



SUMMARY OF BYLAWS REVIEWS 2023

A complete review of the MWAIIA bylaws was completed by Tennenbaum Law Firm, a law firm that specializes in Associations. Attached to this document is the red-lined version of the changes to the bylaws, should you wish to review the document in its' entirety.

Below is a summary of key points of discussion by the Board of Directors and their input.

- The Board of Directors agreed to combining the constitution and Bylaws, which was the structure of the bylaws currently in place.
- The Board of Directors agreed that a quorum for the annual membership meeting should be a simple majority.
- The Board of Directors agreed to a minimum of 4 Board meetings per year.
- The Board of Directors agreed that the Executive Committee should include the President, Vice President, Treasurer, State National Director, Past President and Executive Director (non-voting)
- The Board of Directors agreed that the Executive Committee should be advisory to the President
- The Board of Directors agreed to keep the current process for the nominating committee, which is currently the President, Vice President and at least one Director
- The Board of Directors agreed that the Executive Director should be a non-voting officer of the Board and a non voting member of the Executive Committee
- The Board of Directors agreed to remove dual authorization for any payments over \$5,000 based on the Treasurer approving payments, the President reviewing bank statements.
- The Board of Directors agreed to keep changes to bylaws as a membership vote.



June 2019

CONSTITUTION-BYLAWS OF THE METROPOLITAN WASHINGTON ASSOCIATION OF INDEPENDENT INSURANCE AGENTS

ARTICLE 1

NAME, OFFICE AND ORGANIZATION YEAR

SECTION 1. Name. The name of this organization shall be the "Metropolitan Washington Association of Independent Insurance Agents" ("Organization").

SECTION 2. Office. The office of this Organization shall be located in the metropolitan Washington area.

SECTION 3. Fiscal Year. The Organization year shall begin on the first (1st) day of September of each calendar year and shall end on the thirty-first (31st) day of August of the next succeeding calendar year.

Commented [JK1]: I would strongly suggest condensing the Constitution and Bylaws into one document (typically referred to as the "Bylaws"). There is a lot of redundancy between the two.

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ARTICLE 2

PURPOSE

The purpose of the Organization shall be those outlined in the Organization's Articles of Incorporation as well as the following:

- (a) To support right principles and oppose bad practices and unfair competition in the transaction of insurance in the metropolitan Washington area.
- (b) To encourage and promote good business relations.
- (c) To encourage and promote understanding, education and cooperation among producers of such insurance, and between such producers and insurance companies.
- (d) To endeavor to maintain a high standard of integrity and to promote harmony in the profession in order to serve more effectually the insuring public.
- (e) To cooperate with both state and local authorities in the District of Columbia, Maryland and Virginia in the reduction of fire and other losses and in the enforcement and improvement of insurance and surety laws.

Commented [JK2]: The AOI lists the following as the purposes:
"to improve the practice and ethics of the business of insurance (which include the business of surety and bonding), to increase the knowledge and ability of those engaged in such business, enabling them to more effectually serve the insuring public; to protect the highest type of ethics and practices, and to foster social intercourse among those engaged in all branches of such business."

The purposes in the AOI are broader and more general than those listed here. You may want to consider using the version in the AOI.

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ARTICLE 1

NAME, OFFICE AND ORGANIZATION YEAR

SECTION 1. Name. The name of this organization shall be the "Metropolitan Washington Association of Independent Insurance Agents."

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~~SECTION 2. Office. The office of this organization shall be located in the Metropolitan Washington area.~~

~~SECTION 3. Organization Year. The organization year shall begin on the first day of September of each calendar year and shall end on the thirty first day of August of the next succeeding calendar year.~~

ARTICLE 2

PURPOSE

~~THE PURPOSE OF THIS ORGANIZATION SHALL BE:~~

- ~~a. To support right principles and oppose bad practices and unfair competition in the transaction of insurance in the Metropolitan Washington area.~~
- ~~b. To encourage and promote good business relations.~~
- ~~c. To encourage and promote understanding, education and cooperation among producers of such insurance, and between such producers and insurance companies.~~
- ~~d. To endeavor to maintain a high standard of integrity and to promote harmony in the profession in order to serve more effectually the insuring public.~~
- ~~e. To cooperate with both State and Local authorities in the District of Columbia, Maryland and Virginia in the reduction of fire and other losses and in the enforcement and improvement of insurance and surety laws.~~

ARTICLE 3

MEMBERSHIP

~~SECTION 1. Active Membership shall be available to persons active in the insurance profession who subscribe to the purposes of this organization and who operate solely on a salary and/or commission basis on their own account. Active Membership shall include membership in the~~

