

BYLAWS

ARTICLE I - NAME

THE NAME OF THIS NON-PROFIT ORGANIZATION SHALL BE THE HOUSTON NAIW, INC. HEREINAFTER REFERRED TO AS THE ASSOCIATION, IS AFFILIATED WITH THE NATIONAL ASSOCIATION OF INSURANCE WOMEN (INTERNATIONAL) (NAIW).

ARTICLE II- PURPOSE

NAIW and this associations serves its members by providing professional education, an environment in which to build business alliances, and the opportunity to make connections with people of differing career paths and levels of experience in the insurance industry.

ARTICLE III - MEMBERSHIP AND DUES

A. MEMBERSHIP SHALL BE OPEN TO -

1. Active Membership is individuals, as defined in the membership eligibility policy, and to those no longer employed in the risk and insurance field both who have been a member of NAIW for at least five years. All active members are entitled to make recommendations, and hold both elected office and appointed positions at all levels of the association.

2. Corporate Partners is for business involved in, provide a service to, or a product related to the insurance industry.

A Corporate Partner is not entitled to serve in an appointed or elected role within the association.

B. New Application, Admission, Renewal, Resignation and Revocation of membership shall be made on the official form from NAIW headquarters, accompanied by their required amount of dues. Membership is effective upon receipt at NAIW headquarters of these items. Resignation and revocation provisions are outlined in Article III, Section B of the NAIW Bylaws.

C. Dues shall be payable on or before June 1, in an amount set forth in the standing rules plus the prescribed amount payable to NAIW, and in accordance with Article III, Section C of the NAIW Bylaws.

D. The fiscal year of this association shall be from the first day of July to the last day of June of the following year, inclusive.

ARTICLES IV - OFFICERS

A. The officers of this association shall be president, president-elect, vice president, secretary, and five (5) directors.

B. Term of Office: The officers except the president shall be elected annually and shall assume office and duties on July I. They shall serve one (1) year or until successors are elected and assume office. No member shall hold more than one office at a time.

C. Duties of Officers: The officers shall perform the duties prescribed by the bylaws, the standing rules, the procedures manual and the parliamentary authority adopted by the association.

1. The President shall:

- a. Preside at all meetings of the Association and the Board of Directors.
- b. Appoint all standing committee chairmen and other committees as authorized by the Association or the Board of Directors
- b. Be an ex-officio member of all committees, except the Nominating Committee.
- c. Work closely with president-elect to ensure a smooth transition
- d. Perform other duties that pertain to this office as outlined in the procedure manual.

2. The President-elect shall:

- a. Be an active aid to the President.
- b. Acquaint herself with the affairs of the Association and prepare for her term as President.
- c. In the event of the absence or inability of the President to perform her duties, the President- elect shall perform the duty of the President.
- d. Automatically accede to the Office of President at the end of the term.
- e. Act as membership chairman. Provide members with an annual yearbook to include Bylaws, Standing Rules and Membership Directory.
- f. Serve as member of the Budget Committee
- g. Perform other duties that pertain to this office as outlined in the procedures manual.

3. The Vice President shall:

- a. Perform the duties of the President and President-elect in the event of their absence or inability.
- b. Serve as Chairman of the Education Committee.
- c. Perform other duties as pertain to this office as outlined in the procedure manual..

4. The Secretary shall:

- a. Keep an accurate recording of the proceedings of all meetings of the Association and of the Board of Directors.
- b. Conduct the general correspondence of the Association at the direction of the President
- c. Maintain an accurate list of the membership and advise National Headquarters of name or address changes of members.
- d. Perform other duties as pertain to this office as outlined in the procedures manual.

5. Director 1 - The Immediate Past President shall:

- a. Serve in an advisory capacity.
 - b. Serve as Chairman of the By Laws / Standing Rules Committee.
 - c. Perform other duties as pertain to this office as outlined in the procedure manual
6. Director 2 - The Treasurer shall:
- a. Collect and maintain records of all association funds
 - b. Pay by check all properly approved bills
 - c. Submit a monthly income & expense report to the association
 - d. Remit national dues to NAIW HQ based on membership as of July 1.
 - e. Perform other duties as pertain to this office as outlined in the procedure manual.
7. Director 3 of Public Relations shall:
- a. Act as chairman for public relations, legislative, and safety committees.
 - b. Act as liaison between the association and the local community involving the membership in service projects.
 - c. Advise the membership of local, state and federal legislation affecting the insurance industry
 - d. Advise the membership of current safety issues
 - e. Publish the monthly bulletin for distribution.
 - f. Perform other duties as pertain to this office as outlined in the procedure manual.
8. Director 4 of Finance shall:
- a. Act as chairman of the finance committee.
 - b. Be in charge of all fund raising activities for the association.
 - c. Appoint special committees for the purpose of creating new fund raising events
 - d. Perform other duties as pertain to this office as outlined in the procedure manual
9. Director 5 of Programs shall:
- a. Act as program chairman.
 - b. Arrange location of all business meetings and board meetings
 - c. Provide programs for all meetings, including the industry appreciation banquet in cooperation with the committee chairmen responsible for the monthly meetings.
 - d. Perform other duties as pertain to this office as outlined in the procedure manual.

