

BY LAWS AND ARTICLES OF ASSOCIATION
INSURANCE AUDITORS ASSOCIATION OF DALLAS

IAAD MISSION STATEMENT:

The Insurance Auditors Association of Dallas is committed to the growth, development and education of the Insurance Premium Auditor and the Industry as a whole.

- **Provide a forum for the exchange, development and dissemination of technical information.**
- **Contribute to the Insurance Industry the knowledge and experience of the Professional Premium Auditor.**
- **Promote the growth and development of the profession.**

ARTICLE I

ON MARCH 2, 1953, AN ASSOCIATION OF INSURANCE AUDITORS WAS ORGANIZED FOR THE PURPOSE OF FURTHERING RELATIONS AMONG MEMBERS.

SECTION 1. THE NAME OF THE ASSOCIATION SHALL BE "INSURANCE AUDITORS ASSOCIATION OF DALLAS".

SECTION 2. THE ASSOCIATION BUSINESS YEAR SHALL BE FROM JULY 1 THROUGH JUNE 30.

ARTICLE II

SECTION 1. THE OBJECTS OF THIS ASSOCIATION ARE:

- A. TO HOLD SCHEDULED MEETINGS AT WHICH GENERAL EDUCATIONAL DISCUSSIONS CAN BE HELD.
- B. TO FOSTER AND PROMOTE SOCIAL ACTIVITIES PERIODICALLY FOR ITS MEMBERS.
- C. WE AGREE IN FORMING THIS ORGANIZATION THAT WE WILL IN NO WAY INVOLVE OURSELVES IN ANY TYPE OR FORM OF UNIT FOR THE PURPOSE OF BARGAINING WITH OUR RESPECTIVE EMPLOYERS.
- D. DISCUSSION OF CONFIDENTIAL INFORMATION PERTINENT TO ANY INSURANCE COMPANY OR THEIR INSUREDS SHALL NOT BE PERMITTED DURING ANY MEETING OF THIS ASSOCIATION.
- E. GUEST OF INDIVIDUAL MEMBERS ARE WELCOME AT ALL MEETINGS.

ARTICLE III

ANY PERSON HAVING THE JOB DUTIES INVOLVING INSURANCE PREMIUM AUDITING AND RELATED PROFESSIONALS MAY BECOME A MEMBER UPON PAYMENT OF THE REQUIRED DUES.

SECTION 1. THE ANNUAL DUES PAYABLE AT THE FIRST MEETING OF EACH YEAR SHALL BE \$25.00 EFFECTIVE FISCAL YEAR ENDING 1998-99.

SECTION 2. A MEMBER WILL BE CONSIDERED DELINQUENT IF SAID DUES ARE NOT PAID BY REGULAR SCHEDULED MEETING OF THE ASSOCIATION YEAR. FOR MEMBERS JOINING AFTER SEPTEMBER, DUES SHALL BE THE FULL MEMBERSHIP DUES OF \$25.00. ANY DELINQUENT MEMBER WILL BE DROPPED FROM THE ACTIVE ROSTER OF MEMBERS. SAID MEMBER CAN BE

REINSTATED

UPON PAYMENT OF CURRENT DUES.

ARTICLE IV

SECTION 1. THE OFFICERS OF THIS ASSOCIATION SHALL BE:

PRESIDENT
VICE-PRESIDENT
SECRETARY
TREASURER

SECTION 2. THE DIRECTORS OF THIS ASSOCIATION SHALL CONSIST OF THREE MEMBERS.

SECTION 3. THE FOUR OFFICERS AND THE THREE MEMBERS SHALL CONSTITUTE THE GOVERNING BODY. THE OFFICERS SHALL SERVE FOR A TERM OF ONE YEAR BEGINNING JULY 1 EACH YEAR OR UNTIL THEIR SUCCESSORS ARE ELECTED AND INSTALLED.

SECTION 4. THE DIRECTORS SHALL SERVE A TERM OF THREE YEARS EXCEPT AS PROVIDED IN ARTICLE VI, AND SHALL NOT HOLD ANY OTHER OFFICE CONCURRENTLY.

SECTION 5. NO ELECTED OFFICER SHALL SUCCEED THEMSELVES IN A GIVEN OFFICE.

SECTION 6. NO COMPANY SHALL BE REPRESENTED BY MORE THAN ONE MEMBER AT A TIME, AS AN OFFICER.

