

MARYLAND ASSOCIATION OF HEALTH UNDERWRITERS
BY-LAWS

ARTICLE I

Title and Style of the Organization

1. The title of this Corporation is the Maryland Association of Health Underwriters, Inc. (here-in-after in these by-laws to be referred to as the "MAHU").
2. MAHU is a not-for-profit organization chartered by the National Association of Health Underwriters (here-in-after in these by-laws to be referred to as the "NAHU").
3. MAHU consists of members who are, intend to be and/or have been persons engaged in the business and profession of providing health insurance and similar products to the public principally in the state of Maryland as defined from time to time by the Board of Directors of MAHU.

ARTICLE II

Goals

1. Every member, officer and member of the Board of MAHU shall be required to subscribe to the following goals as a condition precedent to remaining as such.
2. The goals are:
 - a. To advance public knowledge and appreciation of the needs and benefits of Health insurance and other related lines of insurance.
 - b. To advocate fully and specifically the highest ethical and professional conduct from those engaged in the sale and service of Health insurance and other related lines of insurance.
 - c. To create and promote programs of continuing education and self-improvement for those engaged in the sale and service of Health insurance and other related lines of insurance.
 - d. To be active and encourage members to be active and support activities designed to promote the well being of the community served.
 - e. To endorse, enforce and promote vigorously the code of Ethics of NAHU.
 - f. To become acquainted with and acquaint others, including local, state and federal officials both appointed and elected, the problems facing the Health Insurance Industry,

and to relate to and cooperate with other like organizations in formulating, proposing and implementing solutions to those problems.

3. The Code of Ethics of NAHU is incorporated by reference into these by-laws.

ARTICLE III Membership Requirements

1. MAHU shall be comprised of its members. There are the following types of members with concomitant duties and privileges.

a. Active members. An active member is a person who has applied to MAHU for membership, is accepted, who is engaged in the sale, solicitation, or service of health insurance products in the state of Maryland, who is currently licensed as an agent or broker by the appropriate regulatory authority to sell insurance and whose license is not revoked, and who has not been convicted of any felony or crime of moral turpitude. Individual members may also include non-licensed individuals engaged in the distribution of disability income and health insurance products such as, but not limited to, home office personnel and others engaged in the management and distribution of such products. Any active member who ceases to meet the above requirements for membership is automatically terminated as a member.

b. Retired members. A retired member is an active member who has submitted a letter to the Secretary of the Association requesting to be considered a retired member and citing the reasons therefor. The decision to place an active member into retired status shall be the deteriorating health and/or retirement of the member. No member shall be placed in retirement status except by vote of the Board of Directors. Dues for retired members are one-half those paid by active members.

c. Affiliate member. An affiliate member is an active member of another local or state health underwriters association in good standing and who is not in arrears of dues payable to NAHU. Affiliate members are required to pay dues only to NAHU and their local association, and shall be charged the state dues of MAHU to obtain affiliate membership.

d. Associate corporate members. There is a status within MAHU known as Associate Corporate Member. Any corporation who is interested in promoting the goals of the Association may apply to the Board for this status. Upon acceptance by the

Board, the Associate Corporate Member shall be entitled to designate one person to represent it at any meeting of the Association, or any meeting of the Board or Officers at which regular members are permitted to be present.

The Associate Corporate Member designee is permitted to participate in any discussion at any meeting, but is not permitted to make motions or vote on any matter. No designee is permitted to hold office in the Association, be a member of the Board nor be an officer of the Association. The designee may be appointed by the Board to a non-voting membership on such committees as the Board deems appropriate, but such designee will not Chair, Co-chair or Vice chair such committee. The Board may also assign to such designee or the Associate Corporate Member itself such other duties or titles, consistent with this Section, as the Board deems appropriate.