D. Vacancies

- 1. A vacancy in the office of president shall be filled by the president-elect who shall succeed to the office of president for the remainder of the term and then serve the full term for which elected.
- 2. If a vacancy occurs in the office of President-elect, the office shall be filled by a special election of the membership.
- 3. If a vacancy shall occur in any other office, the vacancy may be filled by the Board of Directors.
- 4. Should an officer fail to perform the duties of the office or be unable to fulfill the duties, the Board of Directors upon a two-thirds (2/3) vote may remove the officer from office.

ARTICLE V - NOMINATIONS AND ELECTIONS

A. Nominations

- 1. The nominating committee shall be made up of three or five members elected at the February business meeting.
- 2. The Nominating Committee shall nominate one (1) or more candidates for each office to be filled.
- 3. The Nominating Committee shall report to the membership at the regular meeting in April. The candidate shall have consented to serve.
- 4. Nominations from the floor shall be permitted prior to the election. The candidate shall have consented to serve.

B. Elections

- 1. Officers shall be elected by ballot at the regular meeting in April.
- 2. In the event there is only one (1) candidate for any office, voting on that office may be by voice.

ARTICLE VI - MEETINGS

- A. The regular board meeting of this association shall be held immediately prior to the regular business meeting of this association.
- B. The regular business meeting of this association shall be held on the fourth Tuesday of the month, unless otherwise ordered by the association or the Board of Directors.
- C. Special meetings may be called by the president or upon written request of a quorum of, members of the Board of Directors and shall be stated in the call. Except in cases of emergency, at least three (3) days notice shall be given.
- D. Thirty (30) percent of the members shall constitute a quorum at any regular or special meeting.

E. This association shall be entitled to representation at the annual conventions, regional conference and state council meeting of NAIW as in Article VII, Section 2, B.2 and C.2 of the NAIW bylaws. The delegate shall be the President and the alternate Delegate shall be either the president-elect or:

- 1. Shall be elected by the membership
- 2. Shall be elected by the Board of Directors

Associations are entitled to propose amendments to the NAIW bylaws as outlined in Article XI, Section A, of the NAIW Bylaws. The association as outlined in the regional and state standing rules may make proposed amendments.

ARTICLE VII - BOARD OF DIRECTORS

- A. The Board of Directors shall consist of the President, president-elect, Vice President, Secretary, Director 1-Immediate Past President, Director 2-Treasurer, and Director 3-Public Relations, Director 4-Finance and Director 5-Program.
- B. The Board of Directors shall perform the duties prescribed by the bylaws, the standing rules, the procedure manual and the parliamentary authority adopted by this association. The Board of Directors shall have authority to
 - 1. Expend funds allocated in the approved budget
 - 2. Authorize non-budgeted expenditures not to exceed \$200.00 without approval of the membership
- D. A majority of the Board of Directors shall constitute a quorum.
- E. The Board of Directors shall secure a fidelity bond to protect and meet the needs of the association.

ARTICLE VIII - COMMITTEES

- A. There may be the following Standing Committees: Bylaws, Education, Membership, Public Relations and Program.
- B. Duties of Standing Committees
 - 1. The Bylaws Committee consider all written proposed changes of the national, regional, and state bylaws and standing rules and shall present them to the association with recommendations.
 - 2. The Education Committee shall recommend and supervise educational programs and courses of study in insurance and related subjects. The education Committee shall promote NAIW programs.
 - 3. The Membership Committee shall receive applications for membership and make appropriate recommendations to the Board of Directors. The Committee may give assistance in organizing new associations.
 - 4. The Public Relations Committee shall promote public relations and keep the membership advised of local, state and national legislation affecting the insurance industry and shall foster safety programs.
 - 5. The Program Committee shall plan and supervise all programs and special events for the association.
 - 6. The Finance Committee shall be in charge of all fund raising activities for the association.
- C. The president of this association may appoint special committees, as deemed necessary.
 - 1. Audit - The Audit committee will consist of three members appointed by the president, the chairman of said committee to be appointed by the members of this committee. They shall examine the books and accounts of the treasurer, verify all bank balances semi- annually and submit a report to the memberships at a regular business meeting.
- 2. Awards – The awards committee may be appointed by the President. This committee will provide the members with awards applications and announce winners at the annual banquet.
- 3. Budget – The Budget committee shall consist of the President-elect, the past and incoming treasurer and the past and incoming Finance chairmen. This committee will review the expenditures of the Association. The budget will be based on the past three (3) years actual expenses. The budget shall be presented to the Board of Directors and they may recommend necessary changes to effect a balanced budget. The budget shall be approved by the members no later than the September business meeting
- 4. Scrapbook – The Scrapbook chair may be appointed by the President. This committee shall be in charge of photography, collect material and present the scrapbook to the retiring president at the August regular business meeting.
- 5. Installation – this committee shall be appointed by the President-elect to coordinate with the president-elect to provide a program and installation ceremony of her choice at the June meeting.