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~~Independent Insurance Agents of America with all the rights and privileges thereof. To qualify for Active Membership, an organization or a person shall be:~~

- ~~a. An "insurance agent" or "insurance broker" meeting the definition as such in the Insurance Agents and Brokers Licensing Revision Act.~~
- ~~b. An officer of a corporation, partner of a firm or an employee of either who is named in the corporation's or firm's license as eligible to solicit such insurance and who has an office that is located in the District of Columbia.~~
- ~~c. In accordance with the agreement signed between Metropolitan Washington Association of Independent Insurance Agents and the Independent Insurance Agents of Maryland on June 7, 1976, members of Metropolitan Washington Association of Independent Insurance Agents whose principal office moves or has moved from the District of Columbia to Montgomery or Prince Georges Counties in Maryland and who have maintained continuous membership in good standing since that time may continue to hold Active Membership in Metropolitan Washington Association Independent Insurance Agents provided the agent complies with the conditions of the aforementioned agreement.~~

~~Only Active Members shall have the right to vote and to hold office.~~

~~**SECTION 2.** Special Membership shall be available to any person who subscribes to the purposes of this organization, and who belongs to the Independent Insurance Agents of America through another State Association.~~

~~**SECTION 3.** Associate Membership shall be available to persons who subscribe to the purposes of this organization, who are not eligible for Active Membership or Special Membership, and who are engaged in the business of supplying equipment, materials and/or services to the Active Members.~~

~~**SECTION 4.** Honorary Membership shall be available to any person who has rendered exceptional service to or has given particularly notable aid to this organization for the furthering of its objectives.~~

~~**SECTION 5.** Dues for Membership:~~

- ~~a. Active Membership dues shall be in such amount and shall be payable in such manner and on such terms as the By Laws may prescribe.~~
- ~~b. Special Membership dues shall be in such amount and shall be payable in such manner and on such terms as the By Laws may prescribe.~~
- ~~c. Associate Membership dues shall be in such amount and shall be payable in such manner and on such terms as the By Laws may prescribe.~~
- ~~d. Honorary Membership shall require no dues.~~

~~**SECTION 6.** Assessments and other payments. No member, whether Active, Special, Associate, or Honorary, shall be subjected to any assessment unless such assessment shall have been approved by a majority of the Active Membership.~~

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~~SECTION 7. Admission, Suspension and Expulsion of members. All Active, Associate, Special and Honorary Members shall be admitted, suspended or expelled in accordance with the standards as prescribed in this Constitution and By Laws; however, no member shall be suspended or expelled without:~~

- ~~a. The secretary mailing him written notice of the charges against him, giving thirty (30) days' notice of a hearing thereon by the Board of Directors, and~~
- ~~b. An affirmative finding by at least five (5) members of the Board of Directors that his conduct has been prejudicial to the best interests of the organization.~~

ARTICLE 4

GOVERNMENT

~~SECTION 1. The Board of Directors. The government of this organization shall be vested in the Board of Directors. The Board shall consist of a minimum of six (6) Active Members comprised of the following:~~

- ~~a. The four (4) Officers of this organization as listed below.~~
- ~~b. A minimum of two (2) directors.~~

~~SECTION 2. The Officers. The four (4) Officers of this organization shall be the President, the Vice President, the Secretary/Treasurer, and State National Director.~~

~~SECTION 3. Election and Terms of Office.~~

- ~~a. State National Director shall be elected by the Board of Directors that are in accordance with the by laws of the relevant national association.~~
- ~~b. All other Officers and Directors shall be elected annually for a term of one (1) year by the Active Membership in such manner as the By Laws shall prescribe and shall hold office until their successors have been elected and qualified.~~

~~The Board of Directors shall be authorized and required to fill vacancies in any elective post.~~

~~SECTION 4. Executive Director. The Board of Directors may enter into contractual arrangements with individuals and/or organizations whose terms and conditions or employment the Association shall be specified by the Board of Directors. The contract or salaried Staff Head shall have the title of Executive Director.~~

~~SECTION 5. The expiring Board shall be authorized to set the number to serve on the Board of Directors for the coming year, the minimum number of Directors in addition to the four officers shall be six.~~

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ARTICLE 5

MEETINGS

SECTION 1. Meetings of the General Membership.

