

Chapter I

Name and Territorial Limits

This organization shall be known as Atlanta Association of Insurance Professionals (AAIP), an affiliate of NAAIA (National African American Insurance Association). AAIP is a non-profit association established for the purposes of supporting the business efforts of African Americans and Minorities in the Insurance Industry. The Atlanta Association of Insurance Professionals serve in Metro-Atlanta and surrounding counties within the state of Georgia.

Purpose

Section 1.1 The purpose for which Atlanta Association of Insurance Professionals (AAIP) is organized is to promote high standards of professionalism and create economic opportunity for and among African-American and Minority insurance industry professionals.

Goals

Section 1.2 Increase the opportunity for the business growth of African American insurance professionals within all levels of the Insurance Industry

Section 1.3 Promote and support the development of careers for African-American professionals within the insurance industry and provide a forum to communicate and share unique challenges, opportunities and resolutions.

Section 1.4 Encourage and support professional development and growth through continuing education programs and the attainment of Professional designations.

Section 1.5 Grow and expand chapter membership.

Section 1.6 Community Service

Section 1.7 Be a positive influence and advocate for change through effective communication to members and the insurance industry concerning specific insurance issues affecting the African-American community.

Chapter II

Membership

Classes of Membership

Definition of Member

Section 2.1 Any person who is an active member, employed, self-employed or formerly employed with the intention of re-joining the business of insurance and in good standing with the Chapter. Good standing is defined as being a qualified member and current in the required payment of annual dues to the Chapter.

Individual Funded Membership

Section 2.2 Individual Membership. NAAIA Membership for which individual Members may pay the required membership fee (\$150) to chapter or via NAAIA National, with full rights and benefits of local and national membership as established by the Board of Directors.

Corporate Funded Membership

Section 2.3 A corporate entity has the option of funding membership for various and select employees. Under this program, the corporation is entitled to designate the number and names of Individual employees who are being funded for membership The Corporation is also entitled to designate the Chapter to which the funded employees are to be assigned. Corporate entities have no voting rights within the membership; however, designated individuals listed as “members in good standing” are entitled to vote. Corporate entities wishing to receive additional benefits may enter into a Partnership or Sponsorship Agreement with NAAIA may do so via negotiations as led by the National Executive Director.

Honorary Membership

Section 2.4 As determined by the Board of Directors, a person with a record of distinguished service in the field of insurance, or distinguished public service in their community. An Honorary Member is not required to be an active member or to pay annual dues and may be awarded an Honorary Membership for life.

Chapter III

Meetings

Section 3.1 The Chapter shall at minimum hold one Members meeting, annually, and on such dates and times as determined by the Board of Directors.

Section 3.2 A special meeting may be requested by the President, or at the request of a petition signed by one third (1/3) or more members. Members requesting a special meeting must indicate the purpose for the special meeting. The Executive Committee can call a special meeting at any time and/or place as deemed reasonable and appropriate to conduct the business of the Chapter. Special meetings of the Board of Directors may be held via conference call to accommodate attendance and participation. The Secretary shall promptly issue the notice of such special meetings.

Section 3.3 The Association shall operate in a twelve-(12) month program from January 1st to December 31st. The place of the meeting will be announced prior to the upcoming meeting. Meeting locations are subject to change based on the executive committee. Meeting dates and times will be posted on the website or made via constant contact and/or through other possible media sources. The Association will meet on the first Tuesday of each month (Except January and July where the meetings shall be the second Tuesday of each month; unless otherwise stated). The

Association may also meet at the call of the President and may meet in special sessions as necessary.

Chapter IV

Board of Directors/Officers

The governing body of the Association shall be the board of directors.

Section 4.1 The Board of Directors shall establish policies and procedures required to execute strategies and achieve the goals of the Association. The Board of Directors will meet at least annually to review existing policies or develop new policies, to approve the annual budget and to further implement the goals of the Association. The Board of Directors shall establish the following standing committees: Finance, Membership, Program, Public Relations, and Nominations & Elections committees, as well as special ad-hoc committees deemed necessary to implement the policies and procedures of the board.

