

**Amended and Restated Bylaws
of the
Texas Association of Health Underwriters, Inc.**

ARTICLE I. NAME AND TERRITORIAL LIMITS

Section 1. This professional organization shall be known as the Texas Association of Health Underwriters, Inc., hereinafter referred to as the Association, a not for profit corporation, incorporated in and under the laws of the State of Texas, and chartered by the National Association of Health Underwriters, hereinafter referred to as NAHU.

Section 2. The territorial limits of the Association shall be confined to the boundaries of the State of Texas.

ARTICLE II. ASSOCIATION OBJECTIVES

Section 1. The objectives of the Association shall be:

- A. To place the sale and service of insurance upon the highest possible standard.
- B. To advance public knowledge for the need and benefit of the insurance industry.
- C. To provide and, or, promote continuing education, legislative activity and guidance, regulations, practices, and self improvement which is in the best interest of the insurance industry, the public, and our members.
- D. To be active as an association in public services and to encourage its members to support and contribute to community activities.
- E. To promote the CODE OF ETHICS of the National Association of Health Underwriters (NAHU) hereby made a part of these bylaws.
- F. To promote the common business interest of those engaged in the insurance industry.

ARTICLE III. MEMBERSHIP

Section I. Classes of Membership

- A. Individual Membership. An individual member may be any individual licensed by the state licensing authority for the sale of health insurance products. Individual members may also include non-licensed individuals engaged in the distribution of health insurance products such as, but not limited to, home office personnel and others engaged in the management and distribution of such products. Individual members may also be referred to as Active Members.
- B. Associate Membership. Associate Memberships shall be available in local Chapters, as defined by each Chapter. Associate Members will not be members

for census or voting purposes, but shall enjoy all privileges as defined by each local Chapter for that Chapter.

- C. The Board of Directors of the Association may from time to time create other types of memberships to the Association, so long as such action does not conflict with the bylaws of NAHU.

Section 2. Membership Application, Responsibilities, Removal, and Reinstatement

- A. Application for membership shall be made in such a manner and form as may be prescribed by the Board of Directors.
- B. Members shall be responsible for adhering to the Code of Ethics of the Association and representing themselves to the public only upon the highest professional standards.
- C. Removal
 - a. The membership of any active member failing to pay dues on a timely basis, as prescribed by NAHU, shall be canceled.
 - b. The membership of any active member may be canceled by a vote of 2/3 of the Board of Directors present at a duly constituted Board meeting for failure to maintain the standard required for membership or for other causes deemed sufficient by the Board of Directors upon a written statement of the grounds for cancellation and after a full hearing thereon. A copy of such statement shall be furnished to the member fifteen (15) days before the time set for the hearing, together with a notice as to the time and place of such hearing. If the member whose membership is in question shall be on the Board of Directors, he shall not be permitted to act in the capacity of a Director in connection with any proposed cancellation of his membership.

Section 3. Meetings, Voting and Quorum

- a. Regular Meetings. Regular meetings of the members of the Association shall be held once per year, no later than May 31.
- b. Special Meetings. Special meetings of the members of the Association may be called by the President or by a majority of the Directors. Notice of each special meeting shall be given to each member no fewer than ten (10) days nor more than sixty (60) days before the date of the meeting.
- c. Voting. The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be the act of the members meeting, unless the vote of a greater number is otherwise required by law, the Articles of Incorporation or these Bylaws. Members may not vote by proxy.
- d. Quorum. Members holding one-tenth (1/10) of the votes entitled to be cast shall constitute a quorum.

ARTICLE IV. NATIONAL AND STATE AFFILIATION.

Section 1. The Association agrees to be bound by the bylaws of NAHU as adopted and amended.

Section 2. The Board of Directors shall provide for the prompt review, approval and forwarding of all reports required or requested by NAHU.

Section 3. Insofar as possible, the Association shall be represented by its proper delegates, or their duly appointed alternates, at the annual meeting of NAHU.

ARTICLE V. DUES AND FINANCE

Section 1. Each active member of the Association shall pay local (if applicable), state and national annual dues. Such annual dues shall be payable on the first day of the member's anniversary month as recorded by NAHU. All dues shall be submitted to and through NAHU. Any individual members more than ninety (90) days in arrears in payment of dues shall be dropped from the rolls as a member in good standing.

