

# Florida Association of Health Underwriters

## BYLAWS



Florida's Benefit Specialists

*Approved by the Membership*

*June 16, 2002 and updated June 3, 2011*

These Bylaws supercede all previous Bylaws of this Association

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Florida Association of Health Underwriters

Bylaws

**ARTICLE I Name and Principal Office**

- Section 1. The name of this professional Association shall be Florida Association of Health Underwriters. Hereinafter referred to as The Association or “FAHU”.
- Section 2. The principal office of this Association shall be designated by the Board of Directors.

**ARTICLE II Purposes**

- Section 1. The objectives of FAHU are:
- 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, health insurance products, and/or employee benefits.
  - C. To promote the adoption and application of high standards of ethical conduct in the insurance industry.
  - D. To provide and promote a program of continuing education and self-improvement of FAHU members.
  - E. To coordinate the efforts of the local Health Underwriter Associations in Florida.
  - F. To increase the knowledge of members concerning the principles, functions and applications of disability income, health insurance products and/or employee benefits.
  - G. To promote education, legislation, regulation and practices which are in the best interest of the insurance industry and the insuring public.
  - H. To encourage adequate protection against the hazards of disability as part of a well-rounded insurance program.
  - I. To do such other things and to carry out such other programs as to further the purposes of The Association.
- Section 2. The 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 Associations Code of Ethics, which we consider a part of these Bylaws.

Section 3. The Association may establish the Florida Association of Health Underwriters Continuing Education School, hereinafter known as the FAHU School. The FAHU School shall be governed by the FAHU Board of Directors and shall comply with the rules and regulations of the Florida Department of Financial Services. The FAHU School shall be operated by the School Official appointed by the President.

Section 4. Any reference to mail, written or sent in these bylaws includes electronic mail.

### ARTICLE III Membership

Section 1. Membership in F.A.H.U. will be available under the following designations:

- A. Individual Members
- B. Local Associations
- C. Associate Member or Associate Company
- D. Honorary
- E. Sustaining
- F. Member-At-Large
- G. Life Membership

Section 2. An individual member may be any individual licensed by the Florida Department of **Financial Services** for the sale of disability income and Health insurance products. Individual members engage in the distribution of disability income, health insurance products and/or employee benefits such as, but not limited to, home office personnel and others engaged in the management and distribution of such products. Individual members will also be referred to as Active Members.

Section 3. Each local association shall operate as a free-standing association. It shall have representation on its State Association Board of Directors as prescribed herein. The local association **shall** recognize and support the positions and activities of **the** various local associations within its state's boundaries and interact with **the** state association for the common good of all associations within the state's boundaries.

Section 4. Associate Member/Company membership shall be available to those companies or individuals issuing, administering, or marketing disability income, health insurance products, and/or employee benefit contracts, plans or services, who wish to assist the FAHU financially. Dues for this category shall be determined by the Board of Directors. Each Association Company member shall designate one person as the company's primary representative to FAHU. They will not be members for census or voting purposes unless qualified as an active member in good standing.

- Section 5. Honorary members shall be those individuals who have performed distinguished or meritorious service of recognized value and who are elected to Honorary membership by the FAHU Board of Directors. They will not be members for census or voting purposes.
- Section 6. Sustaining members shall be those individuals or organizations who wish to financially assist FAHU through voluntary financial contributions. Such members shall have no special privileges, but may receive special citations and recognitions as determined by the Board of Directors.
- Section 7. Member-At-Large shall be those individuals whose mailing address is not within the territorial limits of a local association.
- Section 8. A. Life Membership shall be granted when an active member or member-at-large has been in good standing for a minimum of ten (10) consecutive years and, 1) has attained age 65 and has retired, or 2) has become disabled. FAHU dues shall be reduced by fifty (50) percent for such Life members.  
B. Each local association shall determine their own amount of reduction, if any.  
C. Life member status shall be automatically conferred when all qualifications are met and application is made and verified by NAHU.
- Section 9. The fiscal year of FAHU shall be September 1<sup>st</sup> through August 31<sup>st</sup>.
- Section 10. The “Association” year will be July 1<sup>st</sup> through June 30<sup>th</sup>.
- Section 11. FAHU meeting dates shall be determined by the Board of Directors, with the last meeting of the “Association Year” being the meeting at which the election of Officers is held. The President and Secretary of each association, shall immediately upon election, certify to the Executive Vice-President of NAHU the names and titles and addresses of the officers and directors elected to serve in the ensuing period.
- Section 12. FAHU shall have the power to fix its own schedule of dues payable to it by its members, subject to the ratification of the schedule by at least three-fourths (3/4) of the local association in the state.
- Section 13. A local association, after becoming a chartered member, may incorporate subject to the approval of the Board of Directors, but only by the name designated in its charter, such as: “\_\_\_\_\_ Association of Health Underwriters”, and such associations shall agree, as a condition precedent to incorporation, that it will, as an incorporated body, abide by the Bylaws of NAHU and FAHU then in force or thereafter adopted or amended from time to time.