2. Only active members may vote in elections, be it Officers or Members of the Board of Directors. Retired members may serve on any Committee except as provided for in these by-laws, but may not chair, co-chair, or vice-chair any committee. Active members in arrears of dues more than 60 days prior to the date of any election is held may not vote in that election nor stand for any office in that election.
3. A person shall cease to be a member if that person's dues as owed are in arrears more than sixty days, but shall be entitled to renew active status when dues are no longer in arrears.
4. Dues.
 - a. Each member shall pay dues as owed.
 - b. Dues shall be assessed and billed only by NAHU.
 - c. Dues are payable by members immediately upon receipt of billing. Any person in arrears of dues more than sixty days after due date shall cease to be a member until such dues are paid.

ARTICLE IV Board of Directors

1. The Board of Directors (here-in-after referred to in these by-laws as the "Board") is the governing body of MAHU.
2. The Board shall have the authority as provided for in these by-laws. Actions of the Board constitute action by MAHU and they may be overruled only by a majority vote of all active members.

The Board has the authority to affirm or overrule any action by any officer or Committee except that action by any officer or Committee taken in conformity with the Charter and these by-laws shall be presumed valid and any action so taken shall be overruled prospectively only.

3. There shall be a maximum of 25 and a minimum of 10 members on the Board. The elected officers and Immediate Past President of MAHU shall be ex-officio members of the Board.

4. Past Presidents shall continue to serve on the Board of Directors for a period of three years after their term as President has ended. If one or more of the Past Presidents chooses not to serve during this three year term, the Past President(s) most recently dropped from the Board of Directors is/are eligible in preceding chronological order to serve in their post until all 3 Past Presidents positions on the Board are filled.

5. Members of the incoming Board not serving in an ex-officio capacity shall be elected by the members at the annual meeting in February of the membership as provided for in these by-laws and shall serve a term of one year beginning June 1 and ending May 31.

6. Other than in an ex-officio capacity, no member of the Board may serve more than 7 consecutive one year terms. This period of time requirement shall begin as of June, 1990 for each Board member regardless of their prior length of service.

7. No person shall be elected a member of the Board unless that person shall have been an active member of MAHU for one full year immediately preceding the election and has served as a member of any committee for one full year, except that the Board may, by a seventy-five percent vote of the entire Board recommend these qualifications be waived because of the candidate's prestige and influence within the Insurance Industry in which event that recommendation shall be sufficient to place the recommended person on ballot for election to the Board.

8. No later than February, the Board shall choose the maximum allowed active members, as directed by NAHU, to serve as delegates from MAHU in the House of Delegates to NAHU, and may also choose two persons as alternate delegates.

9. Any action taken by the Board shall be upon motion made and seconded by a Board member. A simple majority of votes at any meeting where a quorum is present shall be sufficient to pass any motion except that a three-fourths majority of the entire Board shall be required to fill any interim vacancy on the Board.

10. The Board of Directors and officers are required to be covered by Directors Liability Insurance purchased and paid for by MAHU.

ARTICLE V
Officers

1. Officers, terms, qualifications, manner of selection.
 - a. There are six elected officers and one non-elected officer of MAHU. The elected officers shall be elected by the Board at the annual meeting as provided for in these by-laws and shall serve a term of one year. The non-elected officer is the immediate past president of MAHU.
 - b. No officer may serve more than a one year term in the same position, unless a three-fourths majority of the entire Board grants an exception.
 - c. The elected officers shall be President, Executive Vice-President, 1st Vice-President, 2nd Vice-President, Secretary and Treasurer.
 - d. Qualifications. No person shall be elected or appointed as an officer of MAHU unless that person is an active member at the time the person is nominated and remains in that capacity through the election, and that person has been an active member for 1 year immediately preceding the election and in addition has served as a member of the Board for the full year immediately preceding the election.