- a. ~~An annual membership meeting shall be held at a time decided upon by the Board of Directors, with ten (10) days written notice having been given to the Membership. Active Members present shall constitute a quorum for the transaction of any and all business.~~
- b. ~~Special meetings shall be called by the president upon order of the Board of Directors or written request by a majority of the Active Members, with ten (10) days' written notice having been given to the Active Membership. A majority of Active Members must be present to constitute a quorum.~~

SECTION 2. Meetings of the Board of Directors.

- a. ~~The Board of Directors shall hold a minimum of six (6) meetings during the year.~~
- b. ~~Special Board of Directors meetings may be called by the President with three (3) days' written notice having been sent to each Director~~
- c. ~~At all Board of Directors meetings, four (4) shall constitute a quorum.~~

ARTICLE 6

AFFILIATION

SECTION 1. Independent Insurance Agents of America. ~~This organization shall be and hereby is affiliated with the Independent Insurance Agents of America, and is subject to the Constitution and By-Laws of Independent Insurance Agents of America, insofar as these do not conflict with this Constitution or its By-Laws.~~

ARTICLE 7

AMENDMENTS

~~This Constitution may be amended at any annual or special membership meeting by an affirmative vote of a quorum of the Active Members present, or by written affirmative votes of two thirds (2/3) of the Active Members responding, provided, however, that no amendment may be considered unless it has been recommended by the Board of Directs or requested by a majority of Active Members, and general membership shall have received ten (10) days' written notice.~~

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ARTICLE 8

PARLIAMENTARY AUTHORITY

~~"Robert's Rules of Order" shall be the parliamentary authority and shall govern the proceedings for all matters of procedure of all meetings of the membership, the Board of Directors, and its Committees not specifically covered by this Constitution.~~

ARTICLE 9

INDEMNIFICATION

~~The Metropolitan Washington Association of Independent Insurance Agents shall indemnify any person made party to any suit or proceedings whether civil or criminal except fraud, by reason of the fact that he, his testator or interstate, is or was an Officer, Director or Committee Member of the Association or any corporation which he served in such capacity at the request of the Association, against any judgments, fines, amounts paid in settlement and reasonable expenses, including lawyer's fees, actually and necessarily incurred as a result of such action or proceeding or any appeal therein. The foregoing right of indemnification shall not be exclusive of any other rights to which such Officer or Director may be entitled.~~

Approved June 26, 2019

BY LAWS
OF THE
METROPOLITAN WASHINGTON ASSOCIATION
OF INDEPENDENT INSURANCE AGENTS

ARTICLE 1

ADMISSION OF VARIOUS TYPES OF MEMBERSHIP

ARTICLE 3

MEMBERSHIP

SECTION 1. Membership Categories. The members of the Organization shall be divided into the following membership categories with the qualifications and privileges of each outlined below:

(a) Active Membership shall be available to persons active in the insurance profession who subscribe to the purposes of this Organization and who operate solely on a salary and/or commission basis on their own account. Active Membership shall include membership in the Independent Insurance Agents of America with all the rights and privileges thereof. To qualify for Active Membership, an Organization or a person shall be:

1. An "insurance agent" or "insurance broker" meeting the licensure definition as such in the District of Columbia.
2. An officer of a corporation, partner of a firm or an employee of either who is named in the corporation's or firm's license as eligible to solicit such insurance and who has an office that is located in the District of Columbia.
3. In accordance with the agreement signed between the Organization and the Independent Insurance Agents of Maryland on June 7, 1976, members of the Organization whose principal office moves or has moved from the District of Columbia to Montgomery or Prince George's Counties in Maryland and who have maintained continuous membership in good standing since that time may continue to hold Active Membership in the Organization provided the agent complies with the conditions of the aforementioned agreement.

Only Active Members shall have the right to vote and to hold office.

(b) Special Membership shall be available to any person who subscribes to the purposes of this Organization, and who belongs to the Independent Insurance Agents of America through another state association affiliated with it.

(c) Associate Membership shall be available to persons who subscribe to the purposes of this Organization, who are not eligible for Active Membership or Special Membership, and who are

Commented [JK3]: This terminology is incomplete when compared with the below (e.g., a, b, and c). What are the membership qualification requirements for active members?

Commented [JK4]: Is this the correct name? The website states "Independent Insurance Agents & Brokers of America"

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Commented [JK5]: Is there any geographic requirement? Are the requirements a, b, or c - or does one need to meet a, b, and c?

Commented [JK6]: Is this limited to D.C. or the broader metropolitan Washington area?

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engaged in the business of supplying equipment, materials and/or services to the Active Members.

(d) Honorary Membership shall be available to any person who has, in the discretion of the Board of Directors, rendered exceptional service to or has given particularly notable aid to this Organization for the furthering of its objectives.