Section 2. The Board of Directors shall determine the amount of annual dues of the Association, subject to the ratification of at least two-thirds (2/3) of the local associations in the state. The Association's dues may 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 (15th) of September of each year, or a date specified by NAHU, if the Association plans to increase or decrease its state chapter dues for the following calendar year, the President shall advise NAHU in writing of the Board-approved dues for the following year.

Section 3. The fiscal year of the Association shall begin on the first day of July of each year.

Section 4. The Association's books of accounts shall be reviewed and/or audited at least once every five years. The Board of Directors shall name the auditors/reviewers.

ARTICLE VI. OFFICERS

Section 1. The Officers of the Association shall be a President, President-elect, First Vice President, Second Vice President, Treasurer, Secretary, Immediate Past President and, if applicable, a non-voting Association Executive.

Section 2. Each officer, except the Association Executive, shall be an active member of this Association, and his/her local chapter, and NAHU.

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

Section 4. 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.

Section 5. 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.

Section 6. If the office of the 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, Second Vice President, Treasurer, and then Secretary.

Section 7. 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 Article VI., Section 6, 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 a three-fourths (3/4) vote of approval by the Board of Directors. The office itself shall remain vacant until the next regular election.

Section 8. If the office of First Vice President, Second Vice President, Secretary or Treasurer become vacant due to death, disability, resignation, recall or removal by due process, or by succession under Article VI., Section 6, the office(s) shall be filled by appointment by the President. The appointment shall be subject to a three-fourth (3/4) vote of approval by the Board of Directors and shall be only for unexpired term of the office(s). Appointees shall assume the title and duties of the office(s).

ARTICLE VII. DUTIES OF OFFICERS

Section 1. President. The President shall be the Chief Executive Officer of the Association and shall preside over all meetings of the Association and the Board of Directors. He shall be an ex-officio member of all standing and special committees

Section 2. President-Elect. The President-Elect, in the absence of the President, shall preside at all meetings of the Association and the Board of Directors and shall perform such other duties as may be assigned by the President or Board of Directors.

Section 3. First Vice President. The First Vice President, in the absence of the President and President-Elect, shall preside at all meetings of the Association and the Board of Directors and shall also perform such other duties as may be assigned by the President or Board of Directors.

Section 4. Second Vice President. The Second Vice President, in the absence of the President, President-Elect, and the First Vice President, shall preside at all meetings of

the Association and the Board of Directors and shall also perform other duties as may be assigned by the President or Board of Directors.

Section 5. Treasurer. The Treasurer shall be responsible for overseeing the following: the receiving all funds and dues paid to the Association, the depositing of such funds and dues in the Association's official depositories, the disbursing of such funds on the order of the Board of Directors and by approved voucher signature of the President; the bookkeeping of all funds of the Association; and the completion and submission of forms required by laws governing the administration and/or tax status of the Association. The accounts and books of the Association shall at all times be open to the inspection by the Officers and Board of Directors of the Association. The Association bank accounts must always require two signatures on checks, one of which must be an Executive Officer of the Association. Other signature(s) shall be approved by vote of the Executive Board by the First of July each year.

Section 6. Secretary. The Secretary shall be responsible for overseeing the records of membership, attendance, membership dues and minutes of the meetings of the Association and the Board of Directors, and shall perform other duties as may be assigned by the President or Board of Directors.

Section 7. 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.

Section 8. Association Executive or Staff Person. There may be an Association Executive or Staff Person 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. This position shall have no vote. The position shall be the Administrative head of the State headquarters staff, if any, and office, where all permanent records shall be kept.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee, hereinafter referred to as the EC, shall be composed of the Officers of the Association.

Section 2. Authority and Responsibility. It shall be the duty of the EC to conduct the affairs of the Association at such time as the Board of Directors is not in session, except those duties specifically reserved to the Board of Directors by the Bylaws, pursuant to delegation of authority to the EC by the Board. Any such affairs of the Association conducted by the EC shall be reported to the Board of Directors no later than the next regularly scheduled Board meeting.

Section 3. Quorum. A majority of the voting members of the EC shall constitute a quorum at any duly called meeting or vote of the EC. The President shall call all such

meetings of the EC as the business of the Association may require, or a meeting shall be called by the President on the request of any other three (3) members of the EC.

ARTICLE IX. ELECTION OF OFFICERS

Section 1. The election of officers shall be held once a year, no later than April 1st of each year. The election of officers shall be held by mail or in some manner as determined by a vote of the Board of Directors.

