

BYLAWS

of the

National Association of Benefits and Insurance Professionals Michigan chapter

Adopted May 1990

Amended January 2005

Amended September 2009

Amended February 2010

Amended February 2015

Amended February 2017

Amended January 2023 (name change NABIP)

ARTICLE I – NAME AND TERRITORIAL LIMITS

Section 1. This organization shall be known as the National Association of Benefits and Insurance Professionals Michigan chapter, hereinafter referred to as “Association,” a non-profit corporation incorporated as such under the laws of the state of Michigan and chartered by the National Association of Benefits and Insurance Professionals, hereinafter referred to as “NABIP.”

Section 2. The territorial limits of this Association shall be confined to the state of Michigan.

ARTICLE II – PURPOSES

Section 1. The objectives of this Association shall be:

- A. To promote the common business interests of those engaged in health, disability and related insurance products and services management.
- 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 industries.
- D. To provide and promote a program of continuing education and self-improvement for 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. To promote and preserve an open, free market health insurance financing system.
- H. To do such other things and to carry out such other programs so as to further the purposes of this Association and NABIP.

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 NABIP Code of Ethics which is considered a part of these bylaws.

ARTICLE III – MEMBERSHIP

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

A. Individual Members

Section 2. An individual member may be any individual licensed by his/her state licensing authority for the sale of disability income and/or health insurance products. Individual members may also include non-licensed individuals engaged in the distribution of disability income and/or health insurance products such as, but not limited to, home office personnel and others engaged in the management and distribution of such products.

Section 3. An individual member may also be any individual who conforms to the purposes stated in Article II, Section 1. above. Individual members who have paid their annual national, state and local dues will also be referred to as active members.

ARTICLE IV – NATIONAL AND STATE AFFILIATION

Section 1. This Association agrees to conform to but not be constrained by the bylaws of the National Association of Benefits and Insurance Professionals(NABIP) 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 NABIP.

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

ARTICLE V – DUES AND FINANCE

Section 1. Each active member of this Association shall pay local (if applicable), state and national annual dues. Dues shall be payable on the first day of the member's anniversary month as recorded by the NABIP. All dues shall be submitted to and through NABIP. 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 2. The Board of Directors shall determine the amount of annual dues of this Association, subject to the ratification of at least three-fourths (3/4) of the local Presidents in the state. 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 NABIP, if this Association plans to increase or decrease its state chapter dues for the following calendar year, the President shall advise the NABIP 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 1st of each year.

Section 4. This Association's books of accounts shall be reviewed and/or audited at least once each fiscal year. The Board of Directors shall name the auditors/reviewers.

Section 5. The Board of Directors shall determine the official depository for Association funds and shall designate one or more Board members and/or Executive Director 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 this Association shall be: President, Immediate Past President, President-Elect, Secretary, and Treasurer.

Section 2. Each officer shall be an active member of this Association, the local and NABIP.

Section 3. All officers shall serve without compensation.

Section 4. All officers shall take office on July 1st 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 Treasurer, 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 within thirty (30) days 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 offices of Secretary and/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 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

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. The President shall be an ex officio member of all standing and special committees except the Nominations Committee. The President does not have a vote under the Parliamentary Rules from Sturgis unless a tie-breaker is needed.
- B. 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.
- C. President Elect – The President Elect, in the absence of the President, shall preside at all meetings of this Association and the Board of Directors and shall perform such other duties as may be assigned by the President or Board of Directors. The President-Elect shall immediately assume the office of President following the adjournment of the annual meeting of the House of Delegates in the year subsequent to his/her election to the office of President-Elect or, in the event of a vacancy as outlined in Article VI, Section 7.
- D. Secretary – The Secretary shall be responsible for keeping all records of attendance and minutes of the meetings of this Association and the Board of

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

- E. Treasurer – The Treasurer, in conjunction with the Executive Director, shall be responsible for receiving all funds and dues paid to this Association. Dues are remitted directly by members to NABIP, where they will be deposited and the local portion remitted back to this Association on a monthly basis. The Treasurer shall deposit all other funds in this Association’s official depository and shall disburse such funds upon the order of the Board of Directors. The accounts and books of the Treasurer and this Association shall be open at all times for inspection by the President, the Board of Directors, and any authorized auditors. The Treasurer shall be responsible for the completion and submission of forms required by laws governing the administration and/or tax status of this Association.
- F. Executive Director – The Executive Director 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 Executive Director shall have no vote.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the officers as defined in Article VI above, the elected President of each local association within the state, and the chairperson of the standing committees as defined in Article X Section 1, or their representative.

