

# **NAIW(International) Bylaws**

**PROPOSED**  
**Effective Date 7/1/2010**



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## BYLAWS OF NAIW (INTERNATIONAL)

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To add Standing Rules to the Table of Contents		

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## BYLAWS OF NAIW (INTERNATIONAL)

### ARTICLE I Name

The name of this association shall be the NATIONAL ASSOCIATION OF INSURANCE WOMEN (INTERNATIONAL)(“NAIW”).

### ARTICLE II Purpose

#### **CURRENT:**

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.

#### **PROPOSED:**

##### **Section 1. Purpose.**

The Association is a non-profit business league (trade association) organized with U.S.C. § 501(c)(6) of the Internal Revenue Code, or the corresponding provision of any future federal tax code (the “Code”), for the purpose of establishing an association of persons having common business interests in insurance and risk management and promoting this common business interest and membership in NAIW (International). The Association shall not engage in any activity that is not allowed to an organization qualified under Section 501(c)(6) of the Code. The Association will serve its members by providing insurance education, skill enhancement, and leadership development. All policies and activities of the Association shall be consistent with the applicable federal, state and local antitrust trade regulations and other legal requirements and applicable tax-exemption requirements. No part of the Association's net earnings shall inure to the benefit of any private individual, be organized for profit or engage in for-profit activities.

##### **Section 2. Policy Against Discrimination.**

No person shall, on the basis of age, race, ethnicity, color, national origin, language, political party affiliation, religion, sex, or physical disability or impairment, be denied membership or be excluded from participation in,

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denied the benefits of, or be subjected to discrimination under any program or activity sponsored or conducted by the Association.

### **Section 3. Policy Against Exclusion From Membership.**

Since exclusion from membership could under certain circumstances be considered an anti-trust violation, membership in the Association shall be limited only in accordance with these Bylaws and policy statements issued by the Association. The Association is not, nor shall it ever become, a trade union or collective bargaining agency. Membership is limited to persons with a common business interest in insurance and risk management and the Association has reserved the right to limit membership to persons with this common business interest according to IRS guidelines governing 501(c)(6) tax exempt organizations. Association membership is open to professionals in the insurance industry who strive for and practice professionalism, regardless of their career level, and who continue to adhere to all current and future NAIW (International) Bylaws, codes of ethics, creeds, mission statements and policy statements issued by NAIW (International). The Association will foster and encourage diversity, and strive to offer a network for members in all career categories, all lines of insurance and all cultural and experiential backgrounds.

**REASON:** Adding required information from the IRS as to our Purpose, Policy against Discrimination and Policy against Exclusion from Membership.

## **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.

1. Active members not belonging to a local association shall be known as "Members-at-Large."

**CURRENT:**

2. 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.”

**PROPOSED:**

Active members who have been a member for at least five (5) years, who are no longer employed in the risk management or insurance industry, and who are at least 65 years of age **by July 1<sup>st</sup> of the renewal year**, shall be known as “Retired members.”

**REASON:**

To clarify when a member becomes a “retired” member.

**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. Student members not belonging to a local association shall be known as “Student Members-at-Large” and shall not be entitled to vote or to hold elective or appointive office in the association.

**Section 2. Membership.**

**CURRENT:**

**A. Application.** 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.

**PROPOSED:**

**A. Application.** Application for and renewal of membership shall be made on the official form obtained from NAIW **Corporate Centre** accompanied by the required amount of dues. Membership is effective upon receipt at NAIW **Corporate Centre** of these items.

**B. Membership Year.** The membership year shall be July 1 through June 30.

**REASON:**

To correct the name of the Corporate Centre and to move the section for the dates of the membership year. From this section forward, through the balance of the document, “NAIW Corporate Centre” will be substituted for “NAIW Headquarters” as a grammatical correction. Sections B, C, D will be re-lettered to C, D, and E.

**C. Resignation.** Members belonging to a local association may resign

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from NAIW by notifying their local association and NAIW **Corporate Centre** in writing; Members-at-Large may resign by notifying NAIW **Corporate Centre** in writing.

**REASON:** To re-letter this section to C.

**CURRENT:**

**C. Revocation.** In the event of an uncollected indebtedness to NAIW, the membership of any member may be revoked by two-thirds (2/3) vote of the National Board of Directors (“Board of Directors”).

**PROPOSED:**

**D. Revocation.** In the event of an uncollected indebtedness to NAIW **and/or a violation of the Code of Ethics**, the membership of any member may be revoked by a two-thirds (2/3) vote of the **International** Board of Directors (“Board of Directors”).

**REASON:**

To clarify the consequences of a violation of our Code of Ethics and to re-letter the section. From this section forward, through the balance of the document, “International” will be substituted for “National” as a grammatical correction.