Section 2. The Nominations & Elections Committee (see Article XI, Section 5E), shall be responsible to the Board of Directors for administering the selection of candidates and manner of election, so long as all active members of the Association are given the opportunity to nominate and vote for all candidates.

Section 3. A majority of votes received by active members shall determine the winner of each elected office. In the event of tie or one candidate not achieving a majority of votes received, a runoff election shall be held within thirty (30) days.

ARTICLE X. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the Officers of the Association, one elected representative of each local association within the state, the chairpersons of all the Standing Committees, and three (3) Trustees as defined in Article XIV of these Bylaws.

Section 2. Each Director shall be an active member of the Association, his/her local chapter, and NAHU.

Section 3. All Directors shall serve without compensation, except the non-voting Association Executive, if applicable. The Board of Directors may authorize the reimbursement of its Directors for expenses incurred on behalf of the Association.

Section 4. All Directors shall take office on the first day of July of each year following their appointment or election and shall serve for a term of one year.

Section 5. The Board of Directors shall determine the policies and activities of the Association, approve the budget, authority and responsibility to manage the Association's affairs.

Section 6. The Board of Directors shall meet no less than four (4) times each year at such time and place as may be designated by the Board of Directors, or by the President in the event the Board of Directors does not so designate. Notice of all such meetings shall be given to the Directors not less than thirty (30) days before the meeting is held.

Section 7. Special meetings of the Board of Directors may be called on order of the President, a majority of the EC, or a majority of the members of the Board of Directors. Notice of the time and place of any such special meetings of the Board of Directors shall be given to each Director no later than two (2) days prior to the meeting.

Section 8. Absences. Any Officer or Standing Committee Chair who shall have been absent from two (2) regular meetings of the Board of Directors during a single administrative year shall automatically vacate the seat on the Board of Directors, and the position shall be filled in accordance with these Bylaws. However, the Executive Committee shall consider each absence as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

Section 9. Recall and Removal from the Board of Directors

- A. An officer, member of the Board of Directors, committee members or chair, or task force member or chair may be removed for malfeasance of office.
 - 1. No elected officer or board member, or appointed committee member or chair, or appointed task force member or chair may be removed for malfeasance of office without a three-fourth (3/4) vote of the Board of Directors at any regular or special meeting at which a quorum is present.
 - 2. 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. The Board of Directors and/or twenty-five percent (25%) of the Association's membership can initiate recall. Recall can only be achieved by a three-fourths (3/4) vote of the Board of Directors.
 - 3. Failure to achieve the required vote for removal will cause the immediate reinstatement of the recalled individual to office. Any appointee replacing the recalled officer shall also immediately be discharged.
 - 4. Any individual member of the Association shall lose all rights and privileges of office under the Association if his/her license to sell insurance is revoked or if he/she is convicted of a felony or gross misdemeanor.

Section 10. Voting and Quorum. Directors may not vote by proxy. At all meetings of the Board of Directors, the presence in person of a majority of the number of Directors in office shall constitute a quorum, and the act of the majority of the Directors present in person at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws. If a quorum is not present at any meeting of Directors, the Directors present in person may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

ARTICLE XI. COMMITTEES

Section 1. There shall be the following Standing Committees

- A. Awards
- B. Education
- C. Legislation
- D. Membership
- E. Nominations and Elections
- F. Hollis Roberson Award Committee
- G. Special Committees

Section 2. The President shall appoint, with the advice and consent of the EC, from the membership the Chairpersons for each of the Standing Committees, except as otherwise provided in these Bylaws. Subject to Section 4 of this Article XI, the Chairpersons of each of the Standing Committees shall appoint the members of such committees, except as otherwise provided in these Bylaws.

Section 3. Any action by a Committee shall be subject to the approval of the Board of Directors, or the EC in the absence of the Board of Directors, except as otherwise provided in these Bylaws.

Section 4. All Committees shall be of such size and shall have such duties, functions and powers as may be assigned to them by the President, except as otherwise provided in these Bylaws.

