

## BYLAWS

### INSURANCE WOMEN OF GREATER CINCINNATI

#### Article I – Name

The name of this non-union, non-profit organization shall be The Insurance Women of Greater Cincinnati, Inc., an association affiliated with the National Association of Insurance Women (International), hereinafter referred to as the Association.

#### Article II – Purpose

The purpose of this Association shall be to promote insurance education, support the professional advancement of its members, strengthen loyalty to the industry and promote business alliances within and outside the Association.

#### Article III – Membership and Dues

##### A. Membership – Active Member

Membership is open to individuals, as defined in the membership eligibility policy, and to those no longer employed in the risk and insurance field but who has been a member of NAIW for at least five (5) years. All active members are entitled to make recommendations, and hold both elected office and appointed positions at all levels of the association.

##### B. Admission, Renewal, Resignation, Revocation

Application for and renewal of membership shall be made on the official form obtained from NAIW headquarters, accompanied by the required amount of dues. Membership is effective upon receipt at NAIW headquarters of these items. Resignation and revocation provisions are outlined in Article III, Section B of the NAIW bylaws.

##### C. Dues

Dues shall be payable on or before June 1 in an amount set forth in the standing rules plus the prescribed amount payable to NAIW, and in accordance with Article III, Section C of the NAIW bylaws.

##### D. Fiscal Year

The fiscal year of this association shall be from the first day of July to the last day of June of the following year, inclusive.

#### Article IV – Officers

##### A. Officers

The officers of this Association shall be a president, president elect, vice president, secretary, and treasurer.

B. Terms of Office

These officers, except for the president, shall be elected annually and shall assume office and duties on July 1. The president shall serve one (1) year or until successors are elected and assume office. No member shall hold more than one (1) office at a time.

C. Duties of Officers

The officers shall perform the duties prescribed by these bylaws, the standing rules and the parliamentary authority adopted by the Association.

1. The president shall:
  - a. Preside at all meetings of the Association and the Board of Directors.
  - b. Appoint all special committee chairmen as authorized by the Association or Board of Directors
  - c. Be an ex officio member of all committees except the nominating committee.
  - d. Perform other duties as pertain to the office of president
  - e. Assume the office of immediate past president at the close of term as president.
  
2. The president elect shall:
  - a. Be an active aide to the president.
  - b. Become acquainted with the affairs of the Association and prepare for the coming term as president.
  - c. In the event of absence or inability of the president to perform the duties, the president elect shall perform the duties of the president.
  - d. Automatically accede to the office of president at the end of the term.
  - e. Serve as chairperson of the Public Relations Committee.
  - f. Perform other duties as pertain to this office.
  
3. The vice president shall:
  - a. Perform the duties of the president and president elect in the event of their absence or disability.
  - b. Serve as chairperson of the Bylaws Committee.
  - c. Perform other duties as pertain to this office.
  
4. The secretary shall:
  - a. Take minutes of the meetings of the Association and Board of Directors.
  - b. Take attendance of membership at meetings and attach the record to the minutes.
  - c. Conduct the general correspondence of the Association at the direction of the president.
  - d. Perform other duties as pertain to this office.
  
5. The treasurer shall:
  - a. Be custodian of all Association funds.
  - b. Receive all monies and disburse funds only upon the sanction of the Board of Directors or membership.
  - c. Pay dues to NAIW as required.
  - d. Submit written reports at each regular meeting.
  - e. Submit books and records for audit when required.
  - f. File all tax forms required.
  - g. Perform other duties as pertain to this office.

6. Within thirty (30) days following the annual meeting, the five (5) newly elected officers shall hold a meeting and select the chairs of the standing committees listed in article VIII, section I.

D. Vacancies

1. A vacancy in the office of president shall be filled by the president elect who shall succeed to the office of president for the remainder of the term then serve the full term for which elected.
2. If a vacancy should occur in any other office, the vacancy shall be filled by the Board of Directors.
3. Should an officer fail to perform the duties of the office or be unable to fulfill those duties, the Board of Directors upon a two-thirds (2/3) vote may remove the officer from office.

Article V – Nominations and Elections

A. Nominations

1. A nominating committee of three (3) members shall be appointed by the board of directors at their January meeting.
2. The nominating committee shall nominate one (1) or more candidate(s) for each office to be filled at the annual meeting.
3. The nominating committee shall report to the membership at the regular meeting in March. Each candidate shall have consented to serve.
4. Nominations from the floor shall be permitted prior to the election. The candidate(s) shall have consented to serve.
5. No member may accept more than one (1) nomination, nor may any member be nominated for the office of president elect or vice president, who has not previously served as a member of the Board of Directors for at least one (1) year.