**CURRENT:**

**D. Renewal.** An individual eligible for Active membership who has been a member for at least three (3) years may rejoin without a lapse in membership by paying current annual dues plus a \$50 reinstatement fee. An individual eligible for Active membership who has been a member for less than three (3) years or who does not desire reinstatement may join as a new member. A Retired member whose membership lapses may rejoin by paying 125% of the annual Retired member rate.

**PROPOSED:**

**E. Reinstatement of Expired Membership.** An individual eligible for Active membership who has been a member for at least three (3) years may rejoin without a lapse in membership by paying current annual dues plus a \$50.00 reinstatement fee. An individual eligible for Active membership who has been a member for less than three (3) years or who does not desire reinstatement may join as a new member. A Retired member whose membership lapses may rejoin by paying 125%, **rounded off to the nearest half-dollar**, of the annual Retired member rate.

**REASON:**

To rename and to re-letter the section. To be consistent with other dues payment schedules and eliminate any dues in odd amounts.

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### Section 3. Dues.

#### CURRENT:

**A. Dues Amount.** Annual dues shall be \*:

• Active member belonging to a local association	\$86.50
• Member-at-Large-Active member not belonging to a local association	\$114.50
• Retired member	\$43.25
• Student member	\$65.00
• Retired Lifetime member	\$302.75

#### PROPOSED:

**A. Dues Amount.** Annual dues shall be \*:

• Active member belonging to a local association	\$86.50
• Member-at-Large-Active member not belonging to a local association	\$96.50
• Retired member	\$43.25
• Student member	\$65.00
• Retired Lifetime member	\$302.75

#### REASON:

Since technology has changed and we are able to communicate with MALs with very little additional costs, we are reducing their fees.

**PLEASE NOTE:** It is still beneficial for members to join a local association; however, we understand there are many reasons that some members aren't able to do so, such as travel schedules, location of meetings, etc.

#### CURRENT:

**B. Dues Adjustment.** Annual dues shall be increased or decreased by the annual inflation factor not to exceed five percent (5%) based on the annual rate of inflation as of December 31 of the prior year, as published in the Consumer Price Index, using the Urban Wage Earners and Clerical Workers (CPI) table. The dues amount shall be rounded off to the nearest half-dollar. Notification of dues amount for the next fiscal year shall be mailed to the local associations no later than March 15. Said dues amount shall become effective July 1.

#### PROPOSED:

**B. Dues Adjustment.** Annual dues shall be **increased** by the annual inflation factor not to exceed five percent (5%) based on the annual rate of inflation as of December 31 of the prior year, as published in the Consumer Price Index, using the Urban Wage Earners and Clerical Workers (CPI) table. The dues amount shall be rounded off to the nearest half-dollar. Notification of dues amount for the next fiscal year shall be mailed to the local associations no later than March 15.

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\* The NAIW Secretary is authorized to update the dues amounts in the Bylaws annually **in accordance with Article III and Article XV of these NAIW (International) Bylaws.**

**NOTE:** This expanded wording is recommended by NAIW's attorney.

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Said dues amount shall become effective July 1.

**REASON:**

It would not be fiscally responsible to decrease our membership dues.

**CURRENT:**

**C. Dues Reduction.** Retired member dues shall be 50% of the current annual Active membership rate. Retired Lifetime memberships are available to Retired members at 700% of the annual Retired membership rate. Student member dues shall be 75% of the current annual Active membership rate.

**PROPOSED:**

**C. Dues Reduction.** Retired member dues shall be 50% of the current annual Active membership rate. Retired Lifetime memberships are available to Retired members at 700%, **rounded off to the nearest half-dollar**, of the annual Retired membership rate. Student member dues shall be **75%, rounded off to the nearest half-dollar**, of the current annual Active membership rate. **Said dues amount shall become effective July 1.**

**REASON:**

To ensure that dues amounts do not end in odd amounts and to clarify when dues reductions would become effective.

**D. Dues Payment.** Members-at-Large and Student Members-at-Large shall pay dues directly to NAIW **Corporate Centre**. Active members belonging to a local association shall pay dues to their local association. Local associations shall remit dues to NAIW **Corporate Centre** for all local members, unless a local association has chosen the option to have their members' renewal dues directly billed and collected by NAIW **Corporate Centre**, in accordance with procedures adopted by the Board of Directors.

**CURRENT:**

**E. Dues Payment Dates.** 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 members. The annual renewal date for Student Members-at-Large is their date of membership acceptance.

**PROPOSED:**

**E. Dues Payment Dates.** **International** dues shall be due and payable to NAIW **Corporate Centre** by July 1. Membership shall be forfeited if dues are not paid by the end of the last business day of **July**. All associations shall use the same dues payment and forfeiture dates as pertain to **international** dues and membership.