Section 5. Descriptions of Standing Committees

- A. Awards. The Awards Committee shall be responsible for the awards to be presented or received by the Association, except as otherwise provided in these Bylaws.
- B. Education. The Education Committee shall be responsible for promoting education that follows the mission of the Association.
- C. Legislation. The Legislation Committee shall be responsible for promoting knowledgeable information to the Association members, elected legislators and consumers regarding legislation.
- D. Membership. The Membership Committee shall be responsible for increasing and maintaining the membership of the Association.
- E. Nominations and Elections. The duties of this committee shall be to solicit and receive nominations and to prepare a slate of candidates. The Nominations Committee shall have general charge of the election process including the preparation, distribution, collection and counting of ballots, and reporting the results.
- F. Hollis Roberson Award Committee. The Hollis Roberson Award Committee, hereinafter referred to as HRC, shall be responsible for determining the annual Hollis Roberson Award, and any other awards, honors, or recognitions in the name of Hollis Roberson. The HRC shall consist of the following members: all former Award recipients who are willing and able to serve, a member of the Hollis Roberson Family if willing and able to serve, and a member of the

EC to be appointed by the President of the Association. The committee's chairperson shall be the recipient of the Award from the year prior to the current recipient. The chairperson of the Committee must be a member of the Association. If the Committee member scheduled to be chairperson is not a member of the Association, or is unwilling or unable to serve as chairperson, the chairperson shall be determined upon a majority vote of the Hollis Roberson Award Committee. The funds of the HRC shall be kept in a separate account of the Association, and the HRC shall be responsible for soliciting future funds for the HRC account and approving all decisions regarding the expenditures of HRC funds.

- G. Special Committees. The President shall appoint, subject to confirmation by the Executive Committee such Special Committees as he/she may deem necessary. The chairperson of each Special Committee shall be appointed by the President, with the consent of the EC. The chairperson of each Special Committee shall be a member of the Board of Directors. The President shall monitor actions of the Special Committees of the Association and shall make recommendations as needed to the EC or Board of Directors concerning the creation, dissolution and consolidation of these committees.

ARTICLE XII. ACTION BY WRITTEN CONSENT; ALTERNATIVE FORMS OF MEETINGS

- A. Any action required to be taken at a meeting of members, Directors or any committee, or any action which may be taken at such a meeting, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall have been signed, manually or by facsimile or electronic mail, by (i) all the members, Directors or committee members, or (ii) if the Articles of Incorporation so provide, by a sufficient number of members, Directors or committee members as would be necessary to take that action at a meeting at which all of the members, Directors or committee members were present and voted. Any such written consent shall be signed and dated by each member, Director or committee member, as applicable, executing the same and such executed written consent shall be filed with the Association in the manner required by Article 1396-9.10 of the Texas Non-Profit Corporation Act (the "Act").
- B. Subject to the provisions of the Act and these Bylaws concerning notice of meetings, members, Directors and committee members may participate in and hold meetings by means of conference telephone or similar communications equipment if the telephone or other equipment or system permits each member, Director, or committee member participating in the meeting to communicate with all other persons participating in the meeting, and such participation shall constitute presence in person at such meeting, except where a member, Director, or committee member participates in the meeting for the express purpose of objecting to the transaction of any business on the ground

that the meeting is not lawfully called or convened. If voting is to take place at the meeting, the Association must implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified and keep a record of any vote or other action taken. If a meeting is held solely or in part by using a conference telephone or other communications systems authorized by Article 1396-9.11 of the Act or by these Bylaws, the notice of the meeting must identify the forms of communications systems to be used for the meeting and the means of accessing the communications systems.

ARTICLE XIII. TRUSTEES

Section 1. Trustees. The Trustees shall consist of the last three (3) Past Presidents of the Association, not to include the Immediate Past President, if willing and able to serve. If not willing and able to serve, the President may ask any other Past President of the Association to serve.

ARTICLE XIV. DELEGATES AND REPRESENTATIVES TO NAHU FUNCTIONS

Section 1. NAHU House of Delegates and Annual Symposium

- A. NAHU will advise the Association of the number of allotted delegates the Association may send to the House of Delegates. The Association delegates shall be, in order of available slots, the President, Immediate Past President, President Elect, 1st Vice President, 2nd Vice President, Treasurer, Secretary, of the Association. Any additional allotted slots shall be filled by appointment of the President and approved by a majority of the Executive Committee. A number of alternate delegates may be determined by the Executive Committee and will also be appointed by the President and approved by a majority of the Executive Committee.
- B. The Association may reimburse Delegates to the House of Delegates. Reimbursement for expenses and requirements for reimbursement shall be defined in the form of a Policy and Procedure. The maximum amount of reimbursement shall be set annually by the Executive Committee and approved by the Board of Directors.