SECTION 2. Admission of Members. All Active, Associate, Special and Honorary Members shall be admitted into this Organization only upon approval of their written applications for such membership by the Board of Directors. The Board of Directors may make such reasonable rules and procedures as it sees fit for the soliciting and screening of such applications; provided, however, that no such application can be considered or acted upon unless accompanied by the required dues in advance for the organizational year in which the application is presented. Honorary Membership shall be admitted in this Organization upon approval of a written recommendation for such membership (submitted by three (3) members of the Board of Directors) and approved by the Board of Directors.

SECTION 3. Suspension and Expulsion of Members. All Active, Associate, Special and Honorary Members may be suspended or expelled from membership upon the two-thirds (2/3) vote of the Board of Directors. The Board of Directors may make such reasonable rules and procedures as it sees fit for such actions; provided, however, that no members shall be so suspended or expelled unless provided with thirty (30) days' advance written notice of the proposed discipline and an opportunity to respond to the charges made.

~~SECTION 1. Active, Special and Associate Membership shall be admitted into this organization only upon approval of their written applications for such membership by the Board of Directors. The Board of Directors may make such reasonable rules and procedures as it sees fit for the soliciting and screening of such applications, providing however, that no such application can be considered or acted upon unless accompanied by the required dues in advance for the organizational year in which the application is presented.~~

~~SECTION 2. Honorary Membership shall be admitted in this organization upon approval of a written recommendation for such membership (submitted by three (3) members of The Board of Directors) and approved by the Board of Directors.~~

ARTICLE 24

DUES FOR MEMBERSHIP

~~SECTION 1. Authority. Dues for Active, Special, and Associate Membership for each organizational year shall be established by t~~The Board of Directors shall be vested with the authority for determining the membership dues structure to be applied to the various categories of the Organization's membership. On or before August 1 of each year, the Board shall establish the dues structure for the year payable before the year beginning September 1. However, if an applicant applies for membership on or after March 1, the dues charged shall be fifty percent (50%) of the annual dues for that year.

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~~SECTION 2. Honorary Membership shall require no dues.~~

~~SECTION 3. All members whether Active, Special, or Associate, whose annual dues are not paid by the first (1st) of December shall be subject to immediate cancellation of membership at the discretion of the Board of Directors. The Secretary/Treasurer or the Executive Director shall submit to the Board of Directors at their December meeting the names of all members who have not paid dues.~~

~~SECTION 2. Assessments and other payments. No member, whether Active, Special, Associate, or Honorary, shall be subjected to any assessment unless such assessment shall have been approved by a majority of the Active Members.~~

~~SECTION 3. Failure to Pay. The Board of Directors may, in its sole discretion, terminate the membership of a member who fails to pay membership dues or any other financial obligation to the Organization within thirty (30) days after such debt has become due.~~

ARTICLE 5

MEETINGS OF THE MEMBERSHIP

~~SECTION 1. Membership Meetings. Meetings of the membership are held at least annually, at times and places determined by the Board of Directors. Additionally, special meetings shall be called by the President upon order of the Board of Directors or written request by a majority of the Active Members.~~

~~SECTION 2. Notice. Notice of membership meetings is provided to voting members at least ten (10) days before the meetings by postal or other delivery, email, or any other electronic means.~~

~~SECTION 3. Voting. Whenever the members must vote on a matter under these Bylaws or otherwise, this Section will apply. Voting at membership meetings may be in person or by proxy with each voting member having a single vote. A majority of the members voting in person or by proxy where a quorum is present carries an action. Members may vote without a meeting in elections or on any matter presented by the Board of Directors where a quorum participates and the votes are submitted in writing by postal or other delivery, email or any other electronic means as the Board of Directors may elect. A quorum for membership voting is _____ percent of the voting members.~~

~~SECTION 4. Meetings by Remote Communications. The Board of Directors may authorize that any meeting of the membership take place by remote communications so long as each participating voting member has a reasonable opportunity communicate simultaneously with other participants in the meeting. Such participation as outlined in this Section shall constitute presence in person at the meeting.~~

ARTICLE 6

OFFICERS

~~SECTION 1. Numbers and Term of Office. The officers of the Organization shall be a President, Vice-President, Secretary/Treasurer, the State National Director, and such other officers as may be necessary and elected and/or appointed by the Board of Directors. The officers of the Organization shall be elected annually and shall hold office for a term of one (1) year or until their successors are duly elected, except that the State National Director who shall serve a term as outlined by the Board of Directors and in accordance with the Bylaws of the Independent Insurance Agents of America.~~

Approved June 26, 2019

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Commented [JK7]: Prior version stated that the number of members that showed up could constitute quorum. This does create an opportunity for a small number to usurp business matters. A set percentage (even at a lower threshold of 25-33%) is a more common structure.