2. Duties of Officers.
 - a. President. The President is the Chief Executive Officer of MAHU and shall;
 - i. Conduct the affairs and functions of MAHU
 - ii. Call, set the time and place and preside at all meetings of the membership and shall chair the Board.
 - iii. Subject to the advice and consent of the Board, name the chair of each Standing and ad hoc Committee except those Committees for which the chair is otherwise set by these by-laws.
 - iv. Nominate qualified members for election to fill any interim vacancy on the Board.
 - b. Executive Vice-President. The Executive Vice-President shall assist the President in the performance of the President's duties and shall assume those duties whenever the President is absent for any reason. In addition, the Executive Vice-President is the ex officio chair of the Finance, Sales Congress, Legislative, By-laws, Parliamentary Committees, and the Fall Sales Congress.

c. First Vice-President. The First Vice-President shall assist the President and the Executive Vice-President in the performance of their duties. In the event the Executive Vice-President shall be required to assume the duties of the President, The First Vice-President shall assume the duties of the Executive Vice-President. In addition, the First Vice-President is the ex officio chair of Chapter Development, Education, Publicity, and Membership Directory.

d. Second Vice-President. The Second Vice-President shall assist the President, the Executive Vice-President and the First Vice-President in the performance of their duties. In the event that the First Vice-President shall be required to assume the duties of the First Vice-President. In addition, Second Vice-President is the ex officio chair of the Membership, Membership Conservation, Awards, Health Insurance Training Council, and Reception Committees

e. Secretary. The Secretary shall;

i. Keep the minutes of the membership and Board meetings.

ii. Maintain all records of MAHU and conduct such correspondence as necessary to conduct the business of MAHU.

iii. Submit to NAHU and MAHU such reports as are required by these by-laws or the officers or Board thereof.

iv. Cast all proper proxy votes, and certify the election of all officers and members of the Board.

v. Forward to NAHU a list of the names and addresses of newly elected officers and directors of MAHU

vi. Select and appoint a substitute to take the minutes of any meeting which the Secretary is unable to attend.

f. Treasurer. The Treasurer shall be bonded for no less than \$25,000 at the expense of MAHU. The Treasurer's duties shall be to;

i. Receive and keep in trust for MAHU all monies and other assets paid to MAHU in such account or accounts as authorized by the Board of Directors.

ii. Keep and accurately maintain the financial books and ledgers of MAHU in good order in accordance with acceptable accounting procedures.

iii. Prepare, send and make all proper efforts to collect invoices evidencing monies owed to MAHU.

iv. Provide an accurate written accounting of such funds at the Annual Meeting, Meetings of the Board of

Directors and at such other times as the President or the Board may direct.

v. Make such payments from such accounts and in such manner as may be directed by the President, the Board or otherwise in accordance with these by-laws.

vi. Should supervise the preparation and filing of any tax or other financial forms required by law to be completed by a licensed CPA.

vii. At least once per year at the expense of MAHU and at other times as directed by the Board of Directors, engage an auditor to conduct an independent review of the financial books of account and ledgers of MAHU.

g. Immediate Past President. The Immediate Past President shall act as advisor to the President and shall be an ex officio member of the Board of Directors.

ARTICLE VI Removal from Office

1. An elected officer or Director is removed automatically if the officer or director ceases to be an active member.

2. An officer or member may be removed for cause which shall constitute a conflict with the Code of Ethics and/or goals of MAHU as stated in these by-laws.

3. The Board of Directors only is empowered to remove an elected officer or director and only by two-thirds majority vote of the entire Board.

4. A vote to remove an officer or director may be taken only at a meeting called for that purpose at which no other business is to be conducted.

5. A meeting to remove an officer or director may be called and a vote taken only upon the occurrence of the following;

a. A petition requesting a meeting and vote for removal signed by not less than 10% of the active members or two-thirds of the entire Board of MAHU, which petition shall state in language easily understood by a layperson the reasons for the proposed removal.

b. The meeting shall be held not less than thirty days following the receipt by certified registered mail, return receipt requested, notifying the officer or director affected of the Board's receipt of a valid petition, enclosing a copy of the petition but without signatures and providing at least a

ten day opportunity for written response.

c. At any meeting to remove an officer or director, the person affected may appear and give oral defense to any statements contained in the petition and the Board, in its discretion may but need not hear any other person.

d. An officer or director may be removed only for those reasons stated in the petition.

ARTICLE VII Committees

1. There is a Past Presidents' Council whose members shall constitute each active member who has been but who is not currently the President of MAHU. The Council is chaired by the Immediate Past President. The Council acts in an advisory capacity to MAHU and shall meet at the call of the President, the Board of Directors or any member of the Council at which meeting the Council shall render such opinions on such matters as it deems appropriate.