## ARTICLE IV Membership in Local Associations

- Section 1. Membership categories in FAHU by Local Associations are:
- A. Active
  - B. Life
  - C. Honorary
  - D. Associate Company
- Section 2. Active, Life, Honorary & Associate Company members are so designated by Article III, Sections 2, 4, 5 & 8 respectively.
- Section 3. Any member in good standing, regardless of designation, is one who has paid all dues required by local, state and national associations.
- Section 4. All members in good standing may attend any meeting of The Association provided any required registration fees are paid.
- Section 5. 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 V Officers

- Section 1. The Officers of FAHU shall be:
- A. President
  - B. President-Elect
  - C. Vice President
  - D. Treasurer
  - E. Secretary
  - F. Immediate Past President
  - G. Association Executive Director
- Section 2. Each officer, except the Association Executive Director, shall be an active member in good standing of a member association.
- Section 3. All officers, except the Association Executive Director, serve without compensation.
- Section 4.
- A. The President-Elect, Vice President, Secretary, and Treasurer shall be elected by the Board of Directors and Officers at the last meeting of the Association Year. The President shall also be elected if that office has been filled in accordance with the last sentence of "D" below.
  - B. The aforementioned officers shall be elected for a term of one (1) Association year, as previously defined.
  - C. 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 and the President shall appoint a member in good standing to fulfill the duties of the office for a period not to exceed twelve (12) months or until the office can be filled in accordance with the first sentence of this section. The appointment by the President of a member to fulfill the duties of this office shall be subject to three-fourths (3/4) vote of approval by the Board of Directors.

- D. If the office of 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 **First** Vice President and Treasurer.
- E. 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 D, listed above, the President shall appoint a member 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.
- F. If either or both offices of Vice President or Treasurer become vacant by death, disability, resignation recall or removal by due process or by succession under D, listed above, they shall be filled by appointment by the President. The appointment shall be subject to three-fourth (3/4) vote of approval of the Board of Directors and shall be only for the unexpired term of the particular office.
- G. The power to appoint or nominate replacements for any vacancy, except as described in "E" above, shall be restricted to unexpired terms that cannot be filled within thirty-one (31) days by the Board of Directors at its last meeting of The Association Year.
- H. **The Association Executive Director shall be appointed by the Board of Directors as a non voting member of the Board of Directors for such period, compensation, facilities, assistance and authority as the Board of Directors determine.**

## **ARTICLE VI Duties of Officers**

- Section 1. A. The President shall be the Chief Executive Officer of this Association and shall preside over all meetings of the Association and the Board of Directors. The President shall appoint all committees whose membership is not otherwise established by these bylaws and shall be an ex-officio member of all committees formed under this Association except the Nominations Committee. Together with the members of

the Board of Directors, the President shall perform such other duties as usually pertain to the office, including the assignment of specific duties to other Officers and members of the Board of Directors.

- B. The President shall also be empowered to fill all vacancies in the manner prescribed by the Bylaws. Upon completion of his/her term, the President shall assume the office of Immediate Past President.

- Section 2.
  - A. The President-Elect shall perform such duties as may be assigned by the President, or the Board of Directors.
  - B. The President-Elect shall immediately assume the office of President when that office becomes vacant by death, disability, resignation, recall or removal by due process. The President-Elect shall assume the office of the President immediately following adjournment of the last meeting of the Board of Directors in the year subsequent to his/her election to the office of President-Elect.

