

Independent Insurance Agents of Monroe County Constitution and By-Laws

Adopted unanimously by vote of members
(Last date amended: 1/19/10)

CONSTITUTION

Article 1-C Name

The name of this organization shall be "Independent Insurance Agents of Monroe County, New York, Inc.," hereafter referred to as the "Association."

Article 2-C Objects

The objects for which this Association is organized are to uphold the principles and conserve the integrity of the American Agency System; to provide for discussion and exchange of views between members; to promote and encourage good public relations between the insuring public, the insurance companies and their representatives.

Article 3-C Membership

SECTION 1.

Voting Membership: Voting membership shall be granted by the Board of Directors only to insurance agencies, whether owned individually or by a partnership, corporation, limited liability company or other recognized form of business organization. The following requirements are necessary in order to qualify as a Voting Member of the Association:

- (1) The agency shall be operated under a valid New York resident's agents and/or broker's license that is in good standing with the New York State Insurance Department;
- (2) The agency shall be in the business of providing insurance and financial products to end users;
- (3) The agency shall have the ability to represent multiple carriers and must own the expirations and renewals on a majority of its business;
- (4) The agency must maintain an office in Monroe County; and
- (5) The agency must be a member in good standing with the Independent Insurance Agents and Brokers of New York, Inc. ("IIABNY") and shall acknowledge the Statement of Coextensive Agreement that is attached hereto as **Exhibit A**. Acknowledgement shall be inferred by the payment of dues to both associations.

SECTION 2.

Nonvoting Membership: Nonvoting members shall have no right to use in the conduct of their business any trade or service mark of this Association or of the Independent Insurance Agents Association of America, Inc., in any manner whatsoever.

The nonvoting membership of this Association shall be composed of the following:

A) Associate Member: All current Employees of independent insurance agency companies or an independent agent whose office is outside of Monroe County shall be eligible for associate membership

in the Independent Insurance Agents of Monroe County, Inc. This membership shall entitle the member to discount educational programs, discount advertising in our local publications and listing in our annual directory. An associate member shall not be entitled to vote or hold office.

B) Affiliate Member: Affiliate members shall be all other persons, firms, or corporations engaged in the following businesses which are supportive of the American Agency System: independent adjusters and vendors providing services to independent agencies.

C) Agency Associate Members: An unlicensed employee of an agency which is a member of the Independent Insurance Agents of Monroe County, is eligible for Agency Associate Membership if he or she is active in the operation of the agency.

D) Honorary Members: Any person whom the Association desires to honor because of distinguished service to insurance interests may be elected to Honorary Membership upon recommendation of the Board of Directors, but shall not be entitled to vote or hold office. Nonvoting members shall have no right to use in the conduct of their business any trade or service mark of this Association or of the Independent Insurance Agents Association of America, Inc., in any manner whatsoever.

Article 4-C Government

SECTION 1. The government of the Association shall be vested in a Board of Directors of not less than nine (9) Voting members and (1) Non-voting member (Director at Large) who shall be nominated and elected in such manner as may be prescribed in the bylaws, and who are hereafter referred to as Directors. In addition to the above, any member who acquires the status of a Director, ex-officio by election to the office of President, 1st Vice President, 2nd Vice President, or Secretary/Treasurer, shall be a member of the Board of Directors.

Proposed Vote will be to ADD the below statement.

Should the board not be able to fill the nine (9) director positions with Voting Members, a Director-At-Large can be elected to fill the position, the number of At-Large-Directors is not to exceed three (3). The total number of directors (voting and at-large) is not to exceed 10.

SECTION 2. Fiscal Year The Fiscal year of the Association shall begin on July 1st, on which date the Directors, Officers and Committees elected and appointed shall assume their duties.

Article 5-C Meetings

SECTION 1. Annual Election The annual election of the Association shall be held in June of each year, the date, place and hour to be designated by the Directors.

SECTION 2. Annual Meetings The annual meeting of the Association shall be held each year, the date, place and hour to be designated by the Directors.

SECTION 3. Other Meetings General meetings of the Association shall be held at least quarterly.

SECTION 4. Special Meetings Special meetings of the Association may be held at such other times as the President or Directors may determine, or upon the written request of 10 percent of the members in good standing.

SECTION 5. Quorum 10 percent of the members of the Association in good standing on the date of the last preceding annual meeting shall constitute a quorum for any regular or special meeting held during the ensuing year.

Article 5-C Amendments to the Constitution

SECTION 1. How Amended This constitution may be amended by a majority vote of the members in good standing present at any Association meeting, or special meeting called for that purpose, provided such proposed amendment has been submitted in writing and read at a meeting, or special meeting at which it shall be adopted.

SECTION 2. Notice to Members Due notice to every member of the meeting at which such amendment is to be considered, must be given at least ten days prior to the time of such meeting, and such proposed amendment shall be plainly stated in the call for the meeting.

Article 6-C Official Seal

SECTION 1. The official seal of the Association shall be in the form of a circle and shall bear the name of the Association and the year of its incorporation.

BYLAWS-

Adopted unanimously by vote of Board of Directors
(Last date amended: 09/01/09)

Article 1-B - Directors

SECTION 1. Term of Office

The term of office of Directors shall be three (3) years, with one-third (1/3) to expire each year.

