

**BYLAWS
Of The
Northeast Ohio Health Underwriters**

**Adopted 1993
Revised December 2016**

Article I – NAME AND TERRITORIAL LIMITS

- Section 1. This organization shall be known as the Northeast Ohio Health Underwriters Association, here in after referred to as NEOHUA or this Association, a non-profit corporation incorporated as such under the laws of the state of Ohio and chartered as the Founding Chapter of the National Association of Health Underwriters (NAHU).
- Section 2. The territorial limits of NEOHUA shall be confined to the following counties in the state of Ohio: Ashtabula; Belmont; Carroll; Columbiana; Cuyahoga; Geauga; Harrison; Holmes; Jefferson; Lake; Lorain; Mahoning; Medina; Portage; Stark; Summit; Trumbull; Tuscarawas and Wayne. These shall not be changed unless permission shall first have been obtained from the governing bodies of the local association(s) currently having jurisdiction in such territory, the Ohio State Association of Health Underwriters and the Board of Trustees of the NAHU.

ARTICLE II – PURPOSES

- Section 1. The Objectives of NEOHUA shall be:
- A. To promote the common business interests of those engaged in the sale of health, disability and related insurance products and services.
 - B. To advance public knowledge for the need and benefit of the financial protection provided by health, disability and related insurance products and services.
 - C. To promote the adoption and application of high standards of ethical conduct in the health, disability and related insurance products and service industry.
 - D. To provide and promote a program of continuing education and self-improvement of Association members.
 - E. To increase the knowledge of members concerning the principles, functions and applications of health, disability and related insurance products and services.
 - F. To promote education, legislation, regulation and practices which are in the best interest of the health, disability and related insurance industry and thus provide financial protection to the insuring public.
 - G. To encourage adequate protection against the hazards of disability as part of a well-rounded health, disability and related insurance products and services program.
 - H. To educate consumers on the benefits and limitations of health, disability and related insurance products and services.
 - I. To actively participate on the board of the Ohio Association of Health Underwriters to ensure representation of our membership.
 - J. To do such other things and to carry out such other programs so as to further the purposes of the NAHU.

Section 2. NEOHUA and its members recognize on obligation to present accurately, honestly and completely every fact essential to the client's decision as expressed in the NAHU Code of Ethics which is considered a part of these bylaws.

ARTICLE III – MEMBERSHIP

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

- A. Individual Members
- B. *Life Members (optional)*

Section 2. An individual member may be any individual licensed by his/her state licensing authority for the sale of health, disability and related insurance products and services. Individual members may also include non-licensed individuals engaged in the distribution of health, disability and related insurance products and services such as, but not limited to, home office personnel and others engaged in the management and distribution of such products. Individual members who have paid their annual national, state and local dues will also be referred to as Active Members.

Section 3. Life membership may be granted when an active member has been in good standing for a minimum of ten (10) consecutive years, and has: (1) attained age 65 and retired; or (2) becomes unable to work due to disability, Life members have the same rights and privileges as individual members. NEOHUA shall determine the amount of reduction of local chapter dues, if any. Life member status shall be automatically conferred when all qualification are met and application is made and verified by the NAHU.

ARTICLE IV – NATIONAL AND STATE AFFILIATION

Section 1. NEOHUA agrees to be bound by the bylaws of the State and National Associations of Health Underwriters 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 the State and National Associations of Health Underwriters.

Section 3. Insofar as possible, NEOHUA shall be represented by its proper delegates, or their duly appointed alternates, at the annual meeting of the State and National Associations of Health Underwriters.

ARTICLE V – DUES AND FINANCE

Section 1. Each active member of NEOHUA shall pay local, state and national annual dues. Such annual dues shall be payable on the first day of the member's anniversary month as recorded by the NAHU. Any individual member 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 NEOHUA. NEOHUA'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 NEOHUA plans to increase or decrease its local 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 this Association shall begin on the first day of January of each year.
- Section 4. NEOHUA's books of accounts shall be reviewed and/or audited at last once each three-year calendar period. The Board of Directors shall name the auditors/reviewers and authorize the Business Manager to contract with such auditor/reviewers.
- Section 5. The Board of Directors shall determine the official depository(ies) for NEOHUA 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 – OFFICERS

- Section 1. The officers of NEOHUA shall be: President, President-Elect/Vice President, Immediate Past President, Treasurer, Secretary.
- Section 2. Each officer, except the Business Manager shall be an active member of NEOHUA, OAHU and NAHU.
- Section 3. All officers, except the Business Manager, 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, 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/Vice President, the order of succession shall then be Treasurer and then Secretary.

Section 7. If the office of President-Elect shall become vacant due to death, disability, resignation, or removal by due process, or by succession to the Presidency under Article VI., Section 6, the President shall, within thirty (30) days of the effective date of vacancy, appoint a member of NEOHUA 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 President-Elect/Vice-President, Treasurer or Secretary 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 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 duties of the office(s).

ARTICLE VII – DUTIES OF OFFICERS/BUSINESS MANAGER

Section 1. The duties of the officers shall be as follows:

- A. President – The President shall be the chief elected officer of NEOHUA 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 except the Nominations Committee.
- 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.
- 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. Treasurer – The Treasurer shall be responsible for receiving all funds and dues paid to NEOHUA. Dues shall be forwarded to NAHU. Where they will be deposited and the local portion remitted back to NEOHUA on a monthly basis. The Treasurer shall deposit all other funds in NEOHUA's official depository(ies) and shall disburse such funds upon the order of the Board of Directors. The accounts and books of the Treasurer shall be responsible for the completion and submission of forms required by laws governing the administration and/or tax status of NEOHUA.
- E. The Secretary shall take minutes of the board meetings and disseminate to board members in the absence of the Business Manager.
- F. Business Manager – The Business Manager is 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. The Business Manager shall have no vote.