Section 4.2 The Board of Directors will consist of (9--13) members who are or will become NAAIA members, in good standing, and currently, or in the past, worked in the insurance industry.

Section 4.3 The Executive Committee consists of the President, Immediate Past President, Vice President, Treasurer and Secretary. The Executive Committee shall be responsible for approving all non-budgeted expenditures and all contracts proposed to be entered into on behalf of the Association. The Executive Committee shall have the authority to expend Chapter funds not to exceed [One Thousand Dollars (\$1,000)], without prior approval by the general membership, provided a majority of the Executive Committee approves the expenditure.

Section 4.4 The Board Secretary and Treasurer shall be selected by the Chapter President and approved by the majority vote by the Board of Directors during the first board meeting after the annual meeting of the Association. As a guideline, officers shall be elected from the ranks of the directors for a two-year term.

Section 4.5 The succession plan for officers is as follows:

No officer may be eligible to serve more than two consecutive terms in the same office.

A. With the advice and consent of 2/3rd of the directors, at the conclusion of the term in office of the President, including initial board terms;

1. The Vice President will automatically rotate to the position of President and serve for a consecutive two-year period.
2. When this rotation occurs, the President shall elect a Vice President to serve for a consecutive two-year period.

- B. When elected to the position of President or Vice President, the board terms for these officers shall be extended to permit the completion of the rotation and the term in office of the President.
- C. If either the President is unable to complete his/her term in office, the board shall hold a special election to confirm the Vice President as the new President for the Chapter within 60 days of the vacancy.
- D. Should the Vice President be unable or unwilling to assume the position of Chapter President, then the board with the assistance of AAIP Past Presidents and National Executive Director, will identify an interim President and proceed with steps as necessary to identify candidates for both the positions of President and Vice President.
- E. For existing chapters, the Board President at his/her sole discretion shall annually appoint the Secretary and Treasurer. Final approval of said position holder(s) require a 2/3 majority vote by the board of directors.

Section 4.6 The duties of the officers shall be as follows:

- A. The President shall be responsible for executing the objectives and policies as established by the board of directors. The President shall preside over regularly scheduled and special meetings of the Board of Directors, to include the annual meeting of the membership.

The President's primary activities will be the execution of objectives and policies established by the Board of Directors, managing and continuing business relations with external financial resources, fundraising and the growth and development of the chapter.

The president shall work diligently and effectively with the Vice President and all board members to effectively identify, recruit and develop future chapter leadership.

- B. The Vice-President shall be responsible for working to ensure the business affairs of the Chapter are administered in accordance with the Board of Directors objectives and policies. The Vice President shall:
 - 1. Organize and prepare the agenda for all scheduled and special meetings of the Board as well as the annual meeting of the Board of Directors,
 - 2. Receive the submission of committee reports from Standing and Ad Hoc Committee every 60 days and review updates with the entire Board of Directors within 30 days of receipt.
 - 3. In the absence of the President, the Vice-President shall preside over the annual meeting or other meetings of the Board of Directors.
 - 4. Work with the President and Chapter leadership to identify, recruit and develop future chapter leadership.

- C. The Secretary shall be responsible for:

1. Maintaining a permanent record of the business affairs of the Chapter conducted by the Board through the publication of an agenda prior to all scheduled and special board meetings, as well as the annual meeting, and the preparation of the minutes summarizing the decisions and the actions taken by the board at such meetings. The agenda shall be provided to the Board by the Secretary within seven days of the scheduled meeting. The minutes shall be provided by the Secretary within five days of completion of the scheduled meeting.
2. The Secretary will work directly with the President to facilitate the timely publication of meeting notices to the Board of Directors, as required, of scheduled or special meetings and meeting notices to chapter members as applicable.
3. The Secretary shall also be responsible for maintaining the official membership roster of the chapter and shall coordinate with the Treasurer to publish and certify the roster of eligible members entitled to vote at the annual meeting.
4. The Secretary shall record all legal notices received on behalf of the chapter and forward such information to the President and Vice President for action and resolution.