ARTICLE IX - PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of *Robert's Rules of Order, Newly Revised*, shall be the parliamentary authority for all matters of procedure for this association not specifically covered by its bylaws and standing rules.

ARTICLE X - MERGERS AND CONSOLIDATIONS

This association will consider no merger or consolidation.

ARTICLE XI - AMENDMENT OF BYLAWS

- A. These bylaws may be amended at any regular meeting by a two-third (2/3) vote of those present provided that the amendment has been submitted in writing to the membership at least ten (10) days prior to the meetings at which it will be considered.
- B. Approved amendments shall become effective immediately unless otherwise specified in the amendments. If any amendment to these bylaws caused them to conflict with NAIW bylaws, regional or state standing rules, this document shall automatically conform to the NAIW bylaws. A copy of the revised bylaws must be sent to NAIW headquarters immediately following adoption.

ARTICLE XII - DISSOLUTION

- A. To effect dissolution of this association, these bylaws must be rescinded by a two-thirds (2/3) vote of those present after ten (10) days' notice has been mailed to each member. In the event of dissolution, the association shall notify the regional vice president and

state director in writing indicating the reason(s) for the dissolution and shall return the association charter and NAIW materials to the regional vice president as outlined in ARTICLE VI. Section C.3 of the NAIW Bylaws.

B. The Board of Directors then holding office shall distribute the assets of the association remaining after the payment, satisfaction and discharge, or adequate provisions thereof, of all liabilities and obligation of the association to one or more corporations, societies, or organization operating not for profit which shall be deemed to further the field of insurance.

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Standing Rules

1. Dues of this association are:
 - NAIW (Int'l) Dues - As determined by NAIW;
 - Local dues - \$20.00. to reduce to 1/2 January 1
 - The association shall collect local and national dues and remit all national dues as set forth in Article III, C Dues.
2. Each member of this association shall have access to a copy of this association's procedure manual. The president shall appoint a procedures committee to review the procedures of the association and make necessary changes.
3. The president shall keep a complete file of NAIW material and update the NAIW Comprehensive Manual.
4. Expenses to be paid by the Association for the delegate in attendance at the NAIW Convention, Region VI conference, and Texas Council of NAIW meetings:
 - a. Registration fee
 - b. Actual cost of most economic transportation, if by air purchase in advance.
 - c. Actual cost of one-half (1/2) double room occupancy, limited to length of meeting.
 - d. Registration for the Texas State Council Legislative Day
5. The President may appoint an Executive Assistant with the approval of the Board of Directors.
 - a. An Executive Assistant shall attend all meetings of the Board of Directors but have no voting privileges.
 - b. Duties shall be to assist committee chairmen as needed, with these duties coordinated by the President.
6. The association may give an award to the Insurance Professional of the Year, Rookie of the Year, Claims Professional of the Year, and Insurance Person/Firm of the Year. These awards, if given, shall be presented at the Annual Banquet held during NAIW Week in the month of May.
7. The Association may give a scholarship of One Thousand dollars (\$1000.00) per school term Two Thousand Dollars (\$2,000.00) per school year to a worthy student of a state-supported college or university. The recipient shall be selected by the Education Committee no later than June to provide for the term beginning in September. Continuation of the scholarship shall be based on an annual review of the student's requirements prior to May each year. An alternate may be selected in the event the recipient does not meet our requirements.
8. Interest from the savings account at the financial institution designated by the Board of Directors shall be accumulated in the savings account and not transferred to the general operating account unless by a recommendation of the Board of Directors.
9. A treasurer may be appointed for special projects. The appointment shall be confirmed by the Board of Directors whom shall approve the signatories on the bank account, which shall consist of two signatures. The treasurer shall report to the Association Treasurer.
10. The Awards Committee shall select a Professional of the Year candidate for the Texas Council of NAIW professional of the year award. The selection shall be based on the Texas Council application form and guidelines.
11. Appointments of an assistant who is not an officer, chairman or assistant of another committee with the approval of the Board of Directors will be accepted at the July Board of Director's meeting. The assistant may attend the Board meetings, with vote, in the absence of the officers or chairman, not to exceed three (3) meetings.
12. The president shall appoint a parliamentarian.
13. No President, President-elect, Vice President, Secretary or Treasurer may serve a concurrent term as a State Director or National Officer.
14. No member of the Board may miss more than three (3) Board meetings throughout the year. Only exceptions would be illness, school, or out-of-town business trips. Chairmen are responsible for their assistant to attend in their absences.
15. All properties belonging to the association are to be returned by the chairman at the expiration of their term.
16. The current President shall be custodian of the corporate file and seal.
17. These Standing Rules may be amended at any business meeting by a two-thirds (2/3) vote of those present and voting.