

**NAIW Dallas, Inc.**  
**BYLAWS**

**ARTICLE I**  
**Name**

The name of this non-profit organization shall be NAIW Dallas, Inc., an association affiliated with the NAIW (International), hereinafter referred to as the Association.

**ARTICLE II**  
**Purpose**

The object and purpose of this association, organized as a non-profit corporation, 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**  
**Members**

**Section 1. Classification.**

**A. Active.** Active membership is open to persons 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 to hold both elective office and appointive office at all levels of the association.

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.** 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.

**C. Corporate Partners.** Our corporate partner(s) will have an annual fee as approved by the Board of Directors.

**Eligibility:**

- Those businesses involved in the risk management or insurance industry.
- Those businesses that provide a product or service related to the industry.

**For the following benefits:**

- Listed in the local membership roster as a corporate partner

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- List Web Site Ad on the local associations' website. (Must be provided by corporate partner in electronic format. An additional fee of \$50 will be charged for formatting/or scanning an ad)
- May bring literature to the business meeting for distribution.
- Listed in all local association programs for support of International NAIW
- Attend all dinner meetings and education functions at member prices. (2 people)
- Subscription to Today's Insurance Professionals magazine.
- List your business ad in the local association newsletter. (Ad must be in camera-ready format)

No corporate partner can ever serve in an appointed or elected leadership role within the association.

- Can attend all local NAIW (International) functions at member prices.
- Individuals employed by Corporate Partners who meet the membership eligibility may join and hold office.
- All local associations are responsible for dues billing of the corporate partners.

**Section 2. Membership.**

**A. Application, Renewal, Resignation, Revocation.** Application for and renewal of membership shall be made on the official form obtained from NAIW (International) Corporate Centre accompanied by the required amount of dues. Membership is effective upon receipt at NAIW (International) Corporate Centre of these items. Members belonging to a local association may resign from NAIW (International) by notifying their local association and NAIW (International) Corporate Centre in writing. Renewal and revocation provisions are outlined in NAIW (International) Bylaws Article III, Section 2. subpoints 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 (International), and in accordance with Article III. National dues shall be due and payable to NAIW (International) 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 The Association and NAIW (International) 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.

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**ARTICLE IV**

**Officers**

**Section 1. Local Officers.** The officers of this association shall be President, Vice-President, Secretary, Treasurer, Immediate Past President (who will serve as director) and one (1) director.

**Section 2. Term of Office.** These officers, with the exception of the immediate past president serving as director, shall be elected annually and shall assume office and duties on July 1. They shall serve one (1) year or until their 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 (2) 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:**

- a. Preside at all meetings of the Association and the Board of Directors.
- b. Appoint the Parliamentarian
- c. Appoint all standing committee chairmen and other committees as authorized by the Association or Board of Directors.
- d. Be an *ex officio* member of all committees except the Nominating Committee.
- e. Perform other duties as pertain to the office of president.

**B. The vice president shall:**

- a. Perform the duties of the president in the event of their absence or disability
- b. Plan programs for the monthly meetings taking into consideration events and recognition required by these bylaws .
- c. Perform other duties as pertain to this office.

**C. The secretary shall:**

- a. Take minutes of the meetings of the association and the Board of Directors.
- b. Maintain an accurate list of the membership.
- c. Conduct the general correspondence of the Association at the direction of the president.
- d. Keep attendance records of the membership.
- e. Perform other duties that pertain to this office

**D. The treasurer shall:**

- a. Be custodian of all Association funds and review investments on a quarterly basis.
- b. Receive all monies and disburse funds only upon the sanction of the Board of Directors or the membership.
- c. Pay dues to NAIW (International) as required.

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- d. Submit written reports at each regular meeting.
- e. Submit books and records for audit when required.
- f. File any and all tax forms required.
- g. Perform other such duties as pertain to the office.

**E. The directors shall:**

- a. Perform duties as pertain to the office

**Section 4. Vacancy in Office.**

**A.** A vacancy in the office of president shall be filled by the Vice-president who shall succeed to the office of president for the remainder of the term.

**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.** A nominating committee of three (3) members for associations under 50 members and a committee of five (5) members for associations over 50 members shall be selected in the following manner:

- a. Shall be elected by the Board of Directors at their September meeting.
- b. Qualifications for nominating committee member are found in the Standing Rules

**2. Duties.** The nominating committee shall submit at least one name for each position to be filled. The nominating committee shall report to the membership at their regular meeting in March. 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.

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4. The report of the Nominating Committee at the local association, following any description of the committee or the committee's work, shall be in a form similar to the following:

Nominating Committee Chairman – “Madame President, as set forth in Article V, A. of the model local association bylaws, the Nominating Committee recommends the following slate of candidates for office for the 200\_-200\_ term. Candidates' qualifications were previously provided and will not be read at this time.