- Section 3. The Vice Presidents, Treasurer and/or Secretary shall oversee the activities of the Standing Committees assigned to them by the President, and shall be responsible for other duties as they are assigned to them by the President, or Board of Directors

- Section 4. The Treasurer shall submit a financial report at each Meeting of the Board of Directors, **shall oversee the preparation of the annual financial report required by ARTICLE XII and shall be responsible for keeping monetary records and other fiscal duties of the Association.**

- Section 5. The Secretary shall be responsible for taking the minutes of the meetings of all FAHU scheduled meetings. The Secretary may appoint assistants as is deemed necessary to execute these duties. The Secretary shall be responsible for other duties as they are assigned by the President, and/or Board of Directors.

- Section 6. The Immediate Past President shall serve as an advisor to the Board of Directors, and perform other duties as assigned by the President and/or Board of Directors.

- Section 7. The Board of Directors may assign specific officers to be ex-officio members of various Standing and Ad Hoc committees.

- Section 8. The Association Executive Director shall have such duties as the Board Of Directors determine.**

## **ARTICLE VII Board of Directors**

- Section 1. The Board of Directors shall consist of:

- A. Local association Presidents
- B. The Agent Representative
- C. The Chairpersons of the Standing Entities
- D. Officers

Section 2. The Board of Directors shall establish and define policies and have full Administrative authority in all matters of The Association.

- Section 3.
- A. The Board of Directors shall meet at least four (4) regular times each year. It shall also meet at such times and places as may be determined by the President or the Board of Directors by written request of seven (7) members of the Board of Directors.
  - B. A written notice of the time and place of all regular meetings of the Board of Directors shall be mailed to each member of the Board by the Secretary not less than thirty (30) days prior to the meeting.
  - C. All meetings of the Board of Directors will be open to any member in Good standing.

Section 4. The Board of Directors may transact business by mail by voting upon proposals presented to them. Any such proposal will be adopted if at least two-thirds (2/3) majority of the entire Board returns affirmative votes. The Board members shall be advised of the results of such balloting no more than seven (7) days after the vote is tabulated.

Section 5. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 6. The Board of Directors shall also execute other specific duties assigned to it through these Bylaws.

Section 7. The interpretation of these Bylaws resides with the Board of Directors. Disputes between members, either individuals or member associations, regarding the Bylaws shall be submitted to the Board of Directors, in writing and the Board's interpretation shall be in writing and entered into the permanent minutes of the Board of Directors.

## **ARTICLE VIII Committees**

- Section 1. Committees of the Association shall be of three designations:
- A. Standing Entities
  - B. Special
  - C. Ad Hoc

- Section 2. The Standing Entities shall be:
- A. Education Committee

- B. Legislative Committee
- C. Membership Committee
- D. Past Presidents Council
- E. The Agent Representative

- Section 3. The President shall appoint the Agent Representative. The President shall also appoint the Chairpersons and the members of the Standing Entities, and any Special, and Ad Hoc committees except the Nominations Committee. All appointments shall be subject to approval by the Board of Directors.
- Section 4. The Board of Directors shall establish guidelines for all committees regarding usual duties, terms of office, and requirement for reports unless otherwise specified in the Bylaws.
- Section 5. The administration of the fiscal affairs of the Agent Representative and all Standing Entities as well as any Special and Ad Hoc committees are Vested in the Board of Directors.

#### **ARTICLE IX Nominations and Elections**

- Section 1. The Chairperson of the Nominations Committee shall be the Immediate Past President or the appointee fulfilling the duties of that office for its unexpired term. The Vice-Chairperson shall be the President-Elect or the appointee fulfilling the duties of that office for its unexpired term. The Nominations Committee Chairperson will appoint a past FAHU president to serve at large.
- Section 2. The Nominations Committee shall **send** its report to the Secretary no less than ninety (90) days prior to the last meeting of the association year. Not less than seventy-five (75) days prior to the last meeting of the Association year, the Secretary shall send a copy of the report to the President and each member of the Board of Directors. In addition, the report of the Nominations Committee will be published in The Association magazine (if one exists) prior to the last meeting of the Association year.
- Section 3. A member's name may be presented to the Nominations Committee for consideration as a nominee by any member of the Nomination Committee, or by written notice from any member of the Board of Directors accompanied by a statement signed by the nominee that he/she is willing and able to serve if nominated and elected.
- Section 4. With the exception of Immediate Past President and President, additional Nominations may be made from the floor **at** the last meeting of the

Association year while nominations are open for a particular office. In order to qualify, the nominator must present to the Secretary at or before the time of the nomination a signed statement by the nominee that he or she is willing and able to serve if elected. One nominating and up to two seconding speeches of no longer than five (5) minutes duration each may be made in the nominee's behalf.