**REASON:**

Dues need to be processed in a more timely manner; and with notice given in the Spring, members should be able to meet a July 31<sup>st</sup> deadline date. The current board also needs to know what the general membership base is so that they can proceed with the goals set for the year. Also, there is no reason to have a special membership renewal date for Student Members-At-Large.

**F. Partial Dues Payment.** Members (other than Student Members-at-Large or Retired members) who join NAIW between January 1 and June 30 shall pay one-half the annual dues for that year.

**CURRENT:**

**G. Membership Year.** The membership year for other than Student Members-at-Large shall be July 1 through June 30.

**PROPOSED:**

Item G. is removed in its entirety. Wording has been relocated to Section 2, Membership, as B. Membership Year.

## ARTICLE IV Divisions

**CURRENT:**

**Section 1. Divisions.** The divisions of NAIW shall be Regions; state, provincial, commonwealth and territorial Councils; Local Associations and college chapters.

**PROPOSED:**

**Section 1. Divisions.** The divisions of NAIW (**International**) shall be Regions; **S**tates, **P**rovincial, **C**ommonwealth and **T**erritorial Councils; Local Associations; and College Chapters.

**REASON:**

To add "International" and reflect clerical correction.

**CURRENT:**

**Section 2. Regions.** NAIW shall be divided into regions for the purpose of providing representation to the national Board of Directors. Realignment of established regions must be presented to the members for vote.

**PROPOSED:**

**Section 2. Regions.** NAIW shall be divided into regions for the purpose of providing representation to the **International** Board of Directors.

**REASON:**

If Article XV is adopted, realignment of regions would be evaluated and voted on

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by the Board of Directors.

**A. Regional Conference.** Regions shall hold an annual conference for the purpose of transacting any business that may properly come before it. The members of the region shall designate the site. The voting body of the regional conference shall consist of one delegate from each local association in the region. In addition, Members-at-Large (excluding Student Members-at-Large) from the region in attendance at the conference shall meet and elect a delegate.

**B. Regional Vice Presidents.** Regional Vice Presidents are elected from each region and shall serve as the representative to the Board of Directors.

**C. Term of Regional Vice President.** The Regional Vice Presidents shall be elected at the regional conferences for a term of one year or until their successors are elected and assume office. The Regional Vice Presidents shall assume office on July 1. Regional Vice Presidents shall not serve more than two consecutive terms in office.

**D. Duties of the Regional Vice President.** The Regional Vice President shall be the official NAIW representative to council meetings within the region, preside over the regional conference, and perform such other duties as are prescribed for the office in these bylaws, the region's bylaws, by the Board of Directors, by the Executive Committee, or by the President.

**E. Regional Nominating Committee.** The Regional Nominating Committee shall consist of one member elected at each council meeting and an alternate to serve should the member be unable to do so. The Regional Vice President shall appoint a chairman without vote who has previously served on the Regional Nominating Committee. The Regional Nominating Committee shall meet at the annual conference following its election to consider the qualifications of all candidates for elected office. The Regional Nominating Committee shall submit at least one name for each position to be filled. Following the report of the committee, additional nominations may be made from the floor.

**F. Election of Regional Vice President.** The Regional Vice President shall be elected by ballot at the regional conference. If there are two or more nominees for the office, the affirmative vote of a majority of the delegates entitled to vote who are present and voting shall elect. In the event there is only one nominee for the office, the Regional Vice President may be elected by a voice vote. In the event there is no nominee for Regional Vice President, the unfilled office shall be filled by the NAIW (International) Board of Directors at the pre-convention Board of Directors meeting from names submitted by local associations or members in that region.

**G. Vacancy of Regional Vice President.** Should a vacancy occur in the position of Regional Vice President, the Board of Directors shall appoint a successor from that region. Local associations and individual members in that region may submit candidates to the Board for consideration.

**H. Removal of Regional Vice President.** The NAIW Board of Directors, by a two-thirds (2/3) vote, may remove a Regional Vice President from office in the event she/he fails or is unable to perform the duties of the office.

**I. Bylaws of a Region.** A region shall adopt bylaws, provided they do not conflict with the NAIW Bylaws or NAIW Standing Rules. Before going into effect, a new region's bylaws must be approved by the NAIW (**International**) Board of Directors.

**CURRENT:**

**Section 3. State, Provincial, Commonwealth and Territorial Councils.\***

Each state, provincial, commonwealth & territorial within a region may constitute a council, under the guidance of a council director. Each council may determine for itself the need or desire for such a structure within the council.