D. The Treasurer shall:

1. Chair the Finance Committee shall be responsible for maintaining the financial records of the chapter, including the receipt of membership dues and all other sources of revenue, the development of an annual budget for chapter review and approval, the proper accounting, and documentation of the expenditure of all funds on behalf of the chapter. The Treasurer shall provide the Atlanta Association of Insurance Professionals (AAIP) Board of Directors a monthly review of the financial condition of the chapter, including the results of actual versus projected budget results and a monthly report summarizing such activity.
 3. The Treasurer shall recommend for Board approval the engagement of an accountant to establish and maintain an accounting system with adequate internal controls, prepare quarterly financial statements on behalf of the Association and timely filing of all legally required federal and state and local tax returns. The Treasurer shall also recommend for board approval the engagement of an independent Certified Public Accountant to audit and render an opinion on the financial statements of the Chapter for the fiscal year ended. Such opinion shall be reviewed by the Board and appropriate actions taken as necessary.

E. Corresponding Secretary- This officer is responsible for sending out all correspondence regarding association meeting dates when necessary, fund raisers, and other pertinent activities in a timely manner. The Corresponding Secretary must also communicate with members by phone when necessary, maintain a current list of names and address of all officers and general membership, and forward all records to the elected successor immediately upon expiration of his/her term in office.

- F. Recording Secretary- The Recording Secretary is responsible for the minutes, reports and detailed records of the Association, to have such matters files where easily accessible when needed, and insure that the minutes reflect an accurate depiction of the occurrences during each meeting.
- G. Business Manager- The Business Manager's responsibilities include coordinating and negotiating all business of the Association for contracts, participating in the arrangements for the Association trips and maintaining a current record of the Association's financial status.
- H. Parliamentarian- The Parliamentarian shall interpret the Rules of Parliamentary procedures as they relate to the conduct of all meetings according to the Robert's Rules of Order when requested to do so by the presiding officer, has responsibility of calling to the Chairs attention any error in the proceedings that may affect the rights of any member otherwise or otherwise do harm.
- I. Public Relations Officer-The Public Relations Officer shall see that all accomplishments by the Association members and Association activities of interest to the public or other professional organizations throughout the world are published in local newspapers.

Section 4.7 Each member of the Board of Directors is required to raise (by recruiting membership) and/or contribute a minimum of \$500 (by sponsorship but not excluding membership) to the Chapter in support of growth, development and community impact. Additionally, each member is to attend all regularly scheduled and special meetings and the Annual Conference unless the reason for an absence is communicated in writing to and excused by the President or in his/her absence the Vice President. Two consecutive unexcused absences will authorize the President to consider the removal of a board member and the appointment of a successor to fill the vacancy until the next regularly scheduled election.

Section 4.8 The Board of Directors can establish standard rules and procedures of operation (SOP or Standard Operating Procedures) consistent with the approved bylaws of the chapter. These rules should be written and available to the entire Board. At the beginning of the first meeting of the new Board term, following an annual meeting, the current board should review the Standard Operating Procedures and vote to operate accordingly for the upcoming year.

Section 4.9 No part of the income of the chapter shall go to the benefit of any director or officer except that for reasonable reimbursement for services eligible for payment as established by the Standard Operating Procedures and as developed and approved by the Board of Directors.

No director or officer shall be entitled to share in the distribution of any of the assets upon the dissolution of the organization.

Section 4.10 Any member of the Board of Directors who is involved in a conflict of interest or the appearance of a conflict will be required to announce the conflict and abstain from voting on any motion where the conflict would be applicable.

Chapter V

Committees

Section 5.1 There shall be the following standing committees:

- A. Finance: Budget & Fundraising
- B. Membership
- C. Programs: Development & Scholarship
- D. Public Relations & Communications: Affinity & Media/Technology
- E. Nominations and Elections

Section 5.2 Each standing committee shall be composed of three or more members, and shall serve for a term of two years, commencing on the first day of January. All Committee Chairs shall be appointed by the Executive Committee with the advice and consent of the Board of Directors, and are subject to removal by the Chairperson for non-performance. Each committee shall be responsible to the Board and shall make such reports as directed by the President or Vice President.

Section 5.3 Ad hoc Committees may be appointed by the President, with the advice and consent of the Vice President and board of directors. Special Committees shall perform such duties as defined at the time of their creation.