## **ARTICLE X Voting**

- Section 1. Any member of the Board of Directors is eligible to vote upon any and all matters which comes before the Board.
- Section 2. Each local association may designate an alternate for its President. A designated alternate may replace a local President unable to fulfill his/her voting duty upon certification **by a** majority vote of the Board of Directors.
- Section 3. For purposes of elections a quorum shall be at least a majority of the members present at the last regular meeting of the association year. The nominees for each office receiving a majority of eligible votes shall be declared elected. An additional vote shall be taken if no candidate receives the necessary majority for election. The two candidates receiving the most votes (or more in the case of a tie) on the first ballot shall be the only names on the additional ballot or ballots.
- Section 4. Written notice of the time and place of the meeting at which elections will be held shall be mailed to each member of the Board of Directors by the Secretary of FAHU not less than sixty (60) days prior to the voting.
- Section 5. The Board of Directors shall retain the discretionary power to change the location of the elections meeting in the event circumstances prevent use of the place designated.

## **ARTICLE XI Recall and Removal from Office**

- Section 1. An officer of FAHU may be removed for malfeasance of office.
- Section 2. A. No officer may be removed from office without a three-fourths (3/4) vote of the entire Board of Directors.  
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 of FAHU shall cause the office to be vacant until removal from 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 local associations. Recall can be achieved only 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. Any successor replacing the recalled officer shall also be immediately discharged.
- Section 5. Any individual member of FAHU or of a local member association thereof shall lose all rights and privileges of office under FAHU and any local member association if their license to sell insurance is revoked or if they are convicted of a felony or gross misdemeanor.

#### **ARTICLE XII Financial**

- Section 1. The fiscal year of FAHU shall be **September 1<sup>st</sup> through August 31<sup>st</sup>**.
- Section 2. The Board of Directors shall install and maintain an efficient System of Accounts.
- Section 3. The Board of Directors shall adopt a budget for the fiscal year not later than **August 31st** preceding the start of the fiscal year.
- Section 4. All FAHU disbursements shall be made solely by voucher checks, which shall show the payee, the items of service(s) rendered or materials purchased and the amount of payments.
- Section 5. Disbursements shall not exceed gross annual income or the gross amount of the annual budget, except by three-fourths (3/4) vote of the members of the Board of **Directors**.
- Section 6. The Treasurer, with the approval of the Board of Directors, shall designate the depositories of all funds of FAHU.

#### **ARTICLE XIII Parliamentary Authority**

- Section 1. The current edition of Sturgis' "THE STANDARD CODE OF PARLIAMENTARY PROCEDURE" governs this organization in all parliamentary situations that are not provided for in the law or in its charter, Bylaws or adopted rules.

## **ARTICLE XIV Amendments**

- Section 1. Amendments to these Bylaws shall be made at the last meeting of the Association year of FAHU by a two-thirds (2/3) vote of the members in attendance.
- Section 2. Proposed amendments to these Bylaws may be initiated by any of the following:
- A. The FAHU Board of Directors.
  - B. Any local member association in good standing.
- Section 3. Proposed amendments must be submitted in writing to the Secretary/Treasurer at least sixty (60) days prior to the date of the last FAHU Association year meeting. The Secretary shall send a copy of all proposed amendments to the President of each local member association not less than forty-five (45) days prior to the date of said annual meeting.
- Section 4. The Bylaws of FAHU must conform to and not be in conflict with the Bylaws of the NAHU.

## **ARTICLE XV Dissolution**

- Section 1. Dissolution of the FAHU requires a three-fourths (3/4) vote of all Active Members, Life Members and Members-At-Large.
- Section 2. On dissolution of the FAHU, any funds remaining shall be distributed to the NAHU.

## **ARTICLE XVI Previous Bylaws Superseded**

These Bylaws, as revised, supersede all provisions of any previous FAHU Bylaws.

**END**