B. Elections

1. Officers shall be elected by ballot at the regular meeting in April.
2. In the event there is only one (1) candidate for any office, voting for that office may be by voice.

Article VI – Meetings

- A. The regular meetings of this Association shall be held on the third Tuesday of each month, unless otherwise ordered by the Association or Board of Directors.
- B. The regular meeting in April shall be known as the annual meeting and shall be for the purpose of electing officers and for any other business that may arise.
- C. The regular meeting in June shall be for the purpose of installing offices and standing committee chairs, receiving reports of officers and committees and for any other business that may arise.

- D. Special meetings may be called by the president or by the Board of Directors and shall be called upon written request of five (5) members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three (3) days' notice shall be given.
- E. Twenty-five percent (25%) of the membership shall constitute a quorum at any regular or special meeting.
- F. This Association shall be entitled to representation at the annual convention, regional conference and state council meetings of NAIW as outlined in Article VII, Sections A.2., and B.2. and C.2. of the NAIW bylaws. The delegate and alternate shall be the president and president elect. In the event that one could not attend, the following order would be used: vice-president, secretary, treasurer, past president, then standing committee in alphabetic order and then additional committee chairpersons in alphabetic order.
- G. Associations are entitled to propose amendments to the NAIW bylaws as outlined in article XI, Section A of the NAIW bylaws. Proposed amendments may be made by associations as outlined in the regional and state standing rules.

#### Article VII – Board of Directors

- A. The Board of Directors shall consist of the officers and chairs of standing committees.
- B. Duties. The Board of Directors shall:
  - 1. Supervise the affairs and conduct the business of this Association.
  - 2. Make recommendations to the membership.
  - 3. Be subject to the orders of the membership.
  - 4. Not act in conflict with actions taken by the Association.
  - 5. Meet at a time and place determined by the Board of Directors.
  - 6. Perform the duties prescribed in these bylaws, the standing rules and the parliamentary authority adopted by the Association.
- C. The Board of Directors shall have authority to:
  - 1. Expend funds allocated in the approved budget.
  - 2. Approve non-budgeted expenditures not to exceed \$125 without prior approval of the membership.
  - 3. Remove from office any member of the Board who fails to perform the duties of the office.
  - 4. Review all non-budgeted monetary proposals before presentation to the general membership.
- D. A majority of the Board of Directors, including at least two officers, shall constitute a quorum.
- E. The Board of Directors shall secure a Fidelity Bond to meet the needs of the Association.

#### Article VIII – Committees

- A. There shall be the following standing committees: Bylaws, Education, Legislation, Membership, Public Relations and Safety.

B. Duties of Standing Committees

1. The Bylaws Committee shall consider all written proposed changes of the national, regional and state bylaws and standing rules and shall present them to the Association with recommendations. It shall also review local Association bylaws and submit changes for approval.
2. The Education Committee shall recommend and supervise educational programs and courses of study in insurance and related subjects.
3. The Legislation Committee shall keep the membership advised of local, state and national legislation affecting the insurance industry and shall promote a legislative program at a monthly meeting.
4. The Membership Committee shall process applications for membership and maintain an accurate list of the membership.
5. The Public Relations Committee shall foster public relations and shall submit for publication news items and pictures of Association activities to local press and media and to Today's Insurance Woman editor at NAIW headquarters.
6. The Safety Committee shall foster safety programs.

Article IX – Parliamentary Authority

The rules contained in the latest edition of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure for this association not specifically covered by its bylaws and standing rules.

Article X – Amendment of Bylaws

These bylaws may be amended at any regular meeting by a majority vote provided that the amendment has been submitted in writing at the previous regular meeting or has been mailed or electronically sent to the entire membership at least ten (10) days prior to the meeting at which it will be considered.

Approved amendments shall become effective immediately unless otherwise specified in the amendment. If any amendment to these bylaws causes them to conflict with NAIW bylaws, regional or state standing rules, this document shall automatically conform to the NAIW bylaws. A copy of the revised bylaws must be sent to NAIW headquarters immediately following adoption.

Article XI – Dissolution

- A. To effect dissolution of this association, these bylaws must be rescinded by two-thirds (2/3) vote of the membership after ten (10) days' notice has been mailed to each member. In the event of dissolution, the association shall notify the regional vice president and state director in writing indicating the reason(s) for the dissolution and shall return the association charter and NAIW materials to the regional vice president as outlined in Article VI., Section C.3 of the NAIW bylaws.
- B. The Board of Directors then holding office shall distribute the assets of the association remaining after the payment, satisfaction and discharge, or adequate provision thereof, of all liabilities and obligations of the association to one or more corporation societies, or organizations operated not for profit, which shall be deemed to further the field of insurance.