SECTION 2. Nominations

The President, in the month of January shall appoint a Nominating Committee of five (5) members, subject to the approval of the Board of Directors. The Nominating Committee shall notify each voting member that the Association is soliciting members to serve on the Board of Directors for a three (3) year term. Any voting member wishing to serve on the Board should submit letter of interest to the Nominating Committee.

The Nominating Committee shall review all applications and if necessary interview all candidates.

In April the Nominating Committee shall recommend to the Board of Directors the candidates for the Board of Directors. The current Board shall vote upon the nominations. The new Board of Directors will be announced at the final membership meeting and ratified by the membership present at the June meeting.

Section 3. Duties of Directors

The Directors shall have the general management and control of the business and affairs of the Association and shall meet, preceding meetings of the Association, and at such time and place it may select. Seven members shall constitute a quorum.

Section 4. Special Meetings - Directors

Special Meetings of the Directors shall be called by the Executive Director upon the request of the President or of five (5) Directors. At least twenty-four (24) hours notice of such meeting shall be given. The purpose of the meeting shall be stated, and no other business shall be transacted thereat.

Section 5. Vacancies on the Board of Directors

Vacancies by resignation or otherwise on the Board of Directors shall be filled by the Directors until the next general election, at which time the Association shall elect a Director, or Directors for the remainder of any unexpired term or terms. However, in the event of an unexpired term and at the discretion of the remaining Board of Directors, a director scheduled to expire from term as director may be appointed to fill the vacancy.

Article 2-B Officers

Section 1. How Elected

Immediately following the annual election of Directors, the new Board of Directors (consisting of the newly elected Directors and the Directors holding over) shall hold a meeting and shall elect from the members of the Association, a President, First Vice President, Second Vice President, and Secretary-Treasurer. The President shall be Chairman of the Board of Directors.

Any officer elected by Directors outside of their own number shall be an ex-officio member of the Board of Directors.

Section 2. Duties of the President

The President shall preside at all meetings of the Association and of the Directors thereof, and shall have general supervision of the affairs of the Association. The President shall sign or countersign all certificates, contracts and other instruments of the Association as authorized by the Directors, shall make monthly reports to the Directors and annual reports to the members of the Association, and perform all such other duties as are incidental to the office, or are properly required of the President by the Directors, and the President shall be an ex-officio member of all Committees.

Section 3. Duties of the Vice President

In the absence of the President, the First Vice President, and in his absence the Second Vice President, shall preside and perform all the duties of the President.

Section 4.

In the absence of the President and the Vice Presidents, the members present may choose a presiding officer pro tempore.

Section 5. Duties of the Secretary-Treasurer

The Secretary-Treasurer shall assist the President in those activities necessary to properly and legally conduct the activities of the Association. The Secretary-Treasurer shall also receive all monies, pay them out upon proper vouchers when authorized by the Directors, keep a correct account of all funds

and make a report of same at each annual meeting, or at any time upon the request of the President or Directors. He shall give bond with sureties approved by the Directors for the faithful performance of his duties, the cost thereof to be paid by the Association.

The Directors may employ an Executive Director and may delegate to the Secretary part or all of the duties of the Secretary-Treasurer, and may otherwise prescribe his functions. The Directors may also employ such other persons as may be necessary to properly conduct the activities of the Association.

Section 6.

The Directors may retain legal counsel and fix the terms of his compensation.

Section 7.

The immediate Past President is an ex-officio member of the Board of Directors.

Article 3-B Finances

Section 1. Limit of Expenditures

The Directors shall not expend a sum in the excess of \$2,500.00 for any one purpose not included in the budget until same has been authorized at a regular or special meeting of the Association.

Section 2. Limit on Incurring Indebtedness

The Directors shall not incur any obligations against the Association for any amount in excess of \$1,000.00 without being first authorized to do so by the Association at a regular or special meeting.

Section 3. Review of the Finances

The Executive Director, CPA and Treasurer should ensure that a review of the finances is done annually and every third year a full audit is completed.

Article 6-B Committees

Section 1. Appointment of Committees

The President shall appoint the Chairman and members of all Committees, subject to the confirmation of the Directors.

Section 2. Actions

All actions of Committees shall be subject to the approval of the Directors.

Section 3. Quorum

At Committee meetings a majority shall constitute a quorum except that when a Committee consists of more than nine members, five shall constitute a quorum.

Article 4-B Standing Committees

Standing Committees of the Association and their duties shall be as following:

Section 1. Legislation

It shall be the duty of such Committee to consider and report on legislative matters making such recommendations as it may deem expedient. In addition this committee will coordinate Legislative any legislative events.

Section 2. Membership Committee

It shall be the duty of the Membership Committee to build up the membership of the Association.

Section 3. Publicity Committee

It shall be the duty of the Publicity Committee to assemble and secure the publication of information relative to Association affairs and insurance conditions generally. The Committee may retain professional assistance with the approval of the Board of Directors.

Section 4. Consumer Affairs Committee

When complaints are brought to the attention of the Board of Directors regarding the Association or its members, a special committee will be formed to investigate and handle the situation.

Article 5-B Robert's Rules of Order

Robert's Rules of Order, Last Edition, shall be recognized as the authority governing the meetings of the Association, its Directors and Committees when not in conflict with the Constitution or Bylaws.

Article 6-B Amending Bylaws

Bylaws may be amended by a majority vote of the Directors present at any regular meeting of the Directors, or at a special meeting called for that purpose.