**PROPOSED:**

**Section 3. State, Provincial, Commonwealth and Territorial Councils.\***

Each state, **province**, commonwealth **and territory** within a region may constitute a council, under the guidance of a council director. Each council may determine for itself the need or desire for such a structure within the council.

**REASON:** To use the correct wording.

**A. Council Meetings.** Councils shall hold an annual meeting for the purpose of transacting any business that may properly come before it. The site and date shall be determined in accordance with the council bylaws, subject to the approval of the current Regional Vice President. The voting body of the council meeting shall consist of one delegate from each local association in that council. In addition, Members-at-Large (excluding Student Members-at-Large) from the council in attendance at the meeting shall meet and elect a delegate.

**B. Council Directors.** Council Directors shall be elected at the council meeting for a term of one year or until their successors are elected and assume office. The Council Director shall assume office on July 1. Council Directors shall not serve more than two consecutive terms in office.

**C. Duties of the Council Director.** The Council Director shall preside over the council meeting and perform such other duties as are prescribed for the office in these bylaws, the council's bylaws, by the Board of Directors, by the Executive Committee, or by the President.

**D. Council Nominating Committee.** The Council Nominating Committee shall be elected by the delegates at the council meeting or appointed by the Council Director-Elect in the event the Committee is not elected prior to July 1, preceding the annual council meeting. The Council Nominating Committee shall consist of at least:

1. Three (3) members - councils of five (5) associations or fewer;
2. Five (5) members - councils of six (6) to fifteen (15) associations
3. Seven (7) members – councils of sixteen (16) or more associations, who

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\* Formally organized state associations with a charter or tax exempt filing for their state dated prior to July 1, 1985, shall be exempted from complying with this section on "State, Provincial, Commonwealth and Territorial Councils," but their bylaws shall not conflict with the NAIW Bylaws or NAIW Standing Rules.

shall be present at the annual council meeting.

The delegates shall elect or the Council Director shall appoint a chairman either with or without vote who has previously served on the Council Nominating Committee. The Council Nominating Committee shall meet at the annual council meeting to consider the qualifications of all candidates for elected office. The Council Nominating Committee shall submit at least one name for each position to be filled. Following the report of the committee, additional nominations may be made from the floor.

**E. Election of Council Director.** The Council Director shall be elected by ballot at the council meeting. If there are two or more nominees for the office, the affirmative vote of a majority of the delegates entitled to vote who are present and voting shall elect. In the event there is only one nominee for the office, the Council Director may be elected by a voice vote. In the event the annual meeting cannot be held or in the event there is no nominee for Council Director, the unfilled office shall be filled by appointment by the Regional Vice President with the approval of the Board of Directors.

**F. Vacancy of the Council Director.** Should a vacancy occur in the position of Council Director or Council Director-Elect, the vacancy shall be filled by a member from the council per the council's bylaws.

**G. Council Discontinuance.** A proposal to discontinue a council may be made upon petition to the **International** Board of Directors. Such petition must be signed by ten percent (10%) of the council's members. A mail vote of the council's members shall be conducted according to the NAIW policy on council discontinuance/reformation. The council shall be dissolved if the vote for dissolution is approved by a majority of the total mail votes cast.

**H. Council Reformation.** A proposal to reform a discontinued council may be made upon petition to the **International** Board of Directors. Such petition must be signed by ten percent (10%) of the council's members. A mail vote of the council's members shall be conducted according to the NAIW policy on council discontinuance/reformation. The council shall be reformed if the vote for reformation is approved by a majority of the total mail votes cast.

**I. Bylaws of a Council.** A council shall adopt bylaws, provided they do not conflict with the NAIW Bylaws or NAIW Standing Rules. Before going into effect, a new council's bylaws must be approved by the NAIW (**International**) Board of Directors..

**Section 4. Local Associations.** A local association may apply for an NAIW charter with a minimum membership of five (5) Active Members.

**A. Local Association Purpose.** The local association shall promote the objectives of NAIW on a local level.

**B. Charter Withdrawal.** A local association may cease affiliation with NAIW by notifying in writing the Regional Vice President, Council Director, (**add International President**), and NAIW **Corporate Centre** of its intention and by returning its charter and all other NAIW materials to NAIW **Corporate Centre**. NAIW affiliation ceases upon receipt of said materials by NAIW **Corporate Centre**.

**C. Charter Revocation.** The charter of a local association may be revoked by a two-thirds (2/3) vote of the total membership of the NAIW Board of Directors for any conduct injurious to the organization or the failure to do one or more of the following:

1. Maintain the required minimum membership for two consecutive years;
2. Comply with the object and purpose of NAIW;
3. Bring its bylaws into compliance with the NAIW Bylaws;
4. Comply with NAIW membership eligibility policy;
5. Hold regular meetings; or
6. Remove financial indebtedness to NAIW.