ARTICLE V

DUTIES OF OFFICERS AND DIRECTORS

- SECTION 1. THE PRESIDENT SHALL PRESIDE AT ALL MEETINGS AND THE DUTIES SHALL BE THOSE USUALLY PERTAINING TO THIS OFFICE. THE PRESIDENT SHALL BE THE OFFICIAL DELEGATE TO THE ASSEMBLY OF THE SOUTHWEST PREMIUM AUDITORS AND SHALL BE REIMBURSED BY THE ASSOCIATION FOR REASONALBE EXPENSES NECESSARY TO ATTEND THE ASSEMBLY SUBJECT TO APPROVAL BY THE GOVERNING BODY.
- SECTION 2. IN THE ABSENCE OF THE PRESIDENT, THE VICE-PRESIDENT SHALL PRESIDE AT THE MEETING AND TAKE OVER ANY DUTIES OF THE PRESIDENT AT THAT TIME. THE VICE-PRESIDENT SHALL BE RESPONSIBLE FOR THE PROGRAM PRESENTATION AT EACH MEETING. THE VICE-PRESIDENT SHALL BECOME PRESIDENT IF THE OFFICE OF PRESIDENT BECOMES VACATED.
- SECTION 3. THE SECRETARY SHALL TAKE CARE OF ALL CORRESPONDENCE, TAKE THE MINUTES OF THE MEETINGS, KEEP A MAILING LIST OF ALL MEMBERS, NOTIFY THE MEMBERS OF ALL MEETINGS OF THE ASSOCIATION, AND PREPARE AND SUBMIT ANY REPORTS DEMANDED OF THE OFFICE.
- SECTION 4. THE TREASURER SHALL BE RESPONSIBLE FOR ALL FINANCES OF THE ASSOCIATION, KEEP A MEMBERSHIP ROSTER, DISTRIBUTE A NEW MEMBERSHIP ROSTER EACH OCTOBER, AND SHALL MAKE A COMPLETE REPORT OF THE FINANCIAL STANDING OF THE ASSOCIATION AT THE FIRST MEETING OF THE FISCAL YEAR.
- SECTION 5. ANY VACANCY AMONG THE OTHER OFFICERS OR AMONG THE DIRECTORS SHALL BE FILLED BY APPOINTMENT BY THE OTHER OFFICERS AND DIRECTORS.
- SECTION 6. THE DUTIES OF THE DIRECTORS, TOGETHER WITH THE ELECTED OFFICERS, SHALL CONSTITUTE THE GOVERNING BODY OF THE ASSOCIATION.

ARTICLE VI

- SECTION 1 THE NOMINATING COMMITTEE SHALL CONSIST OF THE GOVERNING BODY. ADDITIONAL NOMINATIONS SHALL BE SUBMITTED IN WRITING ONE MONTH PRIOR TO THE ELECTION OF OFFICERS OR FROM THE FLOOR.
- SECTION 2. A MEMBER SHALL BE ELECTED WHEN A MAJORITY OF THE MEMBERS HAVE CAST VOTES VIA PROXY FOR SLATE OF OFFICERS. THE PROXY VOTE MUST BE SUBMITTED TO THE SECRETARY VIA MAIL/FAX NO LATER THAN FRIDAY BEFORE THE NEXT SCHEDULE MEETING.
- SECTION 3. EACH MEMBER SHALL BE NOTIFIED IN WRITING OF THE ELECTION MEETING.
- SECTION 4. THE ELECTION SHALL BE HELD AT THE NEXT TO THE LAST SCHEDULED MEETING OF THE ASSOCIATION YEAR.
- SECTION 5. THE ORIGINAL BOARD OF DIRECTORS SHALL BE ELECTED FOR A PERIOD OF ONE, TWO, AND THREE YEARS AND EACH MEMBER SHALL BE DESIGNATED AS DIRECTOR ONE, TWO, OR THREE RESPECTIVELY, THEREAFTER THE OUTGOING PRESIDENT SHALL SERVE ON THE BOARD OF DIRECTORS FOR A PERIOD OF THREE YEARS.