For the office of President \_\_\_\_\_  
For the office of Vice President \_\_\_\_\_  
For the office of Treasurer: \_\_\_\_\_  
For the office of Secretary \_\_\_\_\_

Madame President, this concludes the report of the Nominating Committee.

**Elections.**

1. Officers and directors shall be elected by ballot at the regular meeting in March or as soon thereafter as possible.
2. In the event there is only one (1) candidate for any office, the officer may be elected by a voice vote.

**ARTICLE VI**  
**Meetings**

**A. Regular Meetings.** The regular meetings of this Association shall be held the second Tuesday of each month, unless otherwise ordered by the Association or 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 installing officers, receiving reports of officers and committees, and for any other business that may arise.

**C. Special Meetings.** Special meetings of the membership may be called by the president or by the Board of Directors and shall be called upon written request of five (5) of members. Special meetings of the Board of Directors may be called by the President at the request of any two (2) members of the Board of Directors. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three (3) days' notice shall be given.

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

**E. Electronic Meetings.** The Board of Directors, officers and committees are authorized to meet by telephone conference or through other electronic communication media as permitted by law.

**F. Representation at Meetings.** This Association shall be entitled to representation at the annual convention, regional conference, and council meetings of NAIW (International) as outlined in Article IV, Sections 2.A and Section 3.A. and Article VII, Section 3 of the NAIW (International) bylaws. The delegate and alternate: shall be elected by the membership.

**G. Proposed Amendments.** Members and/or local associations are entitled to propose amendments to the NAIW (International) bylaws as outlined in Article XV. Section 1.A.1 of the NAIW (International) bylaws. Proposed Amendments for the Council & Regional Bylaws may be made by associations as outlined in the council and regional bylaws.

**ARTICLE VII**  
**Board of Directors**

**Section 1. Composition.** The members of the Board of Directors shall consist of the officers, two (2) directors, and the standing committee chairmen, with full voting rights, and the Parliamentarian without vote.

**Section 2. Duties.**

**A. Duties.** 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 and the parliamentary authority adopted by the association.

**Section 3. Financial Authority.** The Board of Directors shall have authority to:

- A. Expend funds allocated in the approved budget.
- B. Authorize non-budgeted expenditures not to exceed one hundred and fifty dollars (\$150.00) without prior approval of the membership.

**Section 4. Quorum.** A majority of the Board members including at least 2 Executive Committee members shall constitute a quorum.

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**Section 5. Fidelity Bond.** The Board of Directors will secure a Fidelity Bond to meet the needs of the association

**Section 6. Vacancy on Board**

**A.** Vacancy of a board member other than an officer. If a vacancy should occur on the board, the vacancy shall be filled by a vote of the remaining board of directors.

**B.** Should a board member fail to perform the duties of the position or be unable to fulfill those duties, the board of directors upon a two-thirds (2/3s) vote, may remove the board member from the board of directors.

**ARTICLE VIII**  
**Committees**

**Section 1. Standing Committees.** There may be the following standing committees: Bylaws, Education, Membership, Resources, Communications, Editor of the Connection, Community Action, Industry Events, Scholarship, Budget, and Audit.

**Section 2. Duties of Standing Committees.**

**A. Bylaws Committee.** The Bylaws Committee shall consider all written proposed changes of the national, regional and council bylaws and shall present them to the Association with recommendations. It shall also review any local Association bylaws changes and submit them for approval.

**B. Education Committee.** The Education Committee shall recommend and supervise educational programs and courses of study in insurance and related subjects. The committee shall keep the membership advised of local, council, regional and national legislation relating to the insurance industry, promote a legislative program and a safety program. The Education Committee should promote International NAIW programs.

**C. Membership Committee.** The Membership Committee shall foster public relations and shall submit news items and pictures of the Association's activities to the local press, media and NAIW's Communication Director for International NAIW publication. The committee shall acknowledge new members at a meeting, give assistance in the organization of new associations, and plan the program for the designated new member recognition meeting.

**D. Resource Committee.** The Resource Committee shall be in charge of raising all funds needed by the Association.

**E. Connections Editor.** The Connection Editor shall be responsible for publishing "The Connections", the monthly newsletter of the Association.

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**F. Community Action.** The Community Action Committee shall be responsible for the planning and organizing of all special community projects.

**G. Industry Events.** The Industry Events Committee shall be responsible for the planning and organizing of all industry events for the Association.

**H. Scholarship.** The scholarship committee shall be responsible for the selection of applications received from area insurance college students, Association members, or any individual who desires to further their insurance and risk management career. Scholarships will only be awarded if funds are available.

**I. Budget Committee.** The Budget Committee shall be responsible for compiling the annual budget.

**J. Audit Committee.** The Audit Committee shall be responsible for the audit of the books and records of the Association on a quarterly basis.

**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 (International) bylaws & standing rules, regional or council bylaws, this document shall automatically conform to the NAIW (International) bylaws.