

Constitution and Bylaws of the Massachusetts Association of Health

Underwriters

Adopted June 2005

Amended June 2006

Amended/NAHU Approved August 2012

Amended June 2013

Amended May 2016

Article 1 – Name and Territorial Limits

- Section 1 This organization shall be known as the Massachusetts Association of Health Underwriters (MassAHU), hereinafter referred to as this Association or “MassAHU”, a non-profit corporation incorporated as such under the laws of the Commonwealth of Massachusetts and chartered by the National Association of Health Underwriters.
- Section 2 The territorial limits of this Association shall be confined to the boundaries of the Commonwealth of Massachusetts.

Article II – Objectives

- Section 1 The objectives of this Association shall be:
- A. To promote the common business interests of those engaged in all health insurance and related services and products, including disability and long term care insurance.
 - B. To advance the public knowledge for all health insurance and related services and products, including disability and long term care insurance.
 - C. To provide and promote a program of continuing education and self-improvement for the Association and the National Association Health Underwriters (NAHU).
 - D. To increase the knowledge and principles, functions, and applications of all health insurance and related services and products, including disability and long term care insurance.
 - E. To promote, sponsor and support education, legislation and regulation and other such practices which are in the best interest of our members, the health insurance industry and thus provide financial protection to the insuring public.
 - F. To promote the adoption and application of high standards of ethical conduct in the health insurance industry.

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G. To do such other activities and to carry out such other programs so as to further the purposes of the Association.

Section 2 This 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 Code of Ethics (See Appendix A) of the National Association of Health Underwriters, which are considered a part of these By-laws.

Article III – Membership

Section 1 Membership in the Massachusetts Association of Health Underwriters will be:

Members:

- A. Individual Member
- B. Associate Member
- C. Honorary

Section 2 A. Individual Members:
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.

B. Associate Members:
Associate membership shall be available to those vendors who are marketing industry related products and services, to the Individual Members of this Association as defined in Article III Section 1A. Each Associate member shall designate one person as the primary representative to this Association. Associate members will not be considered as members for census purposes nor be entitled to vote. Annual dues for this category of membership will be determined by the Board of Directors of this Association.

C. Honorary Members
Honorary members shall be those individuals who have performed distinguished or meritorious service of recognized value to the Massachusetts Association of Health Underwriters. They are to be elected by the Board of Directors of this Association.

Article IV - National and State Affiliation

- Section 1 This Association agrees to be bound by the Bylaws of the National Association of Health Underwriters as adopted and/or amended.
- Section 2 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 3 Insofar as possible, this Association shall be represented by its proper delegates, or duly appointed alternates, at the Annual Meeting of the National Association of Health Underwriters.

Article V – Dues and Finance

- Section1 The fiscal year of this Association shall begin on the first day of July of each year.
- Section 2 Each member of this Association shall pay state and national annual dues. All dues shall be submitted to and through the National Association of Health Underwriters. 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
- Section 3 The Board of Directors shall determine the amount of annual dues of the Association. This 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 the National Association of Health Underwriters, if this Association plans to increase or decrease its state 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 4 The Association's books of account shall be reviewed and/or audited at least once each year. The Auditors shall be named by the Board of Directors and shall be a Certified Public Accountant.
- Section 5 The Board of Directors shall determine the official depository or depositories for Association funds and shall designate one or more persons on the Board of Directors to this task. In addition, any fund request greater than \$500 shall be called to the attention of the Treasurer to sign.

Article VI - Officers

- Section 1 The officers of this Association shall be: President, President Elect, Vice President, Immediate Past President, Secretary/Treasurer, and a non-voting

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association executive staff person, to be known as the Association Executive Director.

- Section 2 Each officer, except the Association Executive Director, shall be an active member in good standing of this Association and National Association of Health Underwriters.
- Section 3 All officers shall take office on the first day of July every other year following their election, and shall serve for a term of two (2) years or until their successors shall be duly elected and qualified.
- Section 4 All officers, except the Association Executive Director, shall serve without compensation.
- 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 becomes 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 Vice President and then Secretary/Treasurer.
- 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 three-fourths (3h) vote of approval by the Board of Directors. The office itself shall remain vacant until the next regular election.
- Section 8 If the offices of Vice President, Secretary/Treasure become vacant due to death, disability, resignation, recall or removal by due process or by succession under Article VI, Section 6, and the office shall be filled by appointment by the President. The appointment shall be subject to three-fourths (3h) 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 duties of the office(s).