ARTICLE VII

ANY PROPOSED AMENDMENTS TO THESE ARTICES SHALL BE PRESENTED TO THE MEMBERSHIP BY THE GOVERNING BODY OR BY ANY MEMBER VIA MAIL. THE PROPOSED AMENDMENTS SHALL THEN LAY OVER UNTIL THE NEXT SCHEDULED MEETING WHEN THEY SHALL BE DISCUSSED: THEY SHALL BE VOTED ON, BY MEMBERSHIP VIA PROXY MAILED/FAX TO SECRETARY WITHOUT DISCUSSION, WITH PROXY VOTE BEING SUBMITTED TWO WEEKS BEFORE THE NEXT SCHEDULED MEETING. IF MEMBERS PROXY VOTES HAVE NOT BEEN RECEIVED BY THE FRIDAY BEFORE THE NEXT SCHEDULED MEETING, THE BOARD OF DIRECTORS WILL DECLARE THE PROPOSED AMENDMENTS TO BE AGREEABLE WITH THE MEMBER, WHO DID NOT SUBMIT THEIR PROXY VOTE.

THE PROPOSED AMENDMENT SHALL BE DECLARED IN EFFECT AND OPERATIVE BY THE PRESIDENT ONLY AFTER A MAJORITY OF THE MEMBERS HAVE SUBMITTED THEIR PROXY VOTES INDICATED THEIR APPROVAL.

ARTICLE VIII

THE MEETINGS SHALL BE SCHEDULED ON THE SECOND FRIDAY OF EVEN MONTHS. THE MEETINGS SHALL BE AS FOLLOWS:

AUGUST

FEBRUARY

OCTOBER

APRIL

DECEMBER (Christmas Party)

PRESIDENT

BY-LAWS ARTICLE V SECTION 1

The President shall preside at all meetings and the duties shall be those usually pertaining to the office. The President shall be the official delegate to the assembly of the Southwest Insurance Premium Auditors and shall be reimbursed by the Association for reasonable expenses necessary to attend the assembly subject to approval by the governing body.

Additional duties:

1. Call one board of directors meeting each quarter with current slate of officers and 3 past presidents.
2. Maintain file of correspondence - 2 years + present year
 - a. Minutes of Board Meetings
 - b. Itinerary of scheduled meetings
 - c. By-Laws
 - d. Common Procedures
 - e. Criteria for Auditor of the Year and Lifetime Membership
3. List contributions of the year.

VICE PRESIDENT

BY-LAWS ARTICLE V SECTION 2

In the absence of the President, the Vice-President shall preside at the meeting and take over any duties of the President at that time. The Vice President shall be responsible for the program presentation at each meeting. The Vice President shall become President if the office of the President becomes vacated.

Additional duties:

1. Head membership drive in June (beginning of year)
2. Maintain permanent file of speakers (alphabetically with name, phone number and topic).
3. Obtain and present award to outgoing President in June (end of year).
4. Present schedule of speakers for the year they handle.

SECRETARY

BY-LAWS
ARTICLE V
SECTION 3

The Secretary shall take care of all correspondence, take the minutes of the meetings, keep a mailing list of all members, notify the members of all meetings of the association, and prepare and submit any reports demanded of the office.

Additional duties:

1. Prepare and mail meeting announcements.
2. Maintain permanent file of meeting announcements
3. Take minutes of scheduled meetings and maintain a file of the minutes.
4. Mail notification of slate of proposed officers and proposed amendment changes with proxy vote attached to the membership.
5. Keep records of membership proxy votes and notify Board of Directors of results.

TREASURER

BY-LAWS ARTICLE V SECTION 4

The Treasurer shall be responsible for all finances of the association, keep a roster of the paid and unpaid members, distribute a new membership roster each October, and shall make a complete report of the financial standing of the association at the first annual meeting and as requested by the President.

Additional duties:

1. Prior to the First Quarter Board Meeting of the Association's year, complete budget to check finances, Items which should be included are the contribution to Southwest for regional meeting in May and President's trip expenses to the Southwest. Governing Body must approve budget.
2. Help Vice President with outgoing President's plaque and Auditor of the Year Award to be presented in June.
3. Distribute membership roster to members by October.
4. Mail membership roster to Southwest and National in October.
5. Send money to Southwest in April
 - a. \$150.00 standard
 - b. \$250.00 if meeting with National
6. Reimburse President for expenses to Southwest.
7. Send regrets on deaths, operations, etc. and cards when appropriate.
8. End of year - complete financial report to submit to Board and membership, showing budget and actual figures.
9. Maintain membership applications.

OTHER BOARD OF DIRECTORS

Composed of 3 past Presidents.

The Board of Directors will meet Quarterly during the year.

Past year President plans Christmas Party working with current President and Treasurer.