Notice of intent to revoke a charter, with explanation of the cause for revocation, shall be sent by registered mail to the local association president with a copy to all local association members at least ninety (90) days prior to the meeting of the Board of Directors at which such action will be considered. The local association may submit a written response to the Board of Directors.

**CURRENT:**

**D. Bylaws of a Local Association.** A local association shall adopt bylaws, provided they do not conflict with the NAIW Bylaws or NAIW Standing Rules.

**PROPOSED:**

**D. Bylaws of a Local Association.** A local association shall adopt bylaws, provided they do not conflict with the NAIW Bylaws or NAIW Standing Rules. **Before going into effect, a new local association's bylaws shall be approved by the NAIW (International) Board of Directors.**

**REASON:**

To add wording regarding approval of local bylaws, that is consistent with wording for council and regional bylaws.

**Section 5. College Chapters.** The NAIW Board of Directors may recognize an NAIW College Chapter at any college or university with a minimum of five (5) student members.

## **ARTICLE V Officers**

**Section 1. International Officers.** The **International** officers of NAIW shall be a President, President-Elect, Vice President and Secretary.

**Section 2. Qualifications.** To be eligible for **international** office, a person shall have served as a Regional Vice President. No two **international** officers shall be from the same region, except in the event of an officer's inter-regional move. Such officers may complete their terms and may be candidates for election to subsequent **international** positions.

**Section 3. Term of Office.** The **international** officers, with the exception of the President, shall be elected at the **International** Convention for a term of one year

or until their successors are elected and assume office. The **international** officers shall assume office on July 1. **International** officers shall not serve more than one consecutive term in the same office.

**Section 4. Vacancy in Office.**

- A. President.** In the case of a vacancy in the office of President, the President-Elect shall serve as President for the remainder of the term, and then serve the term for which elected.
- B. President-Elect.** In the case of a vacancy in the office of President-Elect, the duties of President-Elect, except the right to succeed or assume the office of President, shall be filled by a member or members of the Board of Directors as determined by the Board of Directors. The positions of President and President-Elect shall be filled at the next regular election.
- C. Other Offices.** A vacancy in the office of Vice President or Secretary shall be filled by the Board of Directors.

**Section 5. Duties of Officers.** The **international** officers shall perform such duties as are prescribed for the office in these bylaws, by the Board of Directors, by the Executive Committee, by the President, or in the adopted parliamentary authority.

**Section 6. Removal.** The Board of Directors, by a two-thirds (2/3) vote, may remove an officer from office in the event the officer fails or is unable to perform the duties of the office.

## ARTICLE VI Nominations and Elections

**Section 1. Nominating Committee.**

- A. Membership.** The Nominating Committee shall consist of one member elected at each regional conference and an alternate to serve should the member be unable to do so.
- B. Election of Chairman.** The President shall appoint a chairman without vote who has previously served on the **International** Nominating Committee.
- C. Duties.** The Nominating Committee shall meet at the annual **international** convention following its election to consider the qualifications of all candidates for elected office. **CURRENT:** The Nominating Committee shall submit at least one name for each position to be filled.  
**PROPOSED:** The Nominating Committee shall submit at least one name for each **office** to be filled.  
**REASON:** Grammatical clarification
- CURRENT: D. Nominations from the Floor.** Following the report of the committee, additional nominations may be made from the floor.  
**PROPOSED: D. Nominations from the Floor.** Following the report of the **Nominating** Committee, additional nominations may be made from the floor.  
**REASON:** Grammatical clarification

**Section 2. Election of Officers.** The **international** officers, with the exception of President, shall be elected by ballot at the **Annual International Convention**. If there are two or more nominees for an office, the affirmative vote of a majority of the delegates entitled to vote who are present and voting shall elect. In the event there is only one nominee for an office, the officer may be elected by a voice vote.

## **ARTICLE VII Meetings**

**Section 1. International Convention.** An **international** convention shall be held each year at a place, date, and time determined by the Board of Directors for the purpose of electing officers, receiving reports, and transacting such other business as may properly come before it. Any active member of NAIW has the right to attend the **international** convention and to speak.

**Section 2. Call to International Convention.** The call to **international** convention, giving notice of the place, date, and time of the convention, shall be mailed to the members at least forty-five (45) days prior to the convention.

**Section 3. Voting Body.** The voting body of any **international** convention shall be composed of the following delegates:

- One delegate from each local association; and
- One delegate from the Members-at-Large (excluding Student Members-at-Large) from each region.

**Section 4. Quorum.** The quorum at any meeting of any **international** convention shall be a majority of the voting delegates who have been registered as in attendance.

