

## BYLAWS

# INSURANCE WOMEN OF TOLEDO

### ARTICLE I – NAME

The name of this non-profit organization shall be the Insurance Women of Toledo; an association affiliated with the National Association of Insurance Women (International), hereinafter referred to as the Association.

### ARTICLE II – PURPOSE

The object and purpose of this association, organized as a non-profit organization, shall be to serve its members by providing professional education, an environment in which to build business alliances, and the opportunity to make connections with people of differing career paths and levels of experience in the insurance and risk management industry.

### ARTICLE III – MEMBERSHIP AND DUES

#### Section 1. Classification.

##### A. Active Member

Active Membership is open to individuals primarily employed or who have been previously employed at least two years in the Risk Management or Insurance Industry as defined in the membership eligibility policy. Active members are entitled to make recommendations, and hold both elected office and appointed positions at all levels of the association.

1. Active members who have been a member for at least 5 years, who are no longer employed in the Risk Management or Insurance Industry, and who are at least 65 years of age shall be known as “Retired Members”.

##### B. Student Member

Student membership is open to persons who are full time students enrolled in a minimum of twelve (12) credit hours per term in a college or university. Student members who belong to a local association are entitled to make recommendations and to hold both elective and appointive office at all levels of the association.

## Section 2. Membership.

### A. Application, Renewal, Resignation, Revocation

Application for and renewal of membership shall be made on the official form obtained from NAIW headquarters, accompanied by the required amount of dues.

Membership is effective upon receipt at NAIW headquarters of these items. Members belonging to a local association may resign from NAIW by notifying their local association and NAIW Headquarters in writing. Renewal and revocation provisions are outlined in Article III Section 2., C & D.

## Section 3. Dues

### A. Dues Payment Dates.

Dues shall be payable on or before June 1 in an amount set forth in the standing rules plus the prescribed amount payable to NAIW, and in accordance with Article III. National dues shall be due and payable to NAIW Headquarters by July 1. Membership shall be delinquent if dues are not paid by August 1 and forfeited if dues are not paid by the end of the last business day of August. All associations shall use the same dues payment, delinquency, and forfeiture dates as pertain to national dues and membership for association dues and membership.

### B. Partial Dues Payment.

Members (other than retired members) who join NAIW between January 1 and June 30 shall pay one-half the annual dues for that year.

### C. Membership Year.

The membership year shall be July 1 through June 30.

## ARTICLE IV – OFFICERS

### Section 1. Local Officers.

The officers of this association shall be President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past-President.

## Section 2. Term of Office.

These officers, except the President and Immediate Past President, shall be elected Annually and shall assume office and duties on July 1. They shall serve one (1) year or until successors are elected and assume office. No member shall hold more than one office at a time and no member shall be eligible to serve more than two consecutive terms in the same office.

## Section 3. Duties of Officers

The officers shall perform the duties prescribed by these bylaws, the standing rules and the parliamentary authority adopted by the association.

### A. The President Shall:

1. Preside at all meetings of the Association and the Board of Directors.
2. Be an ex-officio member of all committees except the Nominating Committee.
3. Appoint a member to serve as Parliamentarian.
4. Perform other duties as pertain to the office of President.
5. Appoint other than Standing Committee Chairmen.
6. Be Responsible for preparation of a written report to be printed
7. In the Bulletin of all State, Regional & National meetings.
8. Prepare annual budget with Treasurer and Finance & Budget Committee

### B. The President Elect shall:

1. Be an active aid to the President
2. Acquaint herself with the affairs of the Association and prepare for her term as president
3. In the event of the absence or inability of the President to perform her duties, the President Elect shall perform the duties of the President.
4. Automatically accede to the office of President at the end of the term.
5. Plans programs for the monthly meetings
6. Perform other duties as pertain to this office

### C. The Vice President shall:

1. Perform the duties of the President and the President-Elect in the event of their absence or disability.
2. Recommend and supervise all educational programs and courses of study in insurance.
3. Perform other duties as pertain to this office.
4. Promote NAIW programs.

D. The Secretary shall:

1. Take minutes of the meetings of the Association and the Board of Directors.
2. Maintain an accurate list of the membership.
3. Conduct the general correspondence of the Association at the direction of the President.
4. Keep attendance records of the membership.

E. The Treasurer shall:

1. This office shall be a two-year term.
2. Be custodian of all Association funds.
3. Receive all monies and disburse funds only upon the sanction of the Board of Directors or the membership.
4. Pay dues to NAIW as required.
5. Submit written reports at each regular meeting.
6. Submit books and records for audit when required.
7. File any and all tax forms required.
8. With Finance and Budget Committee and President, shall prepare and submit for approval at the September meeting of each year the annual Budget.
9. Perform such duties as pertain to this office.

F. The Immediate Past President shall:

1. Serve in an advisory capacity
2. Perform other duties as pertain to this office

Section 4. Vacancies In Office.

