

**Washington Association of Health Underwriters**

**BYLAWS**

(Adopted March 13, 2007)

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# **Washington Association of Health Underwriters**

## **Bylaws**

**Amended March 2007**

### **ARTICLE I Name and Principle Office**

- Section 1. The name of this professional Association shall be Washington Association of Health Underwriters, a non-profit corporation, incorporated as such under the laws of the State of Washington and chartered by the National Association of Health Underwriters, herein after referred to as this Association or WAHU.
- Section 2. The territorial limits of this Association shall be confined to the state of Washington.
- Section 3. The principle office of this Association shall be located in Seattle, Washington. The Association may have such other offices as may, from time to time, be designated by the Executive Committee and Board of Trustees.

### **ARTICLE II Purposes**

- Section 1. The objectives of WAHU are:
- A. To promote the common business interests of those engaged in disability and health risk management.
  - B. To advance public knowledge for the need and benefit of the financial protection provided by health, disability and related insurance products and services.
  - C. To promote the adoption and application of high standards of ethical conduct the health, disability and related insurance products and services.
  - D. To provide and promote a program of continuing education and self improvement of WAHU members.
  - E. To coordinate the efforts of the various local Health Underwriter Associations in the State of Washington.
  - F. To create, organize, encourage and charter, on a local level, associations for membership in WAHU.
  - G. To increase the knowledge of members concerning the principles, functions and applications of health, disability and related insurance products and services.
  - H. To promote education, legislation, regulation and practices which are in the best interest of the health, disability and related insurance products and services.
  - I. To encourage adequate protection against the hazards of disability as part of a well-rounded health, disability and related insurance products and services.
  - J. To do such other things and to carry out such other programs so as further the purposes of this Association and the National Association of Health Underwriters.
- 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 Association's Code of Ethics, which are considered a part of these Bylaws.

### **ARTICLE III Membership**

- Section 1. Membership in WAHU will be available under the following designations:

- A. Individual Members
- B. Associate Company
- C. Honorary Member
- D. Sustaining Member
- E. Member-at-Large
- F. Life Membership

- Section 2. An individual member may be any individual licensed by his/her state licensing authority for the sale of health, disability and related insurance products and services. Individual members may also include non-licensed individuals engaged in the distribution of health, disability and related insurance products and services such as, but not limited to, home office personnel and others engaged in the management and distribution of such products. Individual members who have paid their annual national, state and local dues will also be referred to as Active Members.
- Section 3. Associate Company membership shall be available to those regional companies issuing, administering, or marketing disability and/or health insurance contracts, plans or services, who wish to assist the WAHU financially. The Board of Trustees shall determine dues for this category. Each Associate Company member shall designate one person as the company's primary representative in WAHU. That one person will not be a member for census or voting purposes unless otherwise qualified as an active member in good standing. Please see Article IV.
- Section 4. 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 WAHU Board of Trustees. They will not be members for census or voting purposes.
- Section 5. Member-At-Large shall be an individual whose mailing address is not within the territorial limits of a local association.
- Section 6. Life Membership may be granted upon board approval when an active member or a Member-At-Large has been in good standing for a minimum of ten (10) consecutive years and, has 1) attained age 65 and retired, or 2) becomes unable to work due to disability. WAHU dues shall be waived.
- Any member, in good standing who becomes totally or permanently disabled, all further WAHU dues will be waived.