**Section 5. Postponement.** In the event of an emergency, the Board of Directors by a two-thirds (2/3) vote may postpone any **international** convention. All members shall be notified of the postponement in a manner determined by the Board of Directors to be fair and reasonable under the circumstances.

**CURRENT: Section 6. Special Meetings.** A special convention shall be called by a two-thirds (2/3) vote of the Board of Directors, with notice given to the members at least thirty (30) days prior to the special convention.

**PROPOSED: Section 6. Special Meetings.** A special convention **may** be called by a two-thirds (2/3) vote of the Board of Directors, with notice given to the members at least thirty (30) days prior to the special convention

**REASON:** To allow greater flexibility in calling a special meeting.

## **ARTICLE VIII NAIW (International) Board of Directors**

**Section 1. Composition.** The members of the **NAIW (International) Board of Directors (“Board of Directors”)** shall be the President, President-Elect, Vice President, Secretary and Regional Vice Presidents.

**REASON:** Clarification recommended by NAIW's attorney to distinguish the International Board of Directors

**Section 2. Duties.**

**A. Power and Authority.** The Board of Directors shall have full power and authority over the affairs of NAIW between conventions except as otherwise provided in these bylaws. The Board shall adopt special rules of order and standing rules to govern its proceedings and the affairs of NAIW over which it has power and authority.

**B. Duties.** The Board of Directors shall:

1. Establish NAIW policies;
2. Adopt an annual budget;
3. Approve the annual audit report;
4. Determine the registration fee for any convention;
5. Send a summary of the Board's actions to all members; and
6. Perform other duties as prescribed for the Board in these bylaws, by the **international** convention delegates, or in the adopted parliamentary authority.

**Section 3. Meetings.**

**A. Regular.** Regular meetings of the Board of Directors shall be held in August, January, and immediately prior to the annual **international** convention. Call of a regular meeting shall be given at least seven (7) days before the meeting to each member of the Board of Directors. Notice may be waived by the members of the Board of Directors in accordance with statutory requirements.

**B. Special.** Special meetings of the Board may be called by the President or any five (5) members of the Board with notice given at least seven (7) days before the meeting to each member of the Board of Directors. Notice may be waived by the members of the Board of Directors in accordance with statutory requirements.

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

**PROPOSED: Add new Section 5.**

**Section 5. Abstention from Voting.** Any Director deemed to be interested in the outcome of any vote shall voluntarily abstain from voting on the matter. A Director considered to be interested may voice an opinion on the matter which may be considered by the Board in reaching a vote, but the interested director shall not have a vote. In the event a Director is deemed to be interested, yet does not abstain from voting, the Board of Directors may force the interested director to abstain from voting by a majority vote of the Board of Directors.

**REASON:** Wording included at the recommendation of NAIW's attorney.

## ARTICLE IX Executive Committee

**Section 1. Composition.** The members of the Executive Committee shall be the President, President-Elect, Vice President, and Secretary.

**Section 2. Duties.**

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**A. Power and Authority.** The Executive Committee shall exercise the authority of the Board of Directors between meetings of the Board.

**B. Duties.** The Executive Committee shall:

1. Be accountable to the Board of Directors;
2. Make recommendations to the Board of Directors;
3. Send a summary of the Executive Committee's actions to all members; and
4. Perform other duties as prescribed for the Executive Committee in these bylaws or by the Board of Directors.

**Section 3. Meetings.** Meetings of the Executive Committee shall be held immediately preceding each regular meeting of the Board of Directors and at such other times as called by the President or any two members of the Executive Committee with at least 24 hours' notice. Notice may be waived by the members of the Executive Committee in accordance with statutory requirements.

**Section 4. Quorum.** A majority of the members of the Executive Committee shall constitute a quorum.

## **ARTICLE X Committees**

**Section 1. Standing Committee.** The Budget and Finance Committee shall be composed of the President-Elect as Chairman, the Vice President, and two (2) Regional Vice Presidents appointed by the President. The committee makes recommendations to the Board of Directors on the financial policies of the association.

**Section 2. Special Committees.** Special committees may be created as necessary by the **international** convention delegates, the Board of Directors, the Executive Committee, or the President.

## **ARTICLE XI Electronic Meetings**

The Board of Directors, Executive Committee, and committees are authorized to meet by telephone conference or through other electronic communications media as permitted by law.

## **ARTICLE XII Administrative Operations**

**Section 1. Executive Vice President.** NAIW shall operate a **corporate centre** office under the direction of an Executive Vice President, who shall be selected by the Board of Directors. If an NAIW member is selected as Executive Vice President, the active NAIW membership shall be resigned.