2. There are the following Standing Committees, whose chair shall be as designated in these by-laws. Their names and purposes are:

- a. Parliamentary Procedure: preserve the integrity of meetings
- b. Membership: Increase membership
- c. Membership Conservation: Encourage continuity of members
- d. Program: Scheduling, selecting & supervising programs.
- e. By-laws: Maintain records of by-laws and suggest amendments
- f. Nominating: prepare recommended slates of elected persons
The committee shall be composed of the President, Executive Vice-President, Immediate Past President, 1 member of the Past Presidents Council chosen in preceding chronological order, and the Presidents from the local chapters. The member of the Past Presidents Council shall be eligible to serve in preceding chronological order. The chair shall be the Immediate Past President.
- g. Education: supervise MAHU educational activities, including RHU, REBC; oversee continuing education requirements as set forth by law or regulation.
- h. Legislative: represent MAHU in legislative forums
- i. Audit and Finance: audit the financial books of MAHU at the close of each fiscal year and at such other times as directed by the President or the Board of Directors or as deemed appropriate by the Committee; submit a written report of the audit within a reasonable time after completion of the audit to the Board; advise the Board on investment of any MAHU funds; prepare an annual budget for the MAHU and submit same to the Board of Directors.
- j. Awards: arrange for plaques and recommend to the Board of Directors annual recipients of HIQA, LPRT, RHU, REBC, and other

awards.

k. Publicity: publicize MAHU activities and maintain relations with the news media.

l. Reception: register and greet attendees at meetings and seminars; preserve and display MAHU banners and other relevant material.

m. NAHU convention: nominate to the Board of Directors all candidates for the annual NAHU symposium

n. Sales Congress: arrange for an annual symposium annually.

o. Long-term Care Seminar: arrange for an annual seminar annually.

p. Health Insurance Training Council Seminar: arrange for an annual symposium annually.

q. Continuing Education: Submit and act as CE Coordinator for each course.

3. Additional Standing committees shall be created by amendment to these by-laws.

4. Temporary Committees may be created by the President or the Board of Directors and shall have such function and duration as stated. The President shall name the chair of all temporary committees.

5. Meetings of Committees are subject to the call of the chair or the President, except that the Nominating committee shall meet in sufficient time prior to an election to assure the election being held at the annual meeting, and the Continuing Education Committee shall meet at least two times each year.

ARTICLE VIII

Elections of the Directors on the Board

1. Elections by the membership of the Board of Directors shall be held at the annual meeting in April, or, in the event the procedures set forth in Article VIII 3, below have not been accomplished in sufficient time, at a special meeting to be held at least thirty days following the date upon which such procedures have been accomplished and at least ten days after notice of such special meeting and the election to be held thereat is mailed by ordinary mail to each active member.

2. At each membership election for the Board of Directors, each active member shall be eligible to cast one vote for each office. The election for each office shall be decided by a simple majority of those active members voting in person at the meeting or by proxy.

3. No election may be held unless the following procedures have been accomplished at least thirty days prior thereto.

- a. Any person wishing to stand for election shall have written to the Chair of the Nominating Committee stating the member's desire to be elected, willingness to serve and affirmation that, if elected, the member will adhere strictly to the Code of Ethics, the Charter and by-laws of MAHU. They will provide a summary of work experience and any additional information requested by the committee, and
- b. The Council, sitting as an eligibility Committee has determined that each such person is eligible for the office, and the Council has reported such to the Nominating Committee, and
- c. The Nominating Committee shall have met and selected an eligible member to serve in each position for which an election is to be held, and
- d. The proposed slate has been certified by the Nominating Committee to the Board of Directors, and
- e. The recommended slate, notice of the date, time and place of the meeting, proxy forms and instructions as to the proper manner to vote by proxy have been mailed to each active member.

4. Challenges to the eligibility of any person to hold office must be submitted in writing at least ten days prior to the meeting at which the election shall be held and the Board of Directors shall determine the validity of such challenge prior to that meeting.