#### **ARTICLE IV Officers**

Section 1. The Officers of WAHU shall be:

- A. President
- B. President-Elect
- C. First Vice President
- D. Second Vice President
- E. Treasurer
- F. Immediate Past President
- G. Executive Secretary (Non-voting member)

- Section 2. Each officer, except the Executive Secretary shall be an active member in good standing of this association, the local association and NAHU or a member-at-large.
- Section 3. All officers, except the Executive Secretary, shall serve without compensation.
- Section 4.
- A. The President- Elect, First Vice President, Second Vice President and Treasurer shall be elected annually by its membership.
  - B. All officers shall be elected for a term of one (1) year and take office on the first day of July following their election.
  - 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 two-thirds (2/3) vote of approval by the Board of Trustees
  - D. If the office of President becomes vacant due to death, disability, resignation, recall, or removal by due process, the President-Elect shall assume the office for the remainder of the term and the term for the succeeding year. The office of President-Elect shall remain 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 the Second Vice President.
  - 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 the remainder of the term, The appointment shall be subject to a two-thirds (2/3) vote of approval by the Board of Trustees. The office itself shall remain vacant until the next regular election.
  - F. If the offices First Vice President, Second 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 two-thirds (2/3) vote of approval of the Board of Trustees and shall be only for the remaining term of the particular office. Appointees shall assume the title and duties of the office.

#### **ARTICLE V Duties of Officers**

- Section 1. 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 The Association, the Board of Trustees, and the Executive Committee. 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. The President shall represent this Association at various industry meetings and shall perform such other duties as usually pertain to the office, including the assignment of specific duties to other Officers and Trustees.
  - B. The President shall also be empowered to fill all vacancies in the manner prescribed by these Bylaws. Upon completion of his/her term, the President shall immediately assume the office of Immediate Past President.

- Section 2. A. The President-Elect shall perform such duties as may be assigned by the President, the Executive Committee, or the Board of Trustees.  
B. 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.
- Section 3. The First and Second Vice Presidents 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, Executive Committee, or Board of Trustees.
- Section 4. The Treasurer shall submit financial report at each monthly meeting of the Board of Trustees. The Treasurer shall oversee the preparation of the annual financial report required by ARTICLE XIII, Section 2. The Treasurer may appoint assistants as is deemed necessary to execute these duties. The Treasurer shall be responsible for other duties as the President, Executive Committee or Board of Trustees assigns them,
- Section 5. The Executive Secretary shall be responsible for directing the efforts and activities of The Association based on contract determined by the Executive Committee and Board of Trustees. The Executive Secretary shall be a non-voting ex-officio member of all standing special and ad hoc committees shall be responsible for taking the minutes of the meetings of the Executive Committee and the Board of Trustees. The Executive Secretary shall be responsible for other duties as they are assigned by the President, Executive Committee or Board of Trustees.
- Section 6. The Immediate Past President shall serve as an advisor to the Executive Committee and Board of Trustees, and perform other duties as assigned by the President, the Executive Committee and the Board of Trustees.
- Section 7. The Executive Committee or Board of Trustees may assign specific officers to be ex-officio members of various standing and ad hoc committee.

#### **ARTICLE VI Executive Committee**

- Section 1. The Executive Committee shall consist of the elected Officers of the WAHU.
- Section 2. The Executive Committee shall be responsible for the day-to-day operations of The Association, operating according to the policies established by the Board of Trustees between board meetings only in an emergency
- Section 3. The President may call meetings of the Executive Committee as the business of the Association may require, or a special meeting may be called upon written request of three (3) members of the Executive Committee.
- Section 4. A quorum for conducting business shall be not less than four (4) voting members of the Executive Committee.
- Section 5. The Board shall have full supervision and management of all meetings of this Association and shall announce the official program and order of business in advance when possible, of each meeting.

Section 6. The Executive Committee shall appoint the Executive Secretary and fix his/her salary.