**Section 2. Fiscal Year.** The fiscal year shall be from July 1 through June 30.

### **ARTICLE XIII Indemnification**

Any director, officer, employee or agent of NAIW who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, shall be indemnified for all expenses and liabilities actually and reasonably incurred in connection therewith to the extent permitted by law, provided that they acted in good faith and in a manner reasonably believed to be in the best interest of NAIW and, as to criminal proceedings, had no reasonable cause to believe their conduct was unlawful.

### **ARTICLE XIV 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 effect. **REASON:** The current wording, "precedence," is being replaced by the wording "effect" at the recommendation of NAIW's attorney.

### **ARTICLE XV Amendment of Bylaws**

**CURRENT:**

**Section 1. Convention Action.** These bylaws may be amended at any Convention following any discussion or amendment:

**A. Amendment with Notice before Convention.** By a two-thirds vote, provided that the amendment:

1. has been submitted by a member, local association, council, region, or the Board of Directors
2. has been approved by the Regional Vice Presidents;
3. has been submitted to all members by January 31 immediately preceding the annual convention for consideration at the regional conference;
4. has been approved by a majority of the total votes cast by delegates at the regional conferences immediately preceding the annual convention (with the total votes of each region forwarded to NAIW Headquarters within five days of the close of the regional conference and all members notified of the results of the voting at the regional conferences within fifteen (15) days following the last conference held).

**B. Amendment with Notice at Convention.** By a nine-tenths (9/10) vote, provided previous notice has been given at an earlier meeting of the convention.

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**Section 2. Effective Date.** Bylaw amendments shall take effect on the first day of the fiscal year immediately following adoption, unless otherwise ordered by the convention.

**Section 3. Revision.** These bylaws may be revised only upon authorization by the preceding convention.

**PROPOSED:**

**Section 1. Amendment.**

A. Any member, local association, council, region, or the Board of Directors may propose an amendment to these bylaws. Proposed amendments shall be approved by a two-thirds (2/3) vote of the Board of Directors at any Board meeting.

B. With the exception of a change in the name of the International Association or a change in the dues structure, these bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at any Board meeting.

**Section 2. Name Change and/or Change in Dues Structure.**

Notice of a proposal for a name change or a dues structure change will be submitted to all members by January 31 for the purpose of conducting a delegate vote at the regional conferences immediately preceding the Annual International Convention. The total votes of each region shall be forwarded to NAIW Corporate Centre within five (5) days of the close of the regional conference. All members shall be notified of the results of voting at the regional conferences within fifteen (15) days following the last conference held. If the proposal has been approved by a majority of the delegates casting votes at the regional conferences, final voting on the proposal shall take place at the Annual International Convention.

**Section 3. Effective Date.**

Bylaws amendments shall take effect immediately upon adoption, unless the motion to adopt specifies another date for it to become effective.

**REASON:** To streamline the operation of NAIW as an association and to allow the Board of Directors the flexibility in making changes as dictated by members' needs and current business trends. This change will enable the focus at the international convention to be on educational offerings instead of bylaws. The current process for changing the bylaws of NAIW is slow and cumbersome. It takes many months to realize any change. Members have expressed to us that they do not want to devote time at the annual convention or regional conference in a business session that discusses only bylaws. The focus of our association has to be on education, one of our founding principles.

**CURRENT:**

Standing Rules of the National Association of Insurance Women (International).

**PROPOSED:**

Standing Rules of **NAIW** (International)

**REASON:** To be consistent with the name of the association.

*(Proposed Effective Date 7/1/2010)*

**PROPOSED:**

1. On any association matter on which NAIW has no established policy, any action taken by any member on behalf of NAIW must be approved by the Board of Directors.

**REASON:** Number the first statement to be consistent with balance of Standing Rules.

2. NAIW Week shall begin on the third Sunday in May.

**CURRENT:**

3. An annual Executive Committee Leadership Meeting shall be held for the purpose of setting goals and objectives. The date and site of the meeting shall be determined by the president.

**PROPOSED:**

3. An annual Executive Committee Leadership Meeting **may** be held for the purpose of setting goals and objectives. The date **of this meeting shall be determined by the president** and the **location** of the meeting **may** be at **the site of the president's annual convention**.

**REASON:** Allow flexibility for setting date and in determining location of EC meeting.

**CURRENT:**

4. An annual Council Director Leadership Training Meeting shall be hosted by National. The date and site of the meeting shall be determined by the President.

**PROPOSED:**

4. An annual Council Director Leadership Training meeting **may** be hosted by **NAIW (International)**. The date and **location** of the meeting shall be determined by the President.

**REASON:** Grammatical clarification

5. The registration fee for NAIW members and guests at a regional conference shall be determined by the host association, based on the anticipated budget. The host association shall provide the **international** representative, Regional Vice President, and Regional Vice President's assistant complimentary registration, meals, hotel accommodations, and round trip travel to the conference site.