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Article VII – Duties of Officers

Section 1

The duties of the officers shall be as follows:

- 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. He/She 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 and shall perform such other duties as may be assigned by the President or Board of Directors.
- c.) *Vice-President* – The Vice-President in the absence of the President and President Elect, the Vice 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.
- d.) *Immediate Past President* – The Immediate Past President shall serve as an advisor to the Board of Directors, Chair the Capital Development Committee, and perform other duties assigned by the President or Board of Directors.
- e.) *Secretary/Treasurer* – The Secretary/Treasurer shall be responsible for the oversight and management, for keeping records of attendance and minutes of the meetings of this Association and the Board of Directors, and perform other duties as may be assigned by the President or Board of Directors. The Secretary/Treasurer shall be responsible for receiving all funds and dues paid to this Association, shall deposit such funds and dues in the Association's official depositories, and shall disburse such funds as directed by the Board of Directors. The accounts and books of the Treasurer shall at all times be open to inspection by the President, the Board of Directors, all active members, and any authorized auditors. He/She shall be responsible for the completion and submission of forms required by laws governing the administration and/or tax status of this Association.
- f.) *Association Executive Director* – The Association Executive Director shall be responsible for the distribution of notices, maintaining a record of minutes, copies of financials, proceedings, and actions of the Board of Directors and the committees of the Board. The Association Executive Director shall keep at the corporate location a copy of the Articles of Organization and Bylaws as amended to date. He/she shall be responsible for directing the efforts and activities of the Corporation based on policy determined by the Executive Committee and the Board of Directors as contractually agreed.

Article VIII - Executive Committee

- Section 1** The Executive Committee shall consist of the elected officers of the Association:
- a.) President
 - b.) President-elect
 - c.) Vice President
 - d.) Treasurer
 - e.) Secretary
 - f.) Immediate Past President
 - g.) Non-voting Association Executive Director
- Section 2 The Executive Committee may act in the place of the Board of Directors between board meetings on all matters explicitly delegated to it by the Board of Directors.
- Section 3 The President may call for meetings of the Executive Committee as the business of the association may require, or a meeting may be called by the Vice President upon written request of three (3) members of the Executive Committee. Except for urgent situations, any called meetings of the Executive Committee shall require notice of not less than three (3) days.
- Section 4 A quorum for conducting business shall be no less than four (4) voting members of the Committee.
- Section 5 The Executive Committee may transact business by mail or electronic means by voting upon proposals to them. Any such proposal will be adopted if two thirds (2/3) of the entire Executive Committee returns affirmative votes.
- Section 6. 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 IX – Board of Directors:

- Section 1 The Board of Directors shall consist of the six (6) Officers and up to (11) elected directors.
- Section 2 Each director shall be an Active member in good standing of this Association and National Association of Health Underwriters.

- Section 3 All directors shall serve without compensation. The board of directors may reimburse elected officers or their alternates for their expenses incurred in connection with the performance of their duties.
- Section 4 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 (2) years, or until their successors shall be duly elected and qualified. (See Article VI, Section 4).
- Section 5 The Board of Directors shall determine the policies and activities of this Association, approve the budget, approve all expenditures and authorize all disbursements, and has the authority and responsibility to manage the Association's affairs.
- Section 6 The Board of Directors shall meet not less than four (4) 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 by mail, facsimile or electronically to each member of the Board by the President not less than fifteen (15) days prior to the meeting.
- Section 7 The Board of Directors may transact business by mail, facsimile or electronically by voting upon proposals presented to them. Any such proposal shall be adopted if at least three-fourths (3/4) 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.
- 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, recall, removal by due process, or by succession under Article VI, Section 6, the position shall be filled by the President from within the Association. The appointment shall be subject to three-fourths (**3/4**) vote of approval by the Board of Directors and shall be for the unexpired term of the office.

Article X – Nominations and Elections

- Section 1 The election of officers shall be held at the annual meeting of this Association.
- Section 2 At least 90 days prior to the date of the annual meeting, the President shall appoint a Nominating Committee consisting of Immediate Past President as Chairman, the President-elect and on non-officer director. The duties of this

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committee shall be to solicit, receive and prepare nominations and to have general charge of the election, including the preparation, distribution, collection, and counting of ballots.

Section 3 The Nominating Committee shall cause a ballot to be prepared containing the names of all qualified nominees and distribute ballot materials to all active members at least thirty (30) days prior to the date of the annual meeting. **The ballots shall be cast in person or by electronic vote or voice vote at the annual meeting.** Election shall be by majority vote of the members in good standing present and voting.

Article XI – Meetings

Section 1 The annual meeting shall be determined by the Board of Directors. A Notice of the Annual Meeting, a copy of the agenda and notice of the report of the recommendations of the Nominating Committee shall be distributed by mail, facsimile, or electronically to each member at least thirty (30) days prior to the meeting. Twenty (20) active members present at an Association meeting shall constitute a quorum.