## **ARTICLE VII Board of Trustees**

- Section 1. The Board of Trustees shall consist of
- A. Executive Committee (voting)
  - B. The Presidents of each local association (voting)
  - C. Committee Chairs (non-voting)
- Section 2. The Board of Trustees shall establish and define policies and have full administrative authority in all matters of the Association.
- Section 3. All members of the Board of Trustees shall be an active member of this Association, the local association and NAHU.
- Section 4.
- A. The Board of Trustees shall meet at least four (4) regular times each year. It shall also meet at such times as the President, Executive Committee, or the Board of Trustees may determine, or a meeting may be called upon written request of seven (7) voting members of the Board of Trustees.
  - B. A written notice of the time and place and an agenda, where practical, of all regular meetings of the Board of Trustees shall be communicated to each member of the Board prior to the meeting.
  - C. All meetings of the Board of Trustees will be open to any member in good standing.
- Section 5. The Board of Trustees may transact business by mail or electronic means by voting upon proposals presented to them. Any such proposal will be adopted if a simple majority of the entire Board returns affirmative votes- The Board members shall be advised of the results of such balloting no less than seven (7) days after the vote is tabulated.
- Section 6. A majority of the Board of Trustees shall constitute a quorum for the transaction of business
- Section 7. The Board of Trustees shall also execute other specific duties assigned to it throughout these Bylaws.
- Section 8. The Board of Trustees shall from time to time, as needed, determine the boundaries of a local association(s). Such boundaries shall be specific in nature and will be adopted with at least two-thirds (2/3) majority vote by the Board of Trustees
- Section 9. The interpretation of these Bylaws resides with the Board of Trustees. Disputes between members, either individual or local associations regarding the Bylaws shall be submitted to the Board of Trustees in writing. The Board's interpretation shall be prepared in writing and entered into the permanent minutes of the Board of Trustees.
- Section 10. All Board members shall serve without compensation.

## **ARTICLE VIII Committees**

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

C. Ad Hoc

Section 2. The Standing Committees may be:

- A. Programs/Continuing Education
- B. Awards
- C. Legislative/Council
- D. Nomination
- E. Membership
- F. Symposium
- G. Media
- H. Communications
- I. Scholarship
- J. Barry Thoma

Section 3. The President shall appoint the Committee Chairs with the exception of the Nominations committee. All appointments shall be subject to approval by the Board of Trustees.

Section 4. The Board of Trustees shall establish guidelines for all committees regarding usual duties, terms of office and requirements for reports unless otherwise specified in these Bylaws.

Section 5. The administration of the fiscal affairs of all committees are vested in the Board of Trustees.

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

Section 1. The Chair of the Nominations Committee shall be the immediate Past President or the appointee fulfilling the duties of that office for its remaining term. The Vice Chair shall be the President-Elect or the appointee fulfilling the duties of that office for its remaining term. The Nominations Committee chair will appoint a past state or local president to serve at large.

Section 2. The Nominations Committee shall recommend no more than one (1) candidate for each position.

Section 3. The Nominations Committee shall send its report to the Executive Secretary not less than sixty (60) days prior to June 1st. Not less than forty-five (45) days prior to June 1st, the Executive Secretary shall mail a copy of the report to the President and Secretary of each local association.

Section 4. A member's name may be presented to the Nominations Committee for consideration as a nominee by any member of the Nominations Committee, or by written notice from any local association or any WAHU member accompanied by a statement signed by the nominee that they are willing and able to serve if nominated and elected.

Section 5. Additional nominations outside of the Nominations Committee may be made by written notice to the Board of Trustees by a local association, addressed to the Executive Secretary of The Association, which must be received not less than forty-five (45) days prior to June 1st.

Section 6. The Executive Secretary shall send out an official ballot to each member of The Association to be returned and tallied by June 1st of each year.

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

- Section 1. An officer of The Association 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 Trustees. The Board of Trustees may be convened for purposes of removing an officer or if the Executive Secretary of The Association receives written requests for the officer's removal from a minimum of two-thirds (2/3) of the local associations.
- B. Notice of recall or removal must be sent by certified 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 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 Trustees and/or two-thirds (2/3) of the local associations. Recall can be achieved only by a three-fourths (3/4) vote of the Board of Trustees.
- Section 4. Failure to achieve the required vote for removal will cause the immediate reinstatement of the recalled officer. Any appointees replacing the recalled officer shall also be immediately discharged.
- Section 5. Any individual member of The Association shall lose all rights and privileges of office under the Association and any local association if they are convicted of a felony.

