

Mission Statement

The New Jersey Association of Health Underwriters seeks to be the leading front-line advocacy organization of professional insurance advisors promoting free market solutions for the delivery of health care, health care financing, and health related services and coverage; including financial and retirement security needs. Focused on the interests of New Jersey's health care consumers which include small businesses and individuals, NJAHU is the educating and servicing liaison between the insurance companies, healthcare providers and legislative agencies that impact health care and the consumer.

**BYLAWS
Of the
New Jersey Association of Health Underwriters**

**Adopted 4/14/2009
Amended 5/14/2013**

ARTICLE I – NAME AND TERRITORIAL LIMITS

- Section 1. This organization shall be known as the New Jersey Association of Health Underwriters, hereinafter referred to as this Association or “NJAHU” a non-profit corporation incorporated as such under the laws of the state of New Jersey and chartered by the National Association of Health Underwriters.
- Section 2. The territorial limits of this Association shall be confined to the state of New Jersey.

ARTICLE II – PURPOSES

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

Section 2. This Association and its members recognize the value in relating all those facts which will assist the client's decision as expressed in the National Association of Health Underwriters 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
- B. Life Members

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

Section 3. Life membership may be granted when an active member has been in good standing for a minimum of ten (10) consecutive years, and has (1) attained age 65 and retired; or (2) become unable to work due to disability. Life members have the same rights and privileges as individual members. Life member status shall be automatically conferred when all qualifications are met and application is made and verified by the National Association of Health Underwriters. In addition to any reduction in national and chapter dues granted to Life Members, NJAHU dues will be reduced by 50%.

ARTICLE IV – NATIONAL AND STATE AFFILIATION

Section 1. This Association agrees to be bound by the bylaws of the National Association of Health Underwriters (NAHU) 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 National Association of Health Underwriters.

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 National Association of Health Underwriters

ARTICLE V – DUES AND FINANCE

Section 1. Each active member of this Association shall pay local, chapter, state and national annual dues. Such annual dues shall be payable on the first day of the member's anniversary month as recorded by the National Association of Health Underwriters. All

dues shall be submitted to and through the National Association of Health Underwriters. 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. 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. If this Association plans to increase or decrease its state chapter dues for the following calendar year, the President shall advise the National Association of Health Underwriters in writing of the Board-approved dues for the following year not later than the fifteenth (15th) of September of each year, or a date specified by the National Association of Health Underwriters.
- Section 3. The fiscal year of this Association shall begin on the first day of January 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 depositories for Association funds and shall designate one or more Board members in addition to the Treasurer to sign or countersign checks or other documents for the disbursement of such funds.

ARTICLE VI – OFFICERS

- Section 1. The officers of this Association shall be:
President,
President-elect,
Immediate Past President,
Vice President,
Secretary, and
Treasurer
- Section 2. Each officer shall be an active member of this Association and his or her Chapter Association and the National Association of Health Underwriters.
- Section 3. All officers shall serve without compensation.
- Section 4. All officers shall take office on the first day of July of each year following their election and shall serve for a term of one year.
- Section 5. The office of Immediate Past President shall be filled automatically by the outgoing President. In the event there is no outgoing President, or should a currently serving Immediate Past President be removed, resign, or otherwise be unable to continue in his or her office, this office shall remain vacant until filled by normal succession.

- Section 6. If the office of the President shall become vacant due to death, disability, resignation, or removed by due process, the President-Elect shall assume the office for its unexpired term and shall also serve in full the term of President for the succeeding year. With the ascension of the President-Elect to President, the Vice President shall assume the office of President-Elect and the Treasurer shall assume the office of Vice President (while maintaining the responsibilities of Treasurer) both until the next election. The office of Treasurer shall remain vacant until filled as a result of the next election. Should there be no President-Elect at the time of vacancy of the Presidency; the order of succession shall be Vice President, Treasurer and Secretary.
- Section 7. If the office of President-Elect, Vice President or Treasurer shall become vacant due to death, disability, resignation, or removed by due process, or by succession to the Presidency under Article VI, Section 6, the duties of the vacant office shall be filled by the current holder of the office next in line of succession.
- Section 8. If the office of Secretary or Treasurer becomes vacant due to death, disability, resignation, recall or removal by due process or by succession under Article VI, Section 6, and the office 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.
- Section 9. Once a president has completed his term, he is not eligible to be president again.