Section 2 Special meetings of the Board shall be called by the President when deemed necessary, or when requested to do so in writing by five (5) members of the Board. Written notice of such meeting and the purpose for which it is called, shall be distributed by mail, facsimile, or electronically to each Board Member at least ten (10) days before the date of such meeting

Article XII – Committees

Section 1 There shall be the following standing committees:

- a.) Corporate Sponsorship
- b.) Education
- c.) Legislation
- d.) Media/Public Relations
- e.) Membership

Any other committees, task forces as may be determined by the President or Board of Directors.

Section 2 The President shall appoint the chairpersons and the members of all special, standing, or ad hoc committees and task forces, subject to the approval of the Board of Directors.

- Section 3 The Board of Directors shall establish guidelines for all committees and task forces regarding usual duties, terms of office, and requirements for reports unless otherwise specified.
- Section 4 The administration of the fiscal affairs of all standing committees and task forces are vested in the Board of Directors.
- Section 5 Past President's Council: A non-voting Past Presidents' Council made up of past presidents for advisory purposes only. A non-voting Past President's Council Chair can be appointed (but is optional at the standing presidents discretion) and a non-voting Association Executive Director.

Article XIII – Recall and Removal from Office

- Section 1 An officer, member of the Board of Directors, committee member or chair, or task force member or chair may be removed from office in the event of such acts of dishonesty, fraud, misrepresentation or other reasonable cause as would prevent the effective performance of his/her duties or lapsed membership. Any individual member more than ninety (90) days in arrears in membership dues may be dropped from the rolls of this Association as a member in good standing.
- Section 2 No elected officer, board member, appointed committee member or chair, or appointed task force member or chair may be removed from office without a three-fourths (3h) vote of the Board of Directors at any regular or special meeting at which a quorum is present.
- Section 3 Notice or recall or removal must be sent by registered mail to the affected individual advising him or 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 (25%) percent of this Association/s membership can initiate recall. Recall can only be achieved by a three-fourths (3h) vote of the Board of Directors.
- Section 4 Any member of the Association shall lose all rights and privileges of office under this Association if his or her license to sell insurance is revoked by the Division of Insurance in the Commonwealth of Massachusetts.

Article XIV – Parliamentary Authority

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

Article XV - Amendments

- Section 1 Amendments to these Bylaws, may be adopted by a three-fourths (**3/4**) vote of the active members of this Association present at any scheduled meeting of the Association provided: A notice shall be distributed to the members by mail, facsimile, or electronically of the proposed amendment(s) at least thirty (30) days prior to the annual meeting, and provided further that a quorum is met at the meeting.
- Section 2 These Bylaws, and any amendments thereto, shall be effective after submitted and accepted by the National Association of Health Underwriters. True copies of these Bylaws and all such amendments shall be provided to the National Association of Health Underwriters.

Article XVI – Indemnification

- Section 1 This Association may, by resolution of the Board of Directors, provide for indemnification by this Association of any and all its directors, officers, or former directors 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 this Association, except in relation to matters as to which such Director, officer or former Director or officer, shall be adjudicated in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty, and to such matters as may be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article XVII - Dissolution

- Section 1 Dissolution of this Association requires the passing of a Resolution of Resignation by a three-fourths (3/4) vote of all active members. The adopted resolution shall be sent by the Secretary of the 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 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 This Association, 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 this Association.
- Section 3 This Association'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.

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Section 4 This 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 this Association is dissolved or its charter revoked for cause in violation of the Bylaws of the National Association of Health Underwriters. Immediately upon dissolution or revocation of its charter, this Association's Board of Directors shall return all remaining Association funds to the National Association of Health Underwriters for placement in escrow. Funds placed in escrow will be distributed in accordance with the procedures outlined in the Bylaws of the National Association of Health Underwriters.

Section XVIII – Previous Bylaws Superseded:

These Bylaws, as revised, supersede all provisions or any previous Bylaws of the Massachusetts Association of Health Underwriters.

NAHU Code of Ethics

- .To hold the selling, service and administration of health insurance and related products and services as a professional and public trust and 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 I know may be false or misleading.
 - .To consider the sale, service and administration of health insurance and related products and services as a career, to know and abide by the laws of any jurisdiction Federal and State in which I practice and seek constantly to 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 which may reflect unfavorably on me or my industry.
 - .To treat prospects, clients and companies fairly by submitting applications which reveal all available information pertinent to underwriting a policy.
- To extend honest and professional conduct to my clients, associates, fellow agents and brokers, and the company or companies whose products I represent.

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