates and Alternate Delegates: Delegates shall be selected by their local associations. Delegates from each local association within the jurisdiction of this Association shall be selected to represent and vote on behalf of the active members of this Association who are also members of that local association. If a delegate is unable to attend any meeting of the delegates the Alternate delegate may attend the meeting and vote in lieu of the delegate. The Officers of this Association shall also serve as delegates.

Section 4. Number of Delegates from Each Local Association: The number of delegates selected from each local association within the jurisdiction of this Association shall be based on the number of members in good standing of each local association. The record date for determining the number of members in each local association for purposes of calculating the number of delegates each local association is entitled to shall be the 60<sup>th</sup> day prior to the annual meeting of delegates. Each local member association shall be entitled to three (3) voting delegates. One (1) additional voting delegate will be allowed for each additional fifty (50) active members in the local association above one hundred (100) active members.

- Section 5. Notification of Selected Delegates and Alternate Delegates: The President of each local association within the jurisdiction of this Association shall certify to the President and/or Secretary of this Association the name and address of each delegate and alternate delegate selected by the Association no later than thirty (30) days prior to the annual meeting of delegates.
- Section 6. Removal of Delegates or Alternate Delegates: Any delegate or alternate delegate representing a local association within the jurisdiction of this Association may be removed by that local association. Any delegate or alternate delegate who is the subject of removal proceedings shall be given reasonable notice of such proceedings and an opportunity to respond.

## **ARTICLE VII – MEETING OF DELEGATES**

- Section 1. Annual Meeting: An annual meeting of the delegates shall be held in the second (2<sup>nd</sup>) quarter of each calendar year at any place within or outside the state as designated by the Board of Directors. The purpose of the meeting shall be electing Directors and Officers pursuant to the provisions of these bylaws and for the transaction of such other business as may come before the meeting. Although members of this Association shall be represented by delegates who shall vote on matters presented, any member of this Association shall be permitted to attend such meetings but may not vote.
- Section 2. Special Meetings: A special meeting of the delegates for any lawful purpose may be called at any time as provided by law. A special meeting may be requested by an active member with the business proposed to be transacted and submitted to the President or Vice President. The Officer receiving the request shall cause notice to be given promptly to the Board of Directors. The Board of Directors shall determine the validity of each request and, if justified, schedule a meeting date at least ten (10) days but not more than twenty (20) days after the validation of the request by the Board of Directors. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of delegates may be held when the meeting is called by the Board of Directors.

The regularly scheduled annual meeting of the House of Delegates must be an in person meeting and cannot be a conference call. Called or special meetings of the House of Delegates may be by conference call other than if the purpose is for the reasons in Article VII, Section 3 a, d and e in which case the meeting must be in person or if five (5) Delegates request in writing/via email to the presiding officer that the meeting be in person..

No business, other than the business set forth in the notice of the meeting, may be transacted at a special meeting.

- Section 3. Notice of Meetings: Notice of any meeting of delegates shall be in writing and shall be given at least ten (10) days before the meeting date. The notice shall be given either personally or by first-class mail, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each delegate entitled to vote, at the address of that delegate appearing on the books of this Association for purposes of meeting notification. The notice shall specify the place, date and hour of the meeting and 1) for a special meeting, the notice shall detail the nature of the business to be transacted, and no other business may be transacted, or 2) for the annual meeting, the notice shall detail those matters that the Board of Directors, at the time of notice is given, intends to present for action by the delegates. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees as available at the time notice is given. Approval by the delegates of any of the following proposals, other than unanimous approval by those entitled to votes, is valid only if the notice or written waiver of notice, pursuant to Article VII, Section 8 of these bylaws, states the general nature of the proposal or proposals.
- (a) Removing a Director;
  - (b) Filling vacancies on the Board of Directors;
  - (c) Approving a contract or transaction between this Association and one or more Directors, or between this Association and any entity in which a Director has a material financial interest;
  - (d) Electing to dissolve this Association;
  - (e) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the Articles of Bylaws, when this Association is in the process of dissolving.

- Section 4. Past Presidents maintaining Active membership in good standing of this Association shall be entitled to vote at annual meetings in perpetuity.