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 and the House of Delegates. The President shall appoint all committees and vacancies whose membership is not otherwise specified by these bylaws and shall be an ex officio member of all standing and special committees except the Nominations Committee.
 - B. President-Elect – The President-Elect, in the absence of the President, shall preside at all meetings of this Association and the Board of Directors and shall perform such other duties as may be assigned by the President or Board of Directors.
 - C. Immediate Past President – The Immediate Past President shall serve as an advisor to the President and the Board of Directors and perform other duties as assigned by the President or Board of Directors.
 - D. Vice President – the Vice President, in the absence of the President and the President-elect, 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.

- E. Secretary – The Secretary shall be responsible for keeping all records of membership, attendance, membership dues 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.
- F. Treasurer – The Treasurer shall be responsible for receiving all funds and dues paid to this Association and shall forward them to the National Association of Health Underwriters, 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 depositories 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. The Treasurer shall chair the Budget Committee as appointed by the President and shall present a budget to the Board of Directors for each fiscal year by the end of the prior fiscal year. The Board of Directors may assign all or a portion of these duties to a third party vendor.

ARTICLE VIII – BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of the NJAHU officers, the President or his designee alternate of each chapter within the state and the Chairperson of the Legislative Committee ex officio. Each Board member shall have one vote.
- Section 2. Each director shall be an active member of this Association, his or her local chapter, and the National Association of Health Underwriters.
- 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 and shall serve for a term of one year which may be successive. If serving by appointment or replacement the Director shall serve out the remainder of that term.
- Section 5. The Board of Directors shall determine the policies and activities of this Association, approve the budget, authorize all expenditures and disbursements and have the authority and responsibility to manage this Association’s affairs. Policies and Procedures of the Association may be adopted, amended or rescinded by a mandatory vote of the Board of Directors at any regular or special meeting.
- Section 6. The Board of Directors shall meet no less than four (4) times per year or at the call of the President, or at the call of a majority of the Board of Directors. The meetings shall

be held at such times and places as may be determined by the President; or by the Board of Directors for meetings they call. A written notice of the time and place of all regular meetings of the Board of Directors of this Association shall be distributed to each member of the Board by the President not less than thirty (14) days prior to the meeting.

- Section 7. The Board of Directors may transact emergency business by mail or electronic means in accordance with the Association's Policies and Procedures. Motions considered by these means shall be adopted if at least two thirds (2/3) majority of the entire Board returns affirmative votes. Note this is a higher standard than simple majority required at a meeting. 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 8. A majority of the Board of Directors shall constitute a quorum for the transaction of business. All meetings of the Board of Directors shall be open to active members.
- Section 9. In the event a director position representing a Local Chapter becomes vacant due to death, disability, resignation, removal by due process, or by succession, the position shall be filled by appointment by the President only in the event that the local Chapter does not elect a new President or Chapter designee. 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.
- Section 10. In the event a director position, that of the legislative Committee Chair, becomes vacant due to death, disability, resignation or removal by due process, 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.
- Section 11. In the event a director position becomes vacant due to the failure to have an Officer's position filled by the House of Delegates, the position shall be filled by appointment by the President. The appointment shall be made effective July 1st and is subject to three-fourths (3/4) vote of approval of the newly elected Board of Directors and shall be only for the unexpired term of the office.
- Section 12. Interpretation of these bylaws resides with the Board of Directors. Members or Chapters requesting interpretation may submit their request in writing and the Board of Directors shall likewise provide a written response which shall be, along with the request, entered into the minutes.

ARTICLE IX – HOUSE OF DELEGATES

- Section 1. Active Members of the Association shall exercise their statewide voting rights through appointed delegates, who along with the Officers of the Association shall constitute the House of Delegates. The House of Delegates may:

- A. Elect and Remove Officers and Directors of the Association
- B. Amend these Bylaws
- C. Review actions of Officers and the Board of Directors
- D. Terminate the Association