6. Allowed Expenses

**A. Meetings of the Board of Directors and Executive Committee.**

NAIW shall pay round-trip travel, hotel, and meals for those authorized to attend.

**B. Annual **International** Convention**

- i. NAIW shall pay round-trip travel, hotel, meals, and registration fee for members of the Board of Directors attending the convention.
- ii. Regional Vice Presidents-Elect shall be reimbursed for registration, transportation, and hotel expenses to attend the annual convention at which installed.

**CURRENT:**

- iii. Regional winners of the Communicate With Confidence Speak-off, Rookie of the Year, Claims Professional of the Year, Insurance Professional of the Year, The Risk Management of the Year, and Professional Underwriter of the Year awards and assistants to the Regional Vice Presidents shall receive complimentary registration for the annual national convention.

**PROPOSED:**

- iii. Regional winners of the **Confidence While Communicating** Speak-off, Rookie of the Year, Claims Professional of the Year, Insurance Professional of the Year, Risk Management **Professional** of the Year, and Professional Underwriter of the Year awards, and assistants to the Regional Vice President shall receive complimentary registration for the annual **international** convention.

**REASON:** Correct the names of awards

**CURRENT:**

**C. Council Meetings.**

Regional Vice Presidents shall be reimbursed for round-trip travel expenses to attend annual meetings within their region or attend one (1) official function in those states, provincial, commonwealths, or territories having no council.

**PROPOSED:**

**C. Council Meetings.**

Regional Vice Presidents shall be reimbursed for round-trip travel expenses to attend annual meetings within their region or attend one (1) official function in those states, **provinces**, commonwealths, or territories having no council.

**REASON:** Grammatical correction

**D. Council Director Leadership Training Meeting hosted by NAIW (International).**

**CURRENT:**

NAIW shall reimburse the participants for expenses related to the annual Council Director Leadership Training Meeting; not to exceed the budget allocated for the meeting.

**PROPOSED:**

The annual Council Director Leadership Training Meeting should be incorporated into the schedule at the regional conferences so as to not incur additional expenses for NAIW, Council Directors, Council Directors-Elect or Regional Vice Presidents.

**REASON:** To be fiscally responsible

**E. Councils.**

Council Directors shall have a budget allocated for their term of office to be used to make one (1) visit to each association in their council and for communication with members in the council. Reimbursement will be made upon receipt at Corporate Centre of the official expense forms and documentation as required by policy, not to exceed the budgeted amount.

**CURRENT:**

F. Postage and photocopy material, subject to the approved fiscal year budget, for Members of the Board of Directors and national committee members shall be reimbursed by NAIW.

**PROPOSED:****F. Postage and Photocopying.**

NAIW shall reimburse the cost of postage and photocopy material, subject to the approved fiscal year budget, for members of the Board of Directors.

**REASON:** To be fiscally responsible

**7. International Convention**

An annual convention shall be held in June unless otherwise specified by a two-thirds (2/3) vote of the Board of Directors.

**8. Transfer of Affiliation or Membership Category**

A. In the event of a transfer of local association membership, no further **international** dues shall be required for the remainder of the fiscal year.

B. **International** membership category changes may be made effective **only at renewal time**.

**9. Amendments to the Standing Rules**

A. Proposed amendments may be recommended by an active member, a local association, council, region, or the Board of Directors.

**CURRENT:**

B. Proposed amendments shall be approved by the Regional Vice Presidents.

**PROPOSED:**

B. Proposed amendments shall be approved by the **International Board of Directors**.

**REASON:** To allow all elected members of the Board of Directors to vote on proposed amendments

**CURRENT:**

- C. Proposed amendments that are approved by a majority of the Regional Vice-Presidents shall be submitted to all delegates at the annual meeting. Approval of a majority of the delegates voting shall be required for adoption.

**PROPOSED:**

- C. These standing rules may be amended by a two-thirds (2/3) vote of the International Board of Directors at any Board meeting.

**REASON:** To allow all elected members of the Board of Directors to vote on proposed amendments and to give the Board the flexibility to make changes as dictated by members' needs and business trends. The current process to change the standing rules of NAIW is slow and cumbersome. It takes months to realize a change.

**CURRENT:**

- E. Approved standing rule amendments shall take effect on the first day of the fiscal year immediately following their adoption unless otherwise specified in the proposed wording.

**PROPOSED: (Re-letter to "D")**

- D. Approved standing rule amendments shall take effect immediately upon adoption, unless the motion to adopt specifies another date for it to become effective.

**REASON:** To allow the Board of Directors the flexibility to make changes as dictated by members' needs and current business trends.