Duties of Standing Committees

Section 5.4 The Finance Committee shall be responsible for all financial affairs of the Association, including the preparation of the annual budget, monthly review of budgeted versus actual revenue and expenses and forecasting the future financial position of the Association. The Committee shall have primary authority to review any proposed expenditures in consideration of the budget and the Association's current financial condition. After conducting such review, the Committee shall report its findings to the Executive Committee, and at least quarterly, to the Board of Directors. The Chair of the Committee shall be the Treasurer who shall regularly make reports of financial condition to the Executive Committee and the Board of Directors.

Section 5.5 The Membership Committee shall be responsible for the

- A. Recruitment of new members.
- B. The Committee will work closely with the Program and Public Relations Committees to facilitate NAAIA exposure and recruitment of new members at annual and regional meetings and provide resource support to local chapter recruitment efforts.
- C. The Committee should work closely with the Vice President, as needed, to establish, maintain and execute the membership growth plan.
- D. The Committee shall work with the secretary to assure that appropriate steps are taken in accordance with established procedures for maintaining a current roster of the Association's members for the Chapter and within National Database, which is the official record of members for the organization.
- E. Work with the Treasurer to ensure that an accurate record of dues payment is maintained.
- F. The Committee is required to prepare an annual budget, for submission to the Finance Committee, estimating the costs of recruitment and the anticipated membership results facilitate exposure and recruitment efforts.

Section 5.6 The Program Committee shall be responsible:

- A. For the planning and execution of annual, special and membership meetings
- B. The Committee shall provide the Executive Committee a detailed summary of the anticipated revenues and costs of such meetings, including the meeting venue, hotel and meeting facilities, menus, receptions and communications, and obtain prior approval from the Executive Committee before finalizing any proposed contractual commitment.

Section 5.7 The Public Relations Committee

- A. The Committee shall also be responsible for developing definitive plans for stimulating membership recruitment, membership attendance, and the timing and preparing of meeting announcements and press kits, as required.
- B. The Committee's public relations include serving as liaison between the Association and local media, providing announcements of NAAIA Chapter activities to the media and on a regular basis, providing information to member regarding NAAIA programs and achievements.
- C. The Committee shall be responsible for providing approved oral or written statements regarding chapter business to the public including website modifications and all official communications on behalf of the chapter. The

committee to work with the National Executive Director to secure guidance and/or approval for release of information as appropriate.

- Section 5.8 The Nominations and Elections Committee shall be responsible for facilitating and administering the election of the Association's board of directors, including the receipt and preparation of nominations of eligible members and the administration of elections, such as the preparation, distribution, collection and counting of ballots and the reporting of election results.
- A. Ninety (90 days) prior to the annual meeting The Committee will publish and distribute to all eligible members in good standing the election qualification requirements.
1. This should include the Date of the Annual Meeting
 2. Procedures for nominating a member to the Board of Directors
 3. Timeline for validating nominees and
 4. The election procedures
- B. The Committee shall receive nominations from members at least two months (60 days) prior to the election of Directors and cause a ballot to be prepared, containing the names of eligible nominees.
- C. Such ballots shall contain at least the number of nominees required to fill open or opening director positions.
- D. The Committee is also authorized to submit to the board of directors a list of candidates to serve as directors. The Board approves the slate of candidates for the ballot one month (30 days) prior to the annual meeting.

Chapter VI

Election of Officers

The election of directors shall be conducted, as follows:

- Section 6.1 At least six months prior to the date of the Association's Annual Meeting and the election of directors, the Executive Committee shall appoint a Nominations and Elections Committee (NEC) to facilitate the election process. The NEC shall consist of at least three (3) Board members who are not serving as officers of the Association. The President shall appoint the NEC Chair.
- Section 6.2 At the conclusion of the two-year period of service of the initial board of directors, the succeeding Board of Directors shall be elected for two-year term of service based on the highest number of votes cast and certified by the NEC. Thereafter, annual elections will be held, as needed, for open director positions and the successful candidates will serve for a two-year term.
- Section 6.3 If a director does not complete his or her term, the President may temporarily fill such vacancy with an eligible candidate with the advice and consent of the NEC.