Section 2. Each director shall be an active member of this Association, and the local and NABIP.

Section 3. All directors shall serve without compensation.

Section 4. All directors shall take office on the first day of July of each year following their election or appointment by the Association President, and shall serve for a term of one year. (See Article VI, Section 4.)

Section 5. 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. The appointment shall be subject to three-fourths (3/4) vote of approval of the Board of Directors and shall be only for the unexpired term of the office(s).

Section 6. The Board of Directors shall determine the policies and activities of this Association, approve the budget, authorize all expenditures and disbursements, and has the authority and responsibility to manage this Association’s affairs.

Section 7. The Board of Directors shall meet no less than seven (7) 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.

Section 8. An official meeting shall be defined as either being held in person or via teleconference.

Section 9. 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 at least two-thirds (2/3) majority of the entire Board returns affirmative votes. The members of the Board of Directors shall be advised of the results of such balloting no more than seven (7) days after the vote is tabulated.

Section 10. A quorum is necessary for all decisions of this Association. A quorum is defined as fifty percent (50%) of the active Board members of this Association.

ARTICLE IX – NOMINATIONS AND ELECTIONS

Section 1. April 1st prior to the beginning of the Board year, the Immediate Past President shall solicit and receive nominations from the active members to prepare a slate of candidates.

Section 2. The Immediate Past President shall have general charge of the election process including the preparation, distribution, collection and counting of ballots, and reporting the results.

Section 3. No later than April 15, the Immediate Past President shall prepare a ballot containing the names of all qualified nominees and distribute ballot materials to all active members for voting purposes at least two (2) weeks prior to the close of the election. The ballots shall be cast via email, US mail or facsimile and voting shall remain open for a minimum of 5 days.

ARTICLE X – COMMITTEES

Section 1. There shall be the following standing committees:

- A. Awards
- B. Professional Development
- C. Legislation
- D. Membership
- E. Communications
- F. Nomination Committee
- G. Media

H. HUPAC

Section 2. The Chairperson of the aforementioned committees shall be voting members of this Association.

Section 3. The President shall appoint the chairs and 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 XI – 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 or board member, or appointed committee member or chair, or 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 3. 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 this Association's membership can initiate recall. Recall can only be achieved by a three-fourths (3/4) vote of the Board of Directors.

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.

Individual members meeting the definition of Article III, Section 3 above are exempt from insurance licensing requirements, but subject to loss of rights and privileges of office if convicted of a felony or gross misdemeanor.

ARTICLE XII – PARLIAMENTARY AUTHORITY

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

ARTICLE XIII – AMENDMENTS

Section 1. Amendments to these bylaws, if in conformity with the policy of the National Association of Benefits and Insurance Professionals, may be adopted by a two-thirds (2/3) vote of the Board of Directors of this Association 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 Board of Directors at least one month prior to the meeting, and provided further that a quorum is present at the meeting.

ARTICLE XIV – 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 or officers or former Directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or officers of this Association, except in relation to matters as to which such Director or officer or former Director or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE XV – 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 this Association by registered mail to the Executive President Elect of NABIP 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. Dissolution of a local chapter of this Association, requires the passing of a Resolution of Resignation by a three-fourths (3/4) vote of all active members of the Board of Directors of the Association. This action will only be taken in the absence of an active local Board of Directors who has been elected by a majority of the voting members of that chapter. Further, all efforts to re-establish an active chapter must be exhausted by this Association and representative of NABIP.

The adopted resolution shall be sent by the Secretary of this Association by registered mail to the Executive President Elect of the NABIP 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 3. 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 4. This Association's charter with NABIP may be suspended or revoked in accordance with appropriate sections of the bylaws of the National Association of Benefits and Insurance Professionals.

Section 5. 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 NABIP. Immediately upon dissolution or revocation of its charter, this Association's Board of Directors shall return all remaining Association funds to NABIP for placement in escrow. Funds placed in escrow will be distributed in accordance with the procedures outlined in the bylaws of NABIP.

ARTICLE XVI – PREVIOUS BYLAWS SUPERCEDED

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