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

## ARTICLE V – NOMINATIONS AND ELECTIONS

### Section 1. Nominating Committee

#### A. Nominations

1. Membership. At a regular meeting in April, a nominating committee of five (5) shall be elected, three (3) of whom shall be elected by the general membership and two (2) elected by the Board of Directors.
2. Duties. The Nominating Committee shall nominate candidates for offices and Standing Committee Chairmen to be filled at the annual meeting. The Nominating Committee shall report to the membership at the regular meeting in June. Each candidate shall have consented to serve.
3. Nominations from the Floor. Nominations from the floor shall be permitted prior to the election. The candidate shall have consented to serve.

#### B. Elections

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

## ARTICLE VI – MEETINGS

A. Regular Meetings. The regular meetings of this Association shall be held each month at a time set forth in the Standing Rule 1, unless otherwise ordered by the Association or by the Executive Board of Directors.

B. Annual Meeting. The regular meeting in June shall be known as the annual meeting and shall be for the purpose of election and installing officers, receiving reports of officers and committees and for any other business that may arise.

C. Special Meetings. Special meetings may be called by the President or by the Board and shall be called upon written request of five (5) members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least (3) days notice shall be given.

D. Quorum. Twenty-five percent (25%) of the membership shall constitute a quorum at any regular or special meeting.

E. Representation At Meetings. This Association shall be entitled to representation at the annual convention, regional conference and State Council meetings of NAIW as outlined in Article IV, Section 2.A, 3.A and Article VII Section 3. The delegate and alternate shall be elected according to the Standing Rules.

F. Proposed Amendments. Members and/or local associations are entitled to propose amendments to the NAIW bylaws as outlined in Article XV. Section 1. A. & B. of the NAIW bylaws. Proposed amendments may be made by associations as outlined in the regional and state bylaws.

## ARTICLE VII – BOARD OF DIRECTORS

Section 1. Composition. The members of the Board of Directors shall consist of the officers and Standing Committee Chairmen.

Section 2. Duties

A. The Board of Directors shall:

1. Supervise the affairs and conduct the business of the Association between business meetings
2. Make recommendations to the membership.
3. Be subject to the orders of the membership.
4. Not act in conflict with actions taken by the Association
5. Meet at a time and place determined by the Board of Directors
6. Perform the duties prescribed in these bylaws, the Standing Rules and the parliamentary authority adopted by the Association.

Section 3. Financial Authority.

A. The Board of Directors shall have the authority to:

1. Expend funds allocated in the approved budget
2. Authorize non-budgeted expenditures not to exceed \$100.00 without prior approval of the membership

Section 4. Quorum.

A. A majority of the Board of Directors shall constitute a quorum.

Section 5. Fidelity Bond.

- A. The Board of Directors shall secure a Fidelity Bond to meet the needs of the Association.

ARTICLE VIII – COMMITTEES

Section 1. Standing Committees.

- A. There may be the following Standing Committees: Bylaws, Education, Legislative, Long Range Planning, Membership, Public Relations and Fellowship, Safety, Community Services, Bulletin and Finance & Budget.

Section 2. Duties of Standing Committees.

- A. Bylaws Chairman and committee shall:

1. Consider all written proposed changes of the national, regional and state bylaws and Standing Rules and shall present them to the Association with recommendations.
2. Review any location Association bylaws changes and submit them for approval.
3. The committee shall consist of at least three (3) past presidents and two (2) members.

- B. Legislative Chairman and committee shall:

1. Keep the membership advised of local, state and national legislation affecting the insurance industry and shall promote a legislative program.

- C. Long Range (Horizon Plan) Planning Chairman and Committee shall:

1. Recommend goals to the Board of Directors to further the objectives of the Association and NAIW, as outlined in Article II of the NAIW bylaws.
2. The chairman shall be a Past President and serve a two-year term. The committee shall consist of at least five (5) members.

D. Membership Chairman and Committee shall:

1. Membership Chairman and committee shall:
2. Receive application for the Board of Directors.
3. The committee will give assistance in organizing new Associations.
4. Promote new membership and receive applications.
5. Assist the Bulletin Chairman in preparing a membership roster.

E. Public Relations and Fellowship Chairman and committee shall:

1. Foster public relations.
2. Submit news items and pictures of Association activities to local press and media and to the Today's Insurance Woman editor at NAIW headquarters for publication.
3. Send Get Well, Congratulatory and Sympathy cards and flowers to members as necessary.

F. Safety Chairman and Committee shall:

1. Foster a safety program
2. Arrange for a speaker on Safety for the October meeting.
3. Work with the Safety Council for Heroes Banquet participation
4. Write Bulletin articles on Safety.

G. Community Services shall:

1. Have charge of all philanthropic or community service activities of the Association under the supervision of the Board of Directors.

H. Bulletin chairman and Committee shall:

1. Edit, print and mail all Bulletins
2. Edit and mail Membership Roster

I. Finance & Budget Chairman together with the Treasurer and President shall:

1. Prepare a budget for the fiscal year.
2. Be in charge of fund raising activities.
3. Be in charge of obtaining advertisers for the Bulletin.

## ARTICLE IX – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of NAIW in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order that NAIW may adopt, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence.

## ARTICLE X – AMENDMENT OF BYLAWS

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