

**BYLAWS**  
**Minnesota Association of Health Underwriters**

**Restated June 1, 2016**

**ARTICLE I – NAME AND TERRITORIAL LIMITS**

- Section 1. This organization shall be known as the Minnesota Association of Health Underwriters, hereinafter referred to as MAHU, a non-profit 501(c)(6) incorporated as such under the laws of the state of Minnesota and chartered by the National Association of Health Underwriters.
- Section 2. The territorial limits of this Association shall be confined to the state of Minnesota.

**ARTICLE II – PURPOSES**

- Section 1. The objectives of MAHU shall be:
- A. To promote the common business interests of those engaged in the sale of health and related insurance products and services.
  - B. To advance public knowledge for the need and benefit of the financial protection provided by health and related insurance products and services.
  - C. To provide and promote a program of continuing education and self-improvement of MAHU members by increasing the knowledge of members concerning the principles, functions and applications of health and related insurance products and services.
  - D. To promote legislation, regulation and practices which are in the best interest of the insuring public.
  - E. To provide agent value to consumers in both private and government insurance plans.
  - F. To carry out other programs to further the purposes of the MAHU.
- Section 2. This Association and its members recognize an obligation to follow the National Association of Health Underwriters Code of Ethics which is considered a part of these bylaws.

**ARTICLE III – MEMBERSHIP**

- Section 1. Membership in the Association will be available under the following designations:
- A. Full Membership
    - i. A member may be any individual licensed by their state licensing authority for the sale of health and related insurance products and services. Individual members may also include non-licensed individuals such as home office personnel and agency support staff. Individual members who have paid their annual national, state and local dues will be referred to as Active Members.

## **ARTICLE IV – NATIONAL AND STATE AFFILIATION**

- Section 1. 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 2. 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 V – DUES AND FINANCE**

- Section 1. Each active member of this Association shall pay MAHU 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. All dues shall be submitted to and through the National Association of Health Underwriters. Any individual more than sixty (60) days in arrears shall be dropped from the rolls of a member in good standing.
- Section 2. The Board of Directors shall determine the amount of annual dues of this Association. This Association's dues can only be changed once per year and will be effective January 1 through December 31 of each year. No later than the 15<sup>th</sup> (fifteenth) of September each year or a date specified by the National Association of Health Underwriters, if this Association plans to increase or decrease its local chapter dues for the following calendar year, the President shall advise the National Association of Health Underwriters in writing of the Board-approved dues for the following year.
- Section 3. The fiscal year of this Association shall begin on the first day of July of each year.
- Section 4. This Association's books of accounts shall be reviewed and/or audited at least once each fiscal year. The Board of Directors shall name the auditors/reviewers.
- Section 5. The Board of Directors shall determine the official depository for Association funds and shall designate one or more Board members, in addition to the Treasurer, to sign or countersign checks or other documents for the disbursement of such funds.

## **ARTICLE VI – DUTIES AND OFFICERS**

- Section 1. The officers of this Association shall be: President, President-Elect, Immediate Past President, Secretary, and Treasurer. The offices of the Secretary and Treasurer may be combined into one office of Secretary/Treasurer.
- 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. The President shall be an ex officio member of all standing and special committees.
- i. Should the office of the President shall become vacant due to death, disability, resignation, or removal by due process, the President-Elect shall assume the duties of the President for the unexpired 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 Treasurer and Secretary, in that order.

ii. The President 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 this Association and the Board of Directors and shall perform such other duties as may be assigned by the President or Board of Directors. The President-Elect shall assume the office of President on July 1<sup>st</sup> in the year subsequent to their election and shall serve for a term of one year, or, in the event of a vacancy as previously outlined. Immediately following the adjournment of the annual meeting in the year subsequent to his/her election to the office of President-Elect or, in the event of a vacancy as previously outlined.

i. If the office of President-Elect shall become vacant due to death, disability, resignation, or removal by due process, the President shall, within thirty (30) days of the effective date of vacancy, by special appointment, appoint a member of this Association in good standing to fulfill the duties of the office for its unexpired term. The special 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.

c) Immediate Past President - 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) Secretary – The Secretary shall be responsible for keeping all records of membership, attendance, membership dues and minutes of the meetings of this Association and the Board of Directors and shall perform other duties as may be assigned by the President or Board of Directors.

e) Treasurer – The Treasurer shall be responsible for receiving all funds and dues paid to this Association. Full Membership dues shall be forwarded to the National Association of Health Underwriters, where they will be deposited and the local portion remitted back to this Association on a monthly basis. Associate member dues will be retained in full by MAHU.

i. A surety bond shall be obtained on any officer responsible for handling of finances.

Section 2. If the offices of, Secretary and/or Treasurer become vacant due to death, disability, resignation, the office(s) shall be filled by special appointment by the President. The special 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 full duties of the office(s).

Section 3. Each officer shall be an active member and have a Full Membership

Section 4. All officers shall serve without compensation.

Section 5. All officers shall take office on the first day of July of each year following their election, and shall serve for a term of one year.