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SECTION 2. Duties of the Officers. The duties and powers of the officers of the Organization shall be as follows:

- a. President. The President shall preside at meetings of the Organization, including those of its Board of Directors and membership, and perform such other duties as ordinarily pertain to the office of President. The President shall be an *ex officio* member of all the Organization's committees.
- b. Vice-President. The Vice-President shall be vested with all the powers and shall be required to perform all the duties of the President in his/her absence and to perform such other duties as ordinarily pertain to the office of Vice-President.
- c. Secretary. The Secretary (who shall also serve as Treasurer, unless otherwise decided by the Board of Directors) shall keep full minutes of all meetings of the Organization and of the Board of Directors; and shall record the votes and the minutes of all such proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notices of all meetings and of the Board of Directors and shall perform such other duties as may be prescribed by the President or by the Board of Directors. The Secretary may delegate, but retain oversight, any of the aforementioned duties as is in the best interests of the Organization.
- d. Treasurer. The Treasurer (who shall also serve as Secretary, unless otherwise decided by the Board of Directors) shall keep full and accurate accounts of receipts and disbursements in books belonging to the Organization and shall deposit all monies and other valuable effects in the name and to the credit of the Organization. The Treasurer shall additionally:
 1. Oversee the collection of all funds due the Organization, as approved and/or instructed by the Board of Directors.
 2. Disburse the funds of the Organization as may be ordered by the Board of Directors, taking proper vouchers for such disbursements.
 3. Render to the President or Board of Directors at their regular meeting and whenever they may so require, an account of all transactions as Treasurer and of the financial conditions of the Organization.
 4. Annually, after September 1, prepare a report of the financial condition of the Organization, and after it has been submitted to the President and the Board of Directors for their approval, it shall be summarized in written report to all members in good standing, Associate, and Active, such mailing to be made before November 15.
 5. Be responsible for the prompt filing of any and all tax or tax information forms as shall be required by Internal Revenue Service or local governments.

The Treasurer may delegate, but retain oversight, any of the aforementioned duties as is in the best interests of the Organization.

- e. State National Director. The State National Director shall represent this Organization on the National Board of State Directors in the manner and for the purpose described in the Constitution of the Independent Insurance Agents of America. The Board of Directors shall appoint and certify to the Independent Insurance Agents of America one (1) or more alternate State National Directors who shall serve in the absence of the elected State National Director.

SECTION 3. Office of Secretary/Treasurer. If so voted by the Board of Directors, the office of

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Secretary/Treasurer may be split into two (2) separate offices of Secretary and Treasurer.

SECTION 4. Vacancies. Vacancies among the officers are filled, for the balance of the term of office, by the Board of Directors.

SECTION 5. Removal or Resignation. An officer may be removed by (a) two-thirds (2/3) of the members voting where a quorum is present, or (b) three-quarters (3/4) of the full Board of Directors, with the officer proposed to be removed not voting. If the officer proposed to be removed is provided with advance written notice, including the reason for the proposed removal, the officer must have an opportunity to contest the proposed removal in writing or in person, and be given final written notice of the removal decision. An officer may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as an officer automatically results in that person's removal or resignation from the Board of Directors.

SECTION 6. Compensation. Officers do not receive compensation for their services but may be reimbursed for expenses.

ARTICLE 7

BOARD OF DIRECTORS

SECTION 1. Board of Directors. The business and affairs of the Organization shall be managed at the direction of its Board of Directors. The Board of Directors shall function as a designated body as defined in D.C. Code § 29-406.12.

SECTION 2. Numbers and Term of Office. The Board of Directors is composed of the elected officers of the Organization plus at least two additional (2) directors elected by the members entitled to vote, or such other number, as may be designated from time to time by resolution of the majority of the entire Board of Directors. The directors shall serve for terms of one (1) year in duration, with the exception of the State National Director, who shall serve a term as outlined by the Board of Directors and in accordance with the Bylaws of the Independent Insurance Agents of America.

SECTION 3. Vacancies. Vacancies among Directors are filled, for the balance of the term, by the Board of Directors.