- Section 5. Proxies: Every delegate or alternate delegate entitled to vote shall do so only in person, and shall not be permitted to vote by proxy.
- Section 6. Manner of Casting Votes: Voting may be done by voice or secret written ballot.
- Section 7. Action Without a Meeting: Any action required or permitted to be taken by the delegates may be taken without a meeting if all delegates consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of delegates.
- Section 8. Waiver of Notice: The transactions of any delegates' meetings, however called or noticed and whenever held, shall be as valid as though taken at any meeting duly held after regular call and notice, if (1) a quorum is present and, (2) either before or after the meeting, each delegate or alternate delegate entitled to vote, who is not present in person, signs a written waiver of notice, a consent of the holding of the meeting or an approval of the minutes. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of delegates, except that if action is taken or proposed to be taken for approval if any of those matters specified in Article VII, Section 3 of these Bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the Association's records or made a part of the minutes.

### **ARTICLE VIII – BOARD OF DIRECTORS**

- Section 1. The Board of Directors shall consist of the Officers, and one (1) elected director of each local Association, individual members and/or committee chair people appointed by the President.
- Section 2. Each director shall be an active member in good standing of this Association, their local association, and the National Association of Health Underwriters.
- Section 3. All officers and directors shall serve without compensation.
- Section 4. All officers and 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 5. 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 this Association's affairs.
- Section 6. The Board of Directors shall meet no less than six (6) times per year or at the call of the President.
- Section 7. A meeting may be conducted as an in person meeting or as a conference call, which is conducted the same as an in person meeting.
- Section 8. The Board of Directors is required to conduct a minimum of four (4) in person meetings each year.

### **ARTICLE IX – NOMINATIONS AND ELECTIONS**

- Section 1. The election of officers and directors shall be held at the Annual Meeting, described in Article VI, Section 1 of this Association.
- Section 2. At least three (3) months prior to the date of the annual meeting, a Committee for Nominations and Elections shall be established. The Chairperson of the Nominations Committee shall be the Immediate Past President. The Vice-Chairperson shall be the President Elect. The Nominations Committee Chairperson shall appoint a past President of this association to serve at large. Should the Immediate Past President not be available to perform this duty, the President Elect shall become the Chairperson, and shall appoint two (2) past Presidents of this association to serve At-Large. Should the President Elect not be available to perform this duty, the Nominations Chairperson shall appoint two (2) past Presidents of this association to serve At-Large. Should neither the Immediate Past President nor the President Elect be available to perform this duty, the President or Acting President shall appoint three (3) past Presidents of this association to serve At-Large and shall designate one such past President as chairperson. In

addition, each local association shall be entitled to appoint one person to sit on the Nominations and Elections Committee. Each local chapter President must be given notice of the deadline for such appointment neither more than 90 nor less than 30 days before such deadline. Should the local chapter fail to notify the Nominations Committee Chairperson of such designate by the deadline, the right to have a representative on the Committee shall be forfeited.

Section 3. The Nominations and Elections Committee shall solicit nominations for the office of President Elect, Vice President, Treasurer, and Secretary. Nominations shall be in writing, and must be accompanied by a "statement of Willingness to Serve", also in writing, from the nominated candidate. The Nominations Committee shall then verify that the nominated candidate is a member in good standing of this association, and has been so for at least two (2) consecutive years. The Committee shall then cause a slate of candidates to be prepared containing the names of all such nominated eligible candidates. This slate of candidates shall be distributed to all known Delegates to the Annual Meeting at least fourteen (14) days prior to the Annual Meeting. In addition the Nominations Committee will accept "floor" nominations from any delegate at the Annual Meeting. The Committee will be responsible for preparing a ballot to be cast at the Annual Meeting, as well as distribution, collection, and tally of such ballot. In case of a tie vote, the Committee shall cause a second identical ballot to be distributed, collected and tallied. Should the vote remain a tie, the members of the Executive Committee, excluding the standing President, shall be tallied. Should the vote remain a tie, the standing President shall cast the final and deciding vote.

## **ARTICLE X – COMMITTEES**

Section 1. There shall be the following standing committees:

- A. Awards
- B. Education
- C. Government Affairs
- D. Membership
- E. Programs
- F. Ethics
- G. Such other committees as may be determined by the Board of Directors

Section 2. The President shall appoint the chairperson of all special, standing, or ad hoc committees. All appointments shall be subject to the approval by the Board of Directors. The Board of Directors shall establish guidelines for all committees regarding usual duties, terms or office and requirements for reports unless otherwise specified by 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 AFFILIATION**

Section 1. This Association agrees to be bound by the Bylaws of the National Association of Health Underwriters 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 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 Association of Health Underwriters.