## **ARTICLE VII – BOARD OF DIRECTORS**

- Section 1. The Board of Directors of MAHU shall be composed of the officers of MAHU, and not more than eight nor less than two Directors-at-Large. All members must be in good standing. Special meetings may be held at any time subject to prior notification to all members of the Board at least twenty-four (24) Hours prior to the special meeting.
- Section 2. Each director shall be active and have full membership in MAHU and NAHU.
- Section 3. All directors shall take office on the first day of July of each year following their election, and shall serve for a term of two years.
- Section 4. The Board of Directors shall determine the policies and activities of MAHU, approve the budget, authorize all expenditures and disbursements, and have the authority and responsibility to manage MAHU's affairs.
- Section 6. The Board of Directors shall meet no less than eight times per year or at the call of the President. The meetings shall be held at such times and places as may be determined by the President or Board of Directors. A written notice of the time and place of all regular meetings of the Board of Directors of this Association shall be distributed to each member of the Board not less than seven days prior to the meeting.
- Section 7. The Board of Directors may transact business by mail or electronic means by voting upon proposals as presented to them. Any such proposal shall be adopted if at least two-thirds (2/3) majority of the entire Board returns affirmative votes. The members of the Board of Directors shall be advised of the results of such balloting no less than seven (7) days after the vote is tabulated. Results will be noted and entered into minutes at the next Board meeting.
- Section 8. A majority of the Board of Directors shall constitute a quorum for the transaction of business.
- Section 9. In the event a director position becomes vacant due to death, disability, resignation the position shall be filled by special 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).
- Section 10. The Executive Committee of the Board shall consist of the officers of the Association as appointed by the President and approved by at least two-thirds (2/3) majority of the entire Board (or the special appointments). The Executive Committee shall conduct business necessary for the maintenance of the Association. Any decisions made and/or actions taken by the Executive Committee shall be subject to review and final approval of the Board of Directors.
- Section 11. All actions of the Board of Directors shall be subject to review by the membership at either the annual meeting or a special meeting called specifically for that purpose.
- Section 12. MAHU's annual meeting will be held on a date and at a place determined by the Board of Directors.

## **ARTICLE VIII – NOMINATIONS AND ELECTIONS**

- Section 1. The election of Board Members and President-Elect shall be held prior to MAHU's annual meeting.
- Section 2. The vote necessary for elections shall consist of two thirds (2/3) vote of 1/10<sup>TH</sup> of members.
- Section 3. The President shall appoint a Nominations Committee. The duties of this committee shall be to solicit and receive nominations and to prepare a slate of candidates that will not allow for the Board of Directors to be composed of no less than 60% agents. The Nominations Committee will distribute the slate of candidates with the annual meeting notice.
- Section 4. The Nominations Committee to solicit individuals to run for the Board of Directors shall have general charge of the election process including the preparation, distribution, collection and counting of ballots, and reporting the results.

## **ARTICLE IX – COMMITTEES**

- Section 1. There shall be the following Committees:
- A. Professional Development
  - B. Legislation
  - C. Membership
  - D. Communication
  - E. Nominations
    - i. The Nominations Committee will consist of members as appointed by the President and will be comprised of an odd number of members.
  - F. Awards
    - i. The Awards Committee is responsible for coordination of the John J. Symanitz Award and the David LeClair Award.
- Section 2. The President shall appoint the chairs of all Committees, subject to the approval of the Board of Directors.
- Section 3. The Board of Directors shall establish guidelines for all committees.
- Section 4. The Board of Directors will establish a budget for all Committees and administration of the fiscal affairs are vested in and reported to the Board of Directors.
- Section 5. The President may create special and/or ad hoc committees as required and approved by the Board of Directors.

## **ARTICLE X - AMENDMENTS**

- Section 1. Amendments to these bylaws may be adopted a two-thirds (2/3) vote of 1/10<sup>th</sup> of the active members provided that written notice of the proposed amendment and the meeting be posted on the MAHU website and sent to the members either electronically and/or at their last known addresses no less than thirty (30) days prior to said meeting.

## **ARTICLE XI – DISSOLUTION OF ASSOCIATION**

- Section 1. Dissolution of this Association requires a special meeting. A Resolution of Resignation must be passed by a majority of members in attendance at this special meeting. 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 members-at-large.
- Section 2 MAHU shall use funds only to accomplish the objectives and purposes specified in these bylaws. No part of said funds shall inure or be distributed to the members of the MAHU. In the event it is disbanded or the charter revoked for cause in violation of the bylaws of the National Association of Health Underwriters, the last Treasurer of record or other person in possession of the funds or assets shall submit them to the Treasurer of NAHU along with a copy of the last Board of Directors meeting with the motion to disband.
- Section 3. MAHU, by taking the action to resign, shall surrender all rights to use the name, emblem, insignia, plate, sign, label or phrase indicative of membership in MAHU.
- Section 4. MAHU’s charter with the National Association of Health Underwriters may be suspended or revoked in accordance with appropriate sections of the bylaws of the National Association of Health Underwriters.

## **ARTICLE XII – REMOVAL OF BOARD MEMBERS**

- Section 1. An officer or Director of the Association may be expelled in the event of such acts such as dishonesty, fraud, misrepresentation, or other reasonable cause as would prevent the effective performance of his/her duties of office.
- Section 2. No Director or officer may be expelled from office without a three-fourths vote of the entire active membership.
- Section 3. Expulsion from office is automatic if the elected person's license to sell insurance is revoked or if they are convicted of a felony or gross misdemeanor.

## **ARTICLE XIII – PARLIAMENTARY AUTHORITY**

- Section 1. The current edition of “The Standard Code of Parliamentary Procedure” (Sturgis) governs this Association in all parliamentary situations that are not provided for in the law or in its charter, bylaws or adopted rules.

#### **ARTICLE XIV – INDEMNIFICATION**

Section 1. MAHU may, by resolution of the Board of Directors, provide for indemnification by MAHU 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 MAHU, 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 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 negligence or misconduct.

#### **ARTICLE XV – PREVIOUS BYLAWS SUPERCEDED**

Section 1. These bylaws, as revised, supersede all provisions of any previous bylaws of MAHU.

## **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.