SECTION 4. Removal or Resignation. A director may be removed by (a) two-thirds (2/3) of the members voting where a quorum is present, or (b) three-quarters (3/4) of the full Board of Directors, with the director proposed to be removed not voting. If the director proposed to be removed is provided with advance written notice including the reason for the proposed removal, the Director must have an opportunity to contest the proposed removal in writing or in person, and final written notice of the removal decision. A Director may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as a director, where such person is also an officer of the Organization, automatically results in that person's removal or resignation as an officer.

SECTION 5. Compensation. Directors do not receive compensation for their services but may be reimbursed for expenses.

ARTICLE 8

MEETINGS OF THE BOARD OF DIRECTORS

Approved June 26, 2019

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SECTION 1. Directors' Meetings. Regular meetings of the Board of Directors shall be held at least annually, and at such other times as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time and shall be called by the President or the Secretary upon the written request of one (1) director.

Commented [JK8]: Prior version stated a minimum of six meetings. You can certainly have six, but if that limit is stated in the Bylaws, it is required (as opposed to permitted as drafted now). Let me know the preference on the number of meetings.

SECTION 2. Place of Meetings. The Board of Directors may designate any place, either within or outside the District of Columbia, unless otherwise provided by law, as the place of meeting for any annual meeting or any special meeting of the Board of Directors.

SECTION 3. Notice of Meetings. Notice of meetings, other than the regular annual meetings shall be given by service upon such director in person, by mail, or electronically at least three (3) days before the date therein designated for such meeting, including the day of mailing. Such notice shall specify the date, time, and place of such meeting.

SECTION 4. Quorum. At any meeting of the Board of Directors, two-thirds (2/3) of the Board shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a less number may adjourn the meeting to some future time.

Commented [JK9]: Any issues with quorum - 2/3 (or 6 as stated in your prior version) is at the higher end.

SECTION 5. Voting. At all meetings of the Board of Directors, each director is to have one (1) vote, irrespective of the number of shares of stock that he/she may hold. No proxy voting shall be permitted by the Board of Directors. Except as is otherwise provided by law, the Articles of Incorporation or these Bylaws, the act of a majority of the directors present at a meeting at which quorum is present shall be an act of the Board of Directors.

SECTION 6. Meetings by Remote Communications. Directors may participate in a meeting of the Board of Directors that is required or permitted to take place by these Bylaws by remote communications so long as each participating director has a reasonable opportunity communicate simultaneously with other participants in the meeting. Such participation as outlined in this Section shall constitute presence in person at the meeting.

SECTION 7. Action of the Directors without a Meeting. Any action required or permitted to be taken at the meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all directors entitled to vote with respect to the subject matter thereof.

SECTION 8. Waiver. Whenever any notice is required to be given by law, the Articles of Incorporation or these Bylaws, a written waiver thereof, signed by the director entitled to such notice, shall be the equivalent of the giving of such notice. Additionally, any director who attends a meeting of the Board of Directors in person, shall be deemed to have waived objection to lack of notice or defective notice of meeting unless the director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

ARTICLE 9

COMMITTEES

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Approved June 26, 2019

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SECTION 1. Executive Committee. The Organization shall have an Executive Committee which shall consist of the President, Vice-President, Secretary/Treasurer, State National Director and Immediate Past President of the Organization. This Committee shall serve only in an advisory capacity to the President and to the Board of Directors and shall meet on call of the President and Vice-President.

Commented [JK10]: This is unusual. Typically the Executive Committee does have decision-making authority when it is infeasible to gather the full BOD. Let's discuss how this works in your organization.

SECTION 2. Nominating Committee. The Nominating Committee shall be appointed by the Board of Directors to review and propose a slate of candidates to the Active Members for election to any opening officer or director positions. The Committee shall present, in writing, a slate of candidates to the Active general membership for consideration. The slate shall be presented to the Active Members membership with a minimum of fourteen (14) days allowed for consideration before voting is closed. Active Members may vote either by mailed ballots or at the annual Membership Meeting at the discretion of the Board of Directors.

Commented [JK11]: Any other limits on Nominating Committee membership?

SECTION 3. Other Committees. SECTION 1. The President, with the advice and approval of the Board of Directors, shall determine what committees are necessary in order to further the purposes of the Organization. The President, with the advice and approval of the Board of Directors, shall appoint the Chairman and members of each Committee. The same rules that govern meetings, action without meetings, notice and waiver of notice, compensation, and quorum and voting requirements of the Board of Directors apply to committees and their members as well.

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ARTICLE 10

EXECUTIVE DIRECTOR

The Board of Directors may enter into contractual arrangements with individuals and/or organizations whose terms and conditions or employment the Organization shall be specified by the Board of Directors. The contract or salaried chief staff role shall have the title of Executive Director.