- Section 2. Delegates shall be appointed by chapters to represent and vote on behalf of the members of their chapter. Chapters shall also appoint alternate delegates in a number equal to their corresponding number of delegates. Alternate delegates shall serve in place of any delegate unable to attend a House of Delegates meeting for any reason, and shall be designated by their chapter as 1st alternate, 2nd alternate, 3rd alternate, etc. and shall be called upon by their chapter in that order to serve when necessary.
- Section 3. The number of appointed delegates each chapter is entitled to shall be determined by the number of active members of each chapter on February 28th of each calendar year. Each chapter shall be entitled to three appointed delegates. One (1) additional voting delegate will be allowed for each additional fifty (50) active members in the member association above one hundred (100) active members.
- Section 4. Chapters shall provide to the Secretary of this Association by March 15th of each year the names, addresses and e-mail addresses of each appointed delegate and alternate. The term of office for appointed delegates and alternates shall be for one year beginning May 1st or the day of the House of Delegates if earlier. Appointed delegates and alternates may only be removed by their local Chapter.
- Section 5. Officers of this Association shall be ex-officio members of the House of Delegates. An Officer serving as ex-officio member of the House of Delegates may also sit as an appointed delegate or alternate, but in no case shall an individual have the right to cast more than one vote.
- Section 6. Annual Meetings: The House of Delegates shall meet annually for the purpose of electing officers and transacting any such business coming before them in accordance with these bylaws. The meeting shall be during the second quarter of the fiscal year at place and time designated by the Board of Directors. All active members of the Association shall be provided notice of the meeting and shall be permitted to attend, whether voting or not at least 6 months prior and with a two-third (2/3) majority of present Board members the meeting date may be changed to April.
- Section 7. Special Meeting: The House of Delegates shall also hold special meetings when called by the membership to do so. They shall be deemed as called to meet if a number exceeding ten (10) percent of the Association's active members as of the last day of the month prior to the month in which the request is made provide written request for such a meeting to the Board of Delegates through the Secretary specifying the nature of the business to be transacted. No other business other than that provided in the written request shall be transacted at the special meeting. Upon receipt of the request, the

Board shall act promptly to establish a time and location in New Jersey for the special meeting and shall provide notice to all active members. The meeting shall be held not less than 30 or more than 90 days after receipt of the original request.

- Section 8. Notice of Annual and Special Meetings of the House of Delegates shall be provided (by the Secretary) to all Officers of the Association, all appointed Delegates and all appointed alternates. Such notice shall be in writing and delivered by first class mail to the address of the officer, delegate, or alternate as listed on chapter delegate list as of March 15th via electronic mail sent by the Secretary with return receipt requested at least 30 days prior to the scheduled meeting. The notice shall specify the location, date and time of the meeting and (1) for a special meeting a statement of the general nature of the business to be transacted and that no other business may be transacted or (2) for the annual meeting a list of offices to be filled, with a list of the nominees for each office, along with a statement of the general nature of any other such business the Board of Directors will bring before the House at the meeting.
- Section 9. Manner of Voting: All Delegates or Alternates entitled to vote at a meeting of the House of Delegates must be physically present at the meeting where they will cast a secret written ballot. Discussion will be closed one (1) hour after the start time of the meeting, as determined by the Secretary and voting will commence immediately.
- Section 10. Counting of Votes: The Association's Nominations and Elections Committee shall open and count the ballots at the meeting of the House of Delegates. Each candidate or interested party will have the right to specify a witness to the counting, but at no time will the ballots leave the custody of the Committee.
- Section 11. A quorum of the House of Delegates must be established prior to the transaction of business by the house and must be maintained throughout the meeting. A quorum shall be a simple majority of those entitled to vote at the meeting.
- Section 12. Action Without Notice and Waiver of Notice: The House of Delegates may meet and take action without notice provided that: (1) A quorum is present and a two-third (2/3) majority of those present vote to do so, (2) either prior to or after such meeting all delegates entitled to vote sign a written waiver of notice and a written consent to any action taken and approval of the minutes. All minutes, written waivers and written consents shall be made part of the permanent record of the Association.

ARTICLE X – NOMINATIONS AND ELECTIONS

- Section 1. The election of Association Officers shall be held at the annual meeting of the House of Delegates. The election of directors not sitting as Officers of the Association shall be held by local Associations prior to the annual meeting of this Association.

- Section 2. The President shall appoint a Nominations and Elections Committee no later than December 31st of each year. The Chairperson of this committee shall be the Immediate Past President of the Association. Should the Immediate Past President be unable to serve in this capacity, the committee shall elect a Chair from their midst. Members of the Committee shall be one representative from each chapter, as designated by the Chapter Presidents. The duties of this committee shall be to solicit and receive nominations and to prepare a slate of candidates. The Nominations and Elections Committee shall have general charge of the election process including the preparation, distribution, collection and counting of ballots, and report the results.
- Section 3. The Nominations and Elections Committee shall inform each Chapter of their right to nominate one candidate for each elected office no later than January 31st of each year. Nominees must be active members of the Chapter nominating them for at least one full year prior to their nomination. Chapters will submit the names of their nominees, if any, in writing to the Nominations Committee by February 28th.
- Section 4. The Nominations and Elections Committee shall prepare a written ballot containing the names of all qualified nominees and shall distribute such ballot materials to all delegates and alternate delegates.
- Section 5. No nominations shall be permitted unless in accordance with the above.