The interim board member placement shall serve until the next annual meeting of the Chapter, at which time an election shall be held for the remainder of the unserved term of the director deemed as unable to serve. In the case of a vacancy in the office of President, the Vice President shall succeed to this office pursuant to the succession plan provisions via Section 4.5 C. In the case of vacancy in both the President and Vice President positions, these key positions to be filled in accordance with Section 4.5 D.

Section 6.4

- A. A member is not permitted to vote by proxy.
- B. Eligible members are required to cast their vote in person on the official ballot at the annual meeting.
- C. The Committee shall certify the count of ballots to the Executive Committee by midnight of the day of the official election.
- D. The new board members shall be announced before the conclusion of the annual meeting.
- E. The Committee shall report the results in its final elections report to the Board of Directors.

Chapter VII

Finance

- Section 7.1 The fiscal year of the NAAIA shall begin on the first day of January of each year.
- Section 7.2 Not later than October 15th of each year, the Board of Directors shall approve the operating budget submitted by the Finance Committee for the next fiscal year.
- Section 7.3 The Chapter's financial condition, books of account and internal controls shall be reviewed annually by a certified accountant and the results then communicated by the outside accountant directly to the Board of Directors. The outside accountant shall be recommended by the Treasurer and approved by the Board of Directors.

Chapter VIII

Rule of Order

- Section 8.1 "Robert's Rules of Order" shall govern all meetings conducted by the Association and for all other matters of procedure not specifically covered by these By-Laws.

Chapter IX

Amendments

- Section 9.1 Recommended amendment to these By-Laws must be approved by a two-thirds vote of the active members present at any meeting of the Association, provided written notice of the amendment and the meeting considering the amendment is sent to such members by the Secretary and if the full text of the proposed amendment and the stated purpose for such amendment is provided in writing, either on the internet or by mail at least two weeks prior to the scheduled meeting. National Board approval is required for any amended to go into effect.

Chapter X

Procedures

- A. The privilege of voting and holding an elected position shall be limited to those who are members at least thirty (30) days prior to the vote of Election for Officers.
- B. The President of the Association shall be a chairperson of the Executive Committee.
- C. The quorum for the transaction of business at any General meeting is one-fourth (1/4) of the membership 1. The order of business shall be established by the chairperson of that meeting. 2. Every decision by a majority of the quorum shall be valid as an act of the membership body, except termination of or amendment to the Constitution, Bylaws or Election of Officers. 3. Questions of procedures not specifically governed or addressed by the Constitution or Bylaws, shall be decided by Robert's Rules of order.
- D. Amendment to or termination of the Constitution requires two-third (2/3) approval by the general membership. 1. The General Membership must be given reasonable written notice of the amendment and/or termination. 2. Voting by fax, mail, e-mail, or proxy shall be recognized provided the fax/mail/e-mail ballot or proxy is received no less than twenty-four (24) hours prior to the official vote.
- E. All expenditures by a member or committee in behalf of the organization that is over one-thousand (\$1,000) dollars shall be presented to the general body for approval prior to distribution by the treasurer.

Chapter XI

Security and Privacy

Section 11.1 Security of NAAIA Intellectual Property

- A. The Board of Directors of Directors shall develop rules and Procedures to assure the security of the NAAIA brand, its intellectual property and all other items deemed to be proprietary.
- B. The Board should develop procedures and protocols to maintain a secure website and database for the membership.

Section 11.2 Privacy Statement and Procedures

- A. The official membership roster, the contents of the national database of NAAIA national and its established chapters is deemed to be the official property of the National Organization,
- B. No distribution of the database contents shall be released without the approval of the National Executive Director who is responsible to secure National Board approval as necessary.
- C. All member personal information shall be maintained according to the organizations privacy rules established by the Board of Directors.
- D. Any member requiring that their information not be made public shall do so in writing to local chapter leadership with a copy to the national office as appropriate.

Chapter XII

Indemnification of Officers, Directors and Others

AAIP shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. Indemnification shall be primary and non-contributory. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those-acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.