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Commented [JK12]: Do you want to make the Executive Director an officer? This can be helpful in signing annual reports, filings, etc. that need an officer's signature. Additionally, do you want your Executive Director on the BOD (even in a non-voting capacity)?

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ARTICLE 3

GOVERNMENT

SECTION 1. Duties of the Officers.

- a. ~~The President shall preside at meetings of this organization, and the Board of Directors, and perform such other duties as ordinarily pertain to his office. He shall be an ex-officio member of all committees.~~
- b. ~~The Vice President shall be vested with all the powers and shall be required to perform all the duties of the President in his absence, and to perform such other duties as ordinarily pertain to his office.~~
- e. ~~The Secretary shall keep full minutes of all meetings of the organization and of the Board of Directors; and shall record the votes and the minutes of all such proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notices of all meetings and of the Board of Directors, and shall perform such other duties as may be prescribed by the President or by the Board of Directors.~~
- d. ~~The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the organization and shall deposit all monies and other valuable effects in the name and to the credit of the organization.~~
 1. ~~He shall effect collection of all funds due the organization, as approved and/or instructed by the Board of Directors.~~
 2. ~~He shall disburse the funds of the organization as may be ordered by the Board of Directors, taking proper vouchers for such disbursements.~~
 3. ~~He shall render to the President or Board of Directors at their regular meeting and whenever they may so require, an account of all his transactions as Treasurer and of the financial conditions of the organization.~~
 4. ~~Annually, after September 1, he shall prepare a report of the financial condition of the organization, and after it has been submitted to the President and the Board of Directors for their approval, it shall be summarized in written report to all members in good standing, Associate, and Active, such mailing to be made before November 15.~~
 5. ~~The Treasurer shall be responsible for the prompt filing of any and all tax or tax information forms as shall be required by IRS or local governments.~~
- e. ~~If so voted by the Board of Directors, on an annual basis, the office of Secretary/Treasurer may be split into two positions, called Secretary and Treasurer.~~
- f. ~~The State National Director shall represent this organization on the National Board of State Directors in the manner and for the purpose described in the Constitution of the Independent Insurance Agents of America. The Board of Directors shall appoint and certify to the Independent Insurance Agents of America one or more alternate State National Directors who shall serve in the absence of the elected State National Director.~~

Approved June 26, 2019

June 2019

- ~~g. The Executive Committee of the organization shall consist of the President, Vice President, Secretary/Treasurer, State National Director and Immediate Past President of Metropolitan Washington Association of Independent Insurance Agents. This Committee shall serve only in an advisory capacity to the President and to the Board of Directors and shall meet on call of the President and Vice President.~~
- ~~h. The Executive Director may perform such duties of the Secretary and of the Treasurer as may be designated by the Board of Directors.~~

ARTICLE 5

MEETINGS

SECTION 1. Meetings of the Membership. Annual and special meetings shall be held as specified in the Constitution. The Board of Directors shall establish a schedule for meetings.

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Approved June 26, 2019

~~SECTION 2. Meetings of the Board of Directors. Regular and special meetings of the Board of Directors shall be held as specified in the Constitution. Unless otherwise ordered by the Board of Directors, there will be a minimum of six meetings to be held at a time, and place, and, in a manner, decided upon by the Board of Directors.~~

~~SECTION 3. The Board of Directors are authorized to hold Board of Directors meetings by telephone conference and a Board member is further authorized to attend by phone if not able to be physically present for a meeting.~~

ARTICLE 114

ELECTIONS

~~SECTION 1. Nominations by Nominating Committee. The Nominating Committee shall review and present, in writing, a slate of candidates to the Active Members for consideration for election as officers or otherwise to the Board of Directors. SECTION 1. Nominating Committee. The Nominating Committee shall be appointed by the Board of Directors. The Committee shall present, in writing, a slate of candidates to the Active general membership for consideration. The slate shall be presented to the Active membership with a minimum of fourteen (14) days allowed for consideration before voting is closed. Active Members may vote either by mailed ballots or at the annual Membership Meeting at the discretion of the Board of Directors.~~

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~~SECTION 2. Election of Secretary and Tellers. If the Board of Directors chooses to hold voting at the annual Membership Meeting, then prior to the meeting, the President shall appoint an Election Secretary. He or she shall prepare the ballots, count the votes, and the Election Secretary shall announce the results at the end of the meeting.~~

