

Constitution and By-Laws

Independent Insurance Agents of the Panhandle

October 2018 Edition

CONSTITUTION

Article I **Name**

The name of this Association shall be INDEPENDENT INSURANCE AGENTS OF THE PANHANDLE.

Article II **Fiscal Year**

The fiscal year of this Association shall be the calendar year. The Annual Meeting of this Association shall be held within thirty (30) days before the end of the calendar year.

Article III **Purpose**

The purposes for which the Association is organized are as follows:

1. To support and maintain the principles of the American Agency System and by all reasonable means to promote the best interests of those general and limited lines property and casualty insurance agents in Amarillo doing business through such system. The American Agency System is the production of insurance premiums and the servicing of insurance contracts by insurance agents who:
 - a. With regard to the preponderance of their agency business, operate on a commission basis and on their own account as independent contractors, and have ownership of their accounts and expirations by contract with their companies.
 - b. Maintain their own offices,
 - c. Are not restricted from placing insurance risks with more than one company.
2. To encourage and support those insurance principles, programs and regulations which are in the best public interest; to enlighten members as to the insurance laws of the State of Texas and to the rules and regulations for the writing of insurance as approved by the Commissioner of Insurance of the State of Texas; and to support and encourage all activities to reduce loss of life and property on streets, highways, in homes and places of employment.
3. To support a program of continuing education for member agents to assist them in attaining and maintaining the highest professional competence.

4. To encourage high standards of ethical and professional conduct by general and limited lines property and casualty insurance agents.
5. To promote a greater public understanding and knowledge of the insurance industry and its vital and necessary role in our society.
6. To generally promote the best interests of its membership by all reasonable and honorable means and to engage in such other activities or purposes as shall be necessary, convenient or incidental to any of the foregoing purposes.

Article IV Jurisdiction

The territorial boundaries of this Association shall be the counties of the Panhandle of Texas (Parmer, Castro, Swisher, Briscoe, Hall, and Childress Counties; and north to the Texas State Line); with active member agencies being engaged in the writing of property, casualty, and surety insurance.

Article V Address

The address of the registered office of the Association is P. O. Box 945; Amarillo, Texas 79105.

Article VI Board of Directors

The Board of Directors of this Association shall be composed of the Officers, and the Immediate Past President and four (4) other members, two of whom shall be elected each year at the annual meeting to serve for two calendar years, or until their successors are chosen. Any vacancies shall be filled by Board appointment.

Article VII Amendments

This Constitution may be amended at any meeting of the Association by a two-thirds (2/3) vote of the member agencies present, providing one week's notice of such proposed amendment or amendments has been given in writing to each member.

BY-LAWS

Article I Membership

Section 1. The membership shall be composed of the following categories:

- A. Regular members, composed of insurance agencies, which:
 - 1) Are licensed in the State of Texas as general or limited lines property and casualty insurance agents;
 - 2) Are actively engaged in business as general or limited lines property and casualty insurance agents for one or more property or casualty insurance companies;
 - 3) Subscribe to the constitution of this Association and these By-Laws;
 - 4) Transact business in accordance with the principles of the American Agency System; and
 - 5) Pay annual dues as prescribed in these By-Laws.

- B. Associate members, which shall be composed of any person and/or firm who has a bona fide interest in or renders a service to the general insurance industry and shall further the interests of the Association and the American Agency System in a capacity other than an insurance agent/agency and who is not eligible to join as a regular member. However, if said person or firm holds ownership, control or a management interest in an insurance agency which is eligible for regular membership in the Association, then said person or firm will be eligible for associate membership only if said agency is also an active member of the Association.

Section 2. Each member agency shall be entitled to one vote at membership meetings. No voting by proxy or an attorney-in-fact shall be permitted by any members at any membership meeting, Board of Directors meeting, executive committee meeting, committee meeting or any other meeting of its members.

Section 3. The membership of any member of this Association shall terminate upon the occurrence of any of the following:

- A. Failure to pay dues in full.
- B. Expulsion of the member for cause.

No such termination of membership shall impair or discharge any financial obligations then owing to the Association by such member.

Section 4. A member of this Association may be expelled by the Board of Directors, in accordance with procedures adopted by the Board, for any of the following causes:

- A. If the member becomes ineligible for membership.
- B. Violation of the By-Laws of the Association.
- C. Conviction of the member by a court of competent jurisdiction of any crime involving moral turpitude. Any decision of the Board of Directors ordering expulsion of a member shall be final.

Article II
Annual Dues

The annual dues of the members of this Association shall be fixed by the Board of Directors, with the approval of the membership. Failure to pay dues after receiving notice of same within sixty (60) days shall nullify the membership.

Article III
Meetings

Regular meetings of the Board and of the Association shall be held on a schedule as determined by the Board of Directors. Special meetings may be called by the President or shall be called by him on the written request of five (5) members of the Association on not less than twenty-four (24) hours' notice. The active members present shall constitute a quorum at all meetings of the Association and four (4) Board Members shall constitute a quorum at any meeting of the Board of Directors. A quorum is required for the transaction of any business by the Board or by the Association. Regular meetings may be suspended upon approval of the membership.

Article IV
Officers and Committees

The officers of this Association elected for a one (1) year term at the annual meeting shall be a President, Vice-President and Secretary-Treasurer. These officers shall hold office for the next calendar year, or until their successors are chosen. Vacancies during the term of office shall be filled by the Board of Directors. Committees shall be created and appointed by the President with the approval of the Board of Directors.

Article V
Duties of Officers and Directors

Section 1. The President shall preside at all meetings of the Association and the Board of Directors and perform such other duties as usually pertain to this office.

Section 2. The Vice-President shall be Program Director. In the absence of the President, the Vice-President shall perform the duties of the President and perform such other duties as delegated.

Section 3. The Administrator shall be the perpetual member of The Board of Directors. The Administrator shall store and maintain the official records of the Association including minutes, bank accounts, financial statements and tax returns. The Administrator shall be responsible for collecting the dues and such other funds as may belong to the Association and disburse the same. The Administrator shall also be responsible for filing the annual tax return with the Internal Revenue Service.

Section 4. The Secretary-Treasurer shall record the meetings of the Association and perform such other duties as may be required. The Secretary-Treasurer shall collect the dues and such other funds as may belong to the Association and disburse the same in the absence of the Administrator, on the order of the Association or the Board of Directors.

Section 5. The Board of Directors shall constitute the governing body of the Association and shall have the general supervision and management of its affairs under such direction as the Association may give from time to time.

Article VI Amendments

These By-Laws may be amended at any meeting of the Association by a two-thirds (2/3) vote of the member agencies present, provided one week's notice of such proposed amendment or amendments had been given in writing to each member.