Section 2. Capital Conference

- A. Delegates to attend the Capitol Conference shall be, at a minimum, the President, President-Elect, and Chairperson of the Legislative Committee. Funds available, additional delegates may be sent, and shall be appointed by the President and

approved by the Executive Committee, in descending order as prescribed in Article VI., Section 1, Paragraph A.

- B. The Association may reimburse Delegates to the Capitol Conference. Reimbursement for expenses and requirements for reimbursement shall be defined in the form of a Policy and Procedure. The maximum amount of reimbursement shall be set annually by the Executive Committee and approved by the Board of Directors.

ARTICLE XV. TRUSTEE EMERITUS

Section 1. Once a Past President has served in the capacity of Trustee for three (3) years, said Trustee will be extended the title of “Trustee Emeritus” for life. One year of service may be counted for each year of service as an elected officer of NAHU. Trustee Emeriti will be invited to all Board meetings of the Association and will act in the capacity of advisors. A Trustee Emeritus shall have no voting power, unless appointed as a Standing Committee Chair or Trustee as defined elsewhere in these Bylaws.

ARTICLE XVI. INDEMNIFICATION

Section 1. To the maximum extent permitted by Article 1396-2.22A of the Act (without regard, however, to Section Q of such Article), the Association shall indemnify any person who is or was a director or officer of the Association against any and all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by such person in connection with a proceeding (as defined in Article 1396-2.22A) because of that person’s service or status as a director or officer. Further, the Association shall pay or reimburse reasonable expenses incurred by a director or officer who was, is or is threatened to be made a party in a proceeding, in advance of the final disposition of the proceeding, to the maximum extent permitted by Article 1396-2.22A; provided, however, that payment or reimbursement of expenses pursuant to the procedures set out in Section K of Article 1396-2.22A may be conditioned upon a showing, satisfactory to the Board of Directors in its sole discretion, of the financial ability of the officer or director in question to make the repayment referred to in such Section. Further, the Association may indemnify, and may reimburse or advance expenses to or purchase and maintain insurance or any other arrangement on behalf of, any person who is or was a director, officer, employee or agent of the Association, or who is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, director, employee, agent or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, in connection with any liability asserted against such person because of such service or status, to such further extent, consistent with Article 1396-2.22A and other applicable law, as the Board of Directors may from time to time determine. The provisions of this section shall not be deemed exclusive of any other rights to which any such person may be entitled under any bylaw, agreement, insurance

policy, or otherwise. No amendment, modification or repeal of this section shall in any manner terminate, reduce or impair the right of any person to be indemnified by the Association in accordance with the provisions of the section as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.

ARTICLE XVII. PARLIAMENTARY AUTHORITY

Section 1. Robert's Rules of Order (revised) shall be the Parliamentary Authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE XVIII. AMENDMENTS

Section 1. Amendments to these Bylaws, if in conformity with the policy of the NAHU, may be adopted by a two thirds (2/3) vote of the active members of the Association present at any meeting of the Association, provided that written notice of the meeting and of the proposed amendment(s) shall have been given to the members at least one month prior to the meeting.

ARTICLE XIX. DISSOLUTION

Section 1. Dissolution of the Association requires the passing of a Resolution of Resignation by a three-fourths (3/4) vote of the active members of the Association present at any meeting of the Association, provided that written notice of the meeting and of the proposed resolution shall have been given to the members at least one month prior to the meeting. The adopted resolution shall be sent by the Secretary of the Association by registered mail to the Executive Vice President of NAHU and shall become effective upon acceptance by the NAHU Board of Trustees. Upon acceptance of the Resolution of Resignation by the NAHU Board of Trustees, individual members of the 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. The Association's charter with NAHU may be suspended or revoked in accordance with appropriate sections of the bylaws of NAHU.

Section 3. The 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 the Association is dissolved or its charter revoked for cause in violation of the bylaws of NAHU. Immediately upon dissolution or revocation of its charter, the Association's Board of Directors shall return all remaining Association funds to NAHU for placement in escrow. Funds placed in escrow will be distributed in accordance with the procedures outlined by the bylaws of NAHU.

ARTICLE XX. PREVIOUS BYLAWS SUPERSEDED

Section 1. These Bylaws, as revised, supersede all provisions of any previous bylaws of the Association

(REVISED May 2, 2013)

##END##