Commented [JK13]: I would

~~SECTION 32. Nominations by Petitions. If received by the Chairman of the Nominating Committee five (5) days prior to the annual meeting or five (5) days prior to the mailing of ballots to the membership, the nomination of any Active Member for any elective post shall be added to the ballot, provided, however, that the nomination request shall have been signed by twenty (20) Active Members. At the discretion of the Board of Directors, mail ballots may be authorized.~~

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~~SECTION 43. Voting and Installation of new Officers and Directors. At the discretion of the Board of Directors, the election of Officers-officers and Directors-directors or any other matter requiring a vote by the membership, may take place by mail balloting or at the annual Membership Meeting of the members. The installation of Officers-officers and Directors-directors shall take place at the annual meeting of the Membership-membershipMeeting.~~

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ARTICLE 5

MEETINGS

June 2019

~~**SECTION 1. Meetings of the Membership. Annual and special meetings shall be held as specified in the Constitution. The Board of Directors shall establish a schedule for meetings.**~~

Approved June 26, 2019

June 2019

~~SECTION 2. Meetings of the Board of Directors. Regular and special meetings of the Board of Directors shall be held as specified in the Constitution. Unless otherwise ordered by the Board of Directors, there will be a minimum of six meetings to be held at a time, and place, and, in a manner, decided upon by the Board of Directors.~~

~~SECTION 3. The Board of Directors are authorized to hold Board of Directors meetings by telephone conference and a Board member is further authorized to attend by phone if not able to be physically present for a meeting.~~

Approved June 26, 2019

ARTICLE 6

COMMITTEES AND OTHER APPOINTMENTS

~~SECTION 1. The President, with the advice and approval of the Board of Directors, shall determine what committees are necessary in order to further the purposes of the organization. The President, with the advice and approval of the Board of Directors, shall appoint the chairman and members of each committee.~~

ARTICLE 712

FISCAL MATTERS

~~SECTION 1. Deposits. The funds of the organization-Organization shall be deposited in such depositories as may be designated by the Board of Directors. -Until otherwise ordered, such banks are authorized to make payments from the funds of this Organization on deposit with them respectively, upon and according to the check of the Metropolitan Washington Association of Independent Insurance Agents Organization, signed by the Treasurer or by the President in the Treasurer's-Treasurer's absence. Checks written in excess of five-Five thousand-Thousand dollars-Dollars (\$5,000) shall require the countersignature of the President or an appointed deDesignee.~~

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~~SECTION 2. Check-Signing Authority. All officers and those with check signing authority shall be bonded for an amount not less than the total cash and marketable securities of the Organization. The premium on said bond is to be paid by the Organization.~~

- Commented [JK14]: Any practical issues with this structure that need revising?
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~~SECTION 3. The Fiscal year of the organization shall be the twelve-month period beginning September 1st of each calendar year.~~

ARTICLE 13

AFFILIATION

~~This Organization shall be and hereby is affiliated with the Independent Insurance Agents of America and is subject to the Constitution and Bylaws of Independent Insurance Agents of America, insofar as these do not conflict with this Constitution or its Bylaws.~~

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ARTICLE 814

AMENDMENTS

These By-Laws may be amended ~~by-if approved at any any~~ regular or special meeting of the Board of

June 2019

Directors or of the membership, or by mailed balloting of the membership, with the affirmative vote of a majority of Active Members, provided, however, that three (3) days prior to the meeting, or if by mailed balloting, fourteen (14) days prior to the close of voting, written notice shall have been given the Active Membership of proposed amendments.

ARTICLE 15

PARLIAMENTARY AUTHORITY

“Robert’s Rules of Order” shall govern the proceedings for all matters of procedure of all meetings of the membership, the Board of Directors, and its Committees, to the extent not consistent with these Bylaws. However, the failure to follow “Robert’s Rules of Order” shall not be grounds for invalidating any action of the Organization.

ARTICLE 16

INDEMNIFICATION

The Organization shall indemnify any person made party to any suit or proceedings whether civil or criminal except fraud, by reason of the fact that the individual, his/her testator or interstate, is or was an officer, director or committee member of the Organization or any corporation which he/she served in such capacity at the request of the Organization, against any judgments, fines, amounts paid in settlement and reasonable expenses, including lawyer’s fees, actually and necessarily incurred as a result of such action or proceeding or any appeal therein. The foregoing right of indemnification shall not be exclusive of any other rights to which such officer or director may be entitled.

* * * * *

Commented [JK15]: The most flexible approach is to have the BOD retain the sole authority to amend the Bylaws. If you want the membership involved, because the quorum is so small (i.e., of those members present), I would not recommend this being an alternative mechanism. Rather, I would have the Bylaws require approval of BOD plus the membership (not membership in lieu of BOD).

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