ARTICLE VII – BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of the officers, (President, President-Elect/Vice President, Secretary, and Treasurer) the eight elected Directors, the Past President and the Business Manager.
- Section 2. Each director, except the Business Manager, shall be an active member of NEOHUA, OAHU and NAHU.
- Section 3. All directors, except the Business Manager, shall serve without compensation.
- Section 4. All elected 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. Four directors will be elected in even numbered years and four directors will be elected in odd numbered years. Executive Board positions continue to progress up the Officers ladder year after year.
- Section 5. The Board of Directors shall; determine the policies and activities of NEOHUA; approve the budget; authorize all expenditures and disbursements; and has the authority and responsibility to manage this Association’s affairs.
- Section 6. The Board of Directors shall meet no 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. A written notice of the time and place of all regular meetings of the Board of Directors of NEOHUA shall be distributed to each member of the Board by the President not less than thirty (30) days prior to the meeting.
- Section 7. The Board of Directors may transact business by mail or electronic means by voting upon proposals presented to them. Any such proposal shall be adopted if the 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 or removal by due process, or by succession under Article VI., Section 6, the position shall be filled by appointment by the President, with the majority vote of the existing board members, and shall be only for the unexpired term of the office.

ARTICLE IX – NOMINATION AND ELECTIONS

- Section 1. The election of officers and directors shall be held at the annual meeting of NEOHUA in June.

- Section 2. The President shall appoint a Nominations Committee by February 15th each year. 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.
- Section 3. The Nominations Committee will call for nominations from the floor at the April membership meeting each year.
- Section 4. The Nominations Committee shall prepare a ballot containing the names of all qualified nominees and distribute ballot materials to all active members at least one (1) month prior to the date of the annual meeting.
- Section 5. The ballots shall be cast in person at the annual meeting or ballots shall be returned to NEOHUA business office via email within time frame indicated in the email for counting by the Nominations Committee.

ARTICLE X – COMMITTEES

- Section 1. There shall e the following standing committees:
- A. Awards
 - B. Educations/Programming
 - C. Legislation
 - D. Membership/Retention
 - E. Nominations
 - F. Sponsorship
- Section 2. There shall be the following special committees:
- A. Expo
 - B. Ways ‘n Means
 - C. Hospitality
 - D. Media Relations
 - E. PAC
 - F. Public Service
 - G. Technology
- Section 3. The President shall appoint the chairs and the members of all standing, special or ad hoc committees and task forces, subject to the approval of the Board of Directors.
- Section 4. 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 in these Bylaws.
- Section 5. The administration of the fiscal affairs of all standing, special and ad hoc committees and task forces are vested in the Board of Directors.

ARTICLE IX – 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.
- Section 2. No elected officer of board member, or appointed committee member or chair, appointed task force member or chair may be removed from office without a three-fourths (3/4) vote of the Board of Directors at any regular or special meeting at which a quorum is present.
- Section 4. 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.
- Section 5. Any individual member of this Association shall lose all rights and privileges of office under this Association if his/her license to sell insurance is revoked or if he/she is convicted of a felony or gross misdemeanor.

ARTICLE XII – PARLIAMENTARY AUTHORITY

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

ARTICLE XIII – AMENDMENTS

- Section 1. Amendments to these Bylaws, if in conformity with the polity of NAHU, may be adopted by a two-thirds (2/3) vote of the active members of NEOHUA present at any meeting of this 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, and provided further that a quorum is present at the meeting. (CAN CHANGE TO EMAIL VOTE)

ARTICLE XIV – INDEMNIFICATION

- Section 1. NEOHUA may, by resolution of the Board of Directors, provide for indemnification by NEOHUA of any and all its Directors or officers or former Directors of 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 of officers of NEOHUA, except in relation to matters as to which such Director of 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 – DISSOLUTION

- Section 1. Dissolution of this Association requires the passing of a Resolution of Resignation by three-fourths (3/4) vote of all active members. The adopted resolution shall be sent by the Secretary of NEOHUA by registered mail to the Executive Vice President of NAHU and shall become effective upon acceptance by the Board of Trustees, individual members of NEOHUA shall become active members of the existing local association nearest them in their state, or their state association or member-at-large if no other association exists within their state.
- Section 2. NEOHUA, by taking the action resign, shall surrender all rights to use the name, emblem, insignia, plate, sign, label or phrase indicative of membership in this Association.
- Section 3. NEOHUA's charter with NAHU may be suspended or revoked in accordance with appropriate sections of the bylaws of NAHU.
- Section 4. NEOHUA 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 NEOHUA is dissolved or its charter revoked for cause n violation of the bylaws of NAHU. Immediately upon dissolution or revocation of its charter, NEOHUA's Board of Directors shall return all remaining Association funds to OAHU. If there is no state association the funds shall be sent to NAHU for placement in escrow. Funds placed in escrow will be distributed in accordance with the procedures outlined in the NAHU bylaws.

ARTICLE XI – PREVIOUS BYLAWS SUPERCEDED

- Section 1. These bylaws, as revised, supersede all provisions of any previous bylaws of this Association.

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 of 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.