## **ARTICLE XII – OFFICIAL PUBLICATION**

Section 1. By virtue of their membership in the National Association of Health Underwriters, each active member receives the Health Insurance Underwriter magazine. A statewide newsletter may be developed at direction of the Board.

## **ARTICLE XIII – REVENUE**

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 anniversary month as recorded at National Headquarters. All dues shall be submitted to and through the office of the National Association of Health Underwriters.

#### **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 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 gross 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 gross negligence or misconduct.

#### **ARTICLE XV – FINANCE**

Section 1. The fiscal year of this Association shall begin on the first day of July of each year.

Section 2. All state and local dues can 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 (15<sup>th</sup>) of September of each year, if the Association is going to increase or decrease its dues for the next year, the President will advise the National Association of Health Underwriters in writing, of the Board approved dues for the next year.

Section 3. This 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 disbursements of such funds. The signature of two officers is required for any check written in excess of \$500.

#### **ARTICLE XVI – RULES OF ORDER**

Section 1. THE STANDARD CODE OF PARLIAMENTARY PROCEDURE (REVISED) shall be the parliamentary authority for all matters of procedure not specifically covered in these Bylaws.

#### **ARTICLE XVII – APPROVAL OF BYLAWS AND AMENDMENTS**

Section 1. An amendments of 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 delegates present at any meeting of this Association: provided that written notice of the meeting and of the proposed amendment shall have been given to the delegates at least fourteen (14) days prior to the meeting; and provided further that a quorum is present at the meeting. A quorum shall consist of two-thirds (2/3) of those eligible to vote.

Section 2. Notwithstanding the provision in Section 1, these Bylaws and any amendments thereto shall be effective only when submitted to and approved by the National Association of Health Underwriters. True copies of these Bylaws and all such amendments shall be provided by the Secretary of this Association to the National Association of Health Underwriters.

#### **ARTICLE XVIII – ASSOCIATION SUSPENSION, REVOCATION, DISBANDMENT OR RESIGNATION**

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 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's charter with the National Association of Health Underwriters may be suspended or revoked in accordance with appropriate sections of the of the National Association of Health Underwriters' Bylaws.
- Section 4. 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. Upon the dissolution of this Association, assets shall be distributed to the National Association of Health Underwriters for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code (or corresponding section of any future federal tax code). Should the National Association of Health Underwriters not qualify for said distribution, the assets shall be distributed to the Federal government, or to a State or local government, for 501(c)(6) purposes.

#### **ARTICLE XIX – RECALL AND REMOVAL FROM OFFICE**

- Section 1. An officer or director of the Association may be removed for malfeasance of office.
- Section 2. (a) No officer or director may be removed from office without a three-fourths (3/4) vote of the entire House of Delegates. The House of Delegates may be convened for purposes of removing an officer or director if the President of the Association receives written request for the officer's or director's removal from a minimum of twenty-five (25) percent of the delegates.
- (b) 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
- Section 3. Recall from office of an officer or director of the Association shall cause the office to be vacant until removal from the office is achieved as described in Section 2 of this Article and a successor is appointed. Recall can be initiated by the Board of Directors and/or twenty-five (25) percent of the delegates. 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 officer or director. Any appointee replacing the recalled officer shall also be immediately discharged.
- Section 5. Any individual member of this Association shall lose all rights and privileges of office under this Association if their license to sell insurance is revoked or if they are convicted of a felony or gross misdemeanor.

#### **ARTICLE XX – PREVIOUS BYLAWS SUPERCEDED**

- Section 1. These bylaws, as revised, supersede all provisions of any previous Bylaws of the Georgia Associations of Health Underwriters.

**##END##**

#### **APPENDIX A - NAHU Code of Ethics**

To hold the selling, service and distribution of disability insurance and health insurance plans as a professional and a public trust and to do all in my power to maintain its prestige.

To keep paramount the needs of those whom I serve.

To respect my clients' trust in me, and to never do anything which would betray their trust or confidence.

To give all service possible when service is needed.

To present policies factually and accurately, providing all information necessary for the issuance of sound insurance coverage to the public I serve.

To use no advertising which may be false or misleading.

To consider the sale of disability income and health insurance plans as a career, to know and abide by the insurance laws of my state, and to seek to constantly increase my knowledge and improve my ability to meet the needs of my clients.

To be fair and just to my competitors and to engage in no practices that may reflect unfavorably on myself or my industry.

To treat prospects, clients and companies fairly by submitting applications that reveal all available information pertinent to underwriting a policy.

To be loyal to my clients, associates, fellow agents and brokers, and the company or companies whose products I represent.