## **ARTICLE XI Financial**

- Section 1. The fiscal year of WAHU shall be 1 January through 31 December.
- Section 2. The Board of Trustees shall install and maintain an efficient system of accounts. There shall be an independent review of the Association's books every year,
- Section 3. The Board of Trustees shall adopt a budget for the fiscal year not later than the first of December preceding the start of the fiscal year.
- Section 4. The Executive Secretary or any other person entrusted with the handling of funds or property of The Association shall furnish, at the expense of the Association, a fidelity bond approved by the Board of Trustees, in such an amount as the Board shall prescribe.
- Section 5. All WAHU disbursements shall be made solely by checks, which shall show the payee, the items of service(s) rendered or material purchased and the amount of payments.
- Section 6. Disbursements shall not exceed gross annual income or the gross amount of the annual budget, unless approved by a three-fourths (3/4) vote of the Board of Trustees.
- Section 7. The Executive Secretary, with the approval of the Executive Committee, shall designate the depositories of all funds of WAHU.
- Section 8. The Executive Committee shall have the power to authorize such officers and employees as in their judgment may seem advisable to execute the checks of aforementioned and to do and perform such other acts as will carry out the purposes and objectives of this Article.

Section 9. The state association 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 two-thirds (2/3) of all local associations in the state inclusive of a vote by the state Board of Trustees.

#### **ARTICLE XII Logo**

Section 1. Any local association or member in good standing in Washington AHU and a local association may use the name or style "Member of the Washington Association of Health Underwriters" and may use any emblem, insignia, plate, sign, label or phrase indicative of membership as may be approved by the Board of Trustees; provided, however, that this section shall not confer membership upon individuals in any way, as membership itself and all rights, powers, and duties thereof are exclusively reserved to member associations; and provided further, that neither the name WAHU nor any emblem, insignia, plate, sign, label or phrase indicative of membership shall be used in connection with any advertisement, policy form, business card, letterhead, application or other document associated with the business of insurance in such a manner as to infer or imply WAHU approval or endorsement thereof.

#### **ARTICLE XIII Official Publication**

Section 1. The Executive Committee shall have full authority regarding questions of policy of the official publication that said committee shall cause to be published.

Section 2. The subscription price of the official publication is part of the regular membership dues. The official publication shall be sent to each member of the Association.

#### **ARTICLE XIV Parliamentary Authority**

Section 1. The current edition ROBERTS RULE 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 XV Amendments**

Section 1. Amendments to these Bylaws shall be made at any meeting of the Board of Trustees of WAHU by a two-thirds (2/3) vote if a quorum is present and proper notification has been given as provided for in Section 3 of this Article.

Section 2. Proposed amendments to these Bylaws may be initiated by any of the following:

- A. A local association
- B. The WAHU Executive Committee
- C. The WAHU Board of Trustees

Section 3. Proposed amendments must be submitted in writing to the Board of Trustees and the Executive Secretary at least sixty (60) days prior to the vote. The Executive Secretary shall send a copy of all proposed amendments to the last reported President of each local association not less than forty-five (45) days prior to the date of said vote date.

#### **ARTICLE XVI Dissolution**

Section 1. Dissolution of the WAHU requires a three-fourths (3/4) vote of all Active Members, Life Members, and Members-At-large.

Section 2. On dissolution of the Washington Association of Health Underwriters, all funds remaining shall go to the National Association of Health Underwriters.

**ARTICLE XVII Previous Bylaws Superseded**

Section 1. These Bylaws, as revised, supersede all provisions of any previous Washington Association of Health Underwriters' Bylaws.

**ARTICLE XVIII Authentication**

The foregoing Bylaws were read, approved and duly adopted on the 13th day of March, 2007. The President and Secretary were empowered to authenticate these Bylaws by their signatures below.

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Laurie Kirkland, RHU President

ATTEST:

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Diane Bevins, Secretary