ARTICLE XI – COMMITTEES

- Section 1. There shall be the following standing committees:
- A. Awards
 - B. Education
 - C. Legislation
 - D. Membership
 - E. Nominations and Elections
 - F. Communication/Web
 - G. HIAPAC
 - H. Convention
- Section 2. The President shall appoint the chairs and members of all standing, special or ad hoc committees and task forces in accordance with other articles of these bylaws and subject to the approval of the Board of Directors.
- Section 3. The Board of Directors shall establish policies and procedures for all committees and task forces regarding usual duties, terms of office, and requirements for reports otherwise specified in these bylaws.

Section 4. 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 XII – RECALL AND REMOVAL FROM OFFICE

Section 1. An officer, member of the Board of Directors, committee member or chair, or task force member of 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 appointed Board Member may be removed from office without a three-fourths (3/4) vote of the House of Delegates at any regular or special meeting convened in accordance with Article IX at which a quorum is present.

Section 3. A Board Member representing a local chapter may be removed from office by that Chapter in accordance with their own bylaws. Notice of recall or removal must be sent by registered mail to the affected individual advising him/her of the action to be considered and containing a brief statement of the basis of the complaint against him. Removal by the process requires notification 30 days prior to the vote for removal from office. The Board of Directors and/or twenty-five (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 or in the case of House of Delegates a majority of those present assuming quorum.

Section 4. Failure to achieve the required vote for removal will cause the immediate reinstatement of the recalled individual to office. Any appointee replacing the recalled officer shall also immediately be discharged.

Section 5. Any individual member of this Association shall lose all rights and privileges of office under this Association if his/her license to sell insurance is revoked or if he/she is convicted of a felony or gross misdemeanor.

ARTICLE XIII – 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 of in its charter, bylaws or adopted rules.

ARTICLE XIV – AMENDMENTS

Section 1. Amendments to these bylaws, if in conformity with the policy of the National Association of Health Underwriters, may be adopted by a two-thirds (2/3) vote of the House of Delegates at any meeting held in accordance with Article 9 of these bylaws.

ARTICLE XVIII – INDEMNIFICATION

- Section 1. This Association may, by resolution of the Board of Directors, provide for indemnification by the 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 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 of misconduct.

ARTICLE XVI – DISSOLUTION

- Section 1. Dissolution of the Association requires the passing of a Resolution of Resignation by a three-fourths (3/4) vote of all active members through the House of Delegates. The adopted resolution shall be sent by the Secretary of this Association by registered mail to the Executive Vice President of the National Association of Health Underwriters 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. 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 3. This Association's charter with the National Association of Health Underwriters may be suspended or revoked in accordance with appropriate sections of the bylaws of the National Association of Health Underwriters.
- Section 4. This Association shall use funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall insure 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 the National Association of Health Underwriters. Immediately upon dissolution or revocation of its charter, this Association's Board of Directors shall return all remaining Association funds to the National Association of Health Underwriters for placement in escrow. Funds placed in escrow will be distributed in accordance with the procedures outlined in the bylaws of the National Association of Health Underwriters.

ARTICLE XVII – PREVIOUS BYLAWS SUPERCEDED

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

END

APPENDIX A - NAHU Code of Ethics

To hold the selling, service and distribution of disability insurance and health insurance plans as a professional and a public trust and to do all in my power to maintain its prestige.

To keep paramount the needs of those whom I serve.

To respect my clients' trust in me, and to never do anything which would betray their trust or confidence.

To give all service possible when service is needed.

To present policies factually and accurately, providing all information necessary for the issuance of sound insurance coverage to the public I serve.

To use no advertising which may be false or misleading.

To consider the sale of disability income and health insurance plans as a career, to know and abide by the insurance laws of my state, and to seek to constantly increase my knowledge and improve my ability to meet the needs of my clients.

To be fair and just to my competitors, and to engage in no practices that may reflect unfavorably on myself or my industry.

To treat prospects, clients and companies fairly by submitting applications that reveal all available information pertinent to underwriting a policy.

To be loyal to my clients, associates, fellow agents and brokers, and the company or companies whose products I represent.