5. Challenges to the eligibility of any person nominated from the membership to hold the office for which the person is nominated and challenges to the right of any person to vote in any election must be made prior to the commencement of the meeting and the Board or its designated committee shall determine the validity of such challenges prior to the commencement of the election.

6. A person eligible to vote may vote by submitting a properly executed proxy form to the Secretary of MAHU not less than three days prior to the election. At the meeting, the Secretary shall cast proxy votes for any person deemed to be eligible to be elected. The Board of Directors shall determine the form and content of the proxy.

7. The member voting by proxy may vote for the recommended slate. No proxy vote for any other person the member believes to be eligible to hold the office for which the vote is cast shall be valid unless that person has been nominated from the membership at the meeting at which the election is held, and Board or its designated committee has determined the eligibility of such person

otherwise to hold the office.

ARTICLE IX
Election of Officers

1. Election of the Officers shall be held at the annual Board meeting on or prior to June 1, or in the event the procedures set forth in Article IX 3 below have not been accomplished in sufficient time, at a special meeting to be held at least thirty days following the date upon which such procedures have been completed, and at least ten days after notice of such special meeting to elect has been mailed by ordinary mail to each active member on the Board.
2. At each election by the Board, each active member on the Board shall be eligible to cast one vote for each office.
3. No election may be held unless the following procedures have been accomplished at least thirty days prior thereto;
 - a. A person wishing to stand for election shall have written to the Chair of the Nominating Committee stating the member's desire to be elected, willingness to serve and affirmation that, if elected, the member will adhere strictly to the Code of Ethics, the Charter and by-laws of MAHU. They will provide any additional information that is requested by the committee, and
 - b. The Council, sitting as an eligibility Committee has determined that each such person is eligible for the office, and the Council has reported such to the Nominating Committee, and
 - c. The Nominating Committee shall have met and selected an eligible member to serve in each position for which an election is to be held, and
 - d. The proposed slate has been certified by the Nominating Committee to the Board of Directors, and
 - e. The recommended slate, notice of the date, time and place of the meeting shall have been mailed to each active member.
4. Challenges to the eligibility of any person to hold office must be submitted in writing at least ten days prior to the meeting at which the election shall be held and the Board of Directors shall determine the validity of such challenge prior to that meeting.

ARTICLE X
General Procedures

1. Roberts Rules of Order, as amended, shall be the Parliamentary authority for all meetings and matters of procedure not specifically covered by the Constitution and by-laws of MAHU.
2. Except as stated otherwise in these by-laws, any decision by an officer of the Board of Directors may be challenged at any meeting of the General Membership and overturned, declared null, void and of no effect by an absolute majority of all active members of MAHU.
3. No MAHU funds shall be expended other than to accomplish the objectives and purposes of MAHU determined in accordance with the Constitution and by-laws of MAHU.
4. Upon the dissolution or disbanding of MAHU, or the revocation of its charter by the NAHU for cause, the last elected Treasurer or such other person lawfully in possession of such funds shall, after the payment of such debts as may have been obligated in accordance with these by-laws, submit the same to the NAHU for such use as the NAHU shall see fit.
5. Amendments to these by-laws may be submitted by any active member to the Board of Directors at any regular meeting thereof. Such proposed amendment shall be placed in proper form by direction of the Board and the Board shall notify the members of the substance thereof, and the date, time and place of a meeting of the members at which the amendment shall be voted upon. Such notice shall be mailed at least thirty days prior to such meeting. At such meeting, a simple majority of those members present and eligible to vote in elections shall be sufficient to pass the amendment. The motion shall be on the questions to send the motion to the executive Board of NAHU for consideration. If the vote is to send the amendment to NAHU, the amendment shall be considered passed, and the amendment shall be sent by the Secretary. The amendment shall be deemed finally adopted as of the date of the passage of the motion if NAHU approves such or if MAHU has received no comment from NAHU after thirty days following its submission.
6. The Secretary shall file a copy of these by-laws with MAHU and NAHU.