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BYLAWS

Minnesota of the National Association of Fraternal Insurance Counsellors, Inc.

Adopted August 19, 2008

Article I.

Name

Section 1: This organization shall be known as name Minnesota - FIC of the National Association of Fraternal Insurance Counsellors, Inc. (Chapter).

Article II.

Purpose

Section 1: Its purpose is to support and maintain affiliation with the National Association of Fraternal Insurance Counsellors, Inc. (NAFIC) and to work in harmony with NAFIC to achieve its objectives; and

Section 2: To increase the knowledge of the fraternal field representatives relative to the development of more successful sales techniques and service to the Fraternal client; to promote the adoption and application of high ethical standards in the profession of fraternal life underwriting; and to afford the opportunity of an exchange of ideas between fraternal field representatives.

Article III.

National Affiliation

Section 1: In recognition of the values of the fraternal financial services profession and cooperation available to this Chapter through its affiliation with the National Association of Fraternal Insurance Counsellors, Inc. it is hereby declared a major policy of this Chapter to exercise fully those privileges and rights granted to it, and to discharge promptly all lawful obligations imposed upon it by NAFIC. The Chapter shall conform to the accepted standards and policies as set forth by NAFIC.

Section 2: In the event of dissolution or disbandment of the Chapter for any reason, all assets, monetary funds, meeting minutes, correspondence, and records of the Chapter shall transfer to NAFIC, an exempt organization under Section 501(c)(6) of the Internal Revenue Code.

Section 3: The chapter shall conduct its activities in such a manner that it qualifies as an exempt organization under Section 501(c)(6) of the Internal Revenue Code.

Article IV.

Membership

Section 1: The membership classification of the organization shall be Active Membership.

Section 2: The active membership of the Chapter shall consist of dues-paying members of the National Association of Fraternal Insurance Counsellors, Inc. (NAFIC) who live or work within the geographical territory designated to the Chapter by NAFIC. Any member in default of dues shall be automatically suspended from organization membership.

Section 3: Any member charged with conduct unbecoming a member of the organization, and against whom such charges are sustained after due and proper hearings, may be expelled from membership by a two-thirds vote of the Chapter Board of Directors. A report of this action shall then be made immediately to the NAFIC Board of Directors.

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Article V.

Officers

- § Section 1: The officers of the Chapter shall be President, Immediate Past President, Vice President, and Secretary-Treasurer. Except for Secretary-Treasurer, the officers shall automatically progress through the various offices.
- § Section 2: Each officer shall be an active member in good standing.
- § Section 3: All officers shall enter upon their official duties after being duly elected and installed at the close of the Annual Meeting.
- a) With the exception of the Secretary-Treasurer, they shall serve a term of one year, or until their successors shall be duly elected and qualified.
 - b) The Secretary-Treasurer shall serve for a minimum of three years but be formally elected each year. The Secretary-Treasurer, if so chooses, may move through the offices of Vice President, President, and Immediate Past President in any year after the required three year term is completed by notifying the Nominating Committee.
- § Section 4: The duty of the officers shall be the following:
- a) The President shall be the Executive Office of this Chapter, and shall preside over meetings of the Chapter and the Board of Directors. The President shall be an ex-officio member of all standing and special committees. The President shall perform such duties as usually pertain to that office.
 - b) The Vice President, in the absence of the President, shall preside over all meetings of the Chapter and the Board of Directors. The Vice President shall also perform such other duties as may be assigned by the Board of Directors or President.
 - c) The Secretary-Treasurer shall keep a record of membership as provided by NAFIC, attendance, and minutes of the meetings of the Chapter and Board of Directors. The Secretary-Treasurer shall be responsible for the receipt and expenditure of all chapter funds, the custodian of Chapter funds, and shall submit financial reports at the annual meeting of the Chapter and at such other times as the President or Board of Directors may require.
 - d) The Officers and the Board of Directors shall provide for the prompt review, approval and forwarding of all reports required or requested by the NAFIC.

Article VI.

Board of Directors

- § Section 1: The Board of Directors shall consist of the Officers and of a minimum of three elected Directors. A quorum shall consist of four members of the Board of Directors.
- § Section 2: Each Director shall be an active member in good standing.
- § Section 3: All Directors shall enter upon their official duties after being duly elected and installed at the close of the Annual Meeting and shall serve for a term of three years, or until their successors be duly elected and qualified. At the beginning of the Chapter, the Directors shall be elected for one one-year, one two-year, and one three-year term.
- a) In the event of a vacancy of the Board of Directors, the President shall appoint, with the approval Board of Directors, a qualified member to fill the vacancy.
- § Section 4: The Board of Directors shall determine the policies and activities of the Chapter, discipline members, approve the budget, take counsel with Committees, and have general management of the Chapter.
- § Section 5: The Board of Directors shall meet at least once a year and at the call of the President.

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Article VII.

Committees

- Section 1: All standing and special committees shall be appointed by the President and subject to the approval of the Board of Directors.
- Section 2: All committee members shall continue in their positions until their successors have been appointed.

Article VIII.

Meetings

- Section 1: There shall be no less than one chapter meeting each year and as often as deemed necessary, with one meeting designated as the Annual Meeting of the Chapter.
- Section 2: The Secretary-Treasurer will notify the active membership of the date, time, and location of the Annual Meeting, in writing, at least three weeks prior to the date.
- Section 3: At the Annual Meeting, the Nominating Committee, appointed by the President, shall present nominees for the election of Officers and Directors. A majority vote of active members present shall elect.

Article IX.

Revenue & Finance

- Section 1: The annual dues of active members shall be the amount set by NAFIC. The Chapter portion of dues entitled and the amounts of grants and other funds available to the Chapter shall be set by the NAFIC Board of Directors.
- Section 2: Revenue from other sources may be raised as recommended by the Chapter Board of Directors and approved by NAFIC.
- Section 3: The fiscal year of the Chapter shall correspond to the fiscal year of NAFIC.
- Section 4: The Chapter finances shall be audited once each year by an Auditing Committee as appointed by the President.

Article X.

Rules of Order

- Section 1: "Roberts Rules of Order" shall govern the proceedings at all meetings when not specifically covered by these By Laws.

Article XI.

Amendments

- Section 1: Any amendments to these Bylaws, if in conformity with the policies of NAFIC, may be adopted by a two thirds (2/3) vote of the Active members present at the Chapter Annual Meeting. Members of the Chapter shall be notified of the proposed amendment(s), in writing, no less than 10 days prior to the meeting at which the vote is taken.
- Section 2: Article III may not be amended by the Chapter in any manner without approval of the NAFIC Board of Directors.

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Adopted by the members of the *Chapter* of the National Association Fraternal Insurance Counsellors, Inc. on August 19, 2008 at Arden Hills, MN

ATTESTED: Patsy Nesteby DATE: August 19, 2008
Secretary Treasurer