

**BYLAWS OF  
SOCIETY OF INSURANCE TRAINERS AND EDUCATORS, INC.**

**ARTICLE I**

**Name**

The Society shall be named the "**SOCIETY OF INSURANCE TRAINERS AND EDUCATORS, INC.**"; it shall at all times have a designated registered agent with a registered office within the State of Georgia.

**ARTICLE II**

**Objective and Purpose of the Association**

The Society is formed for the primary objective of stimulating the growth and professional development of its members to the benefit of their respective insurance companies and the insurance business as a whole through research and the exchange of ideas related to education and training. The term "insurance company or business" shall designate those corporations formed for the purpose of writing insurance, whether stock, mutual, reciprocal, or Lloyds Association type, including company sponsored organizations, such as trade associations, as well as organizations which are basically support organizations for the insurance industry. Such support organizations shall include, but shall not be limited to, educational institutions, publishers, agents associations, consultants and vendors of insurance related services.

At all times, the Society shall be operated in such a manner so as to maintain its qualification as a tax exempt organization as provided under Section 501(c)(6) of the Internal Revenue Code of 1954, as amended or as may be amended in the future.

**ARTICLE III**

**Section 1. Membership Classifications.**

The membership of the Society shall consist of seven classifications:

- Designee
- Associate
- Honorary
- Life
- Retiree
- Student
- Corporate

**Section 2. Designee Members.**

- (a) Membership shall be open to any insurance organization or other educational organization which has personnel primarily engaged in insurance education.
- (b) The insurance or educational organization accepted for membership shall designate an employee of said organization to represent it and act on its behalf in the Society. This designated employee shall be called Designee Member.
- (c) Such membership shall be the property of and in the name of the organization applying for membership. Only one Designee Membership shall be accepted from each qualifying insurance or educational organization.

- (d) Only Designee Members shall exercise voting power in the Society. However, the Designee Member shall have the right to authorize, in writing, an Associate Member, who is also an employee of the Member organization, to attend meetings as the proxy of the Designee Member, and such proxy shall have the same rights and privileges as the Designee Member.

### **Section 3. Associate Members.**

Associate Members shall be those other employees of Member organizations who apply for membership in the Society and are not the Designee Member.

In addition, college and university teachers of insurance and risk management may elect to become Associate Members.

### **Section 4. Honorary Members.**

The Board of Directors shall be empowered to confer Honorary Membership upon any individual who in its judgment, has made outstanding contributions to insurance education and training.

### **Section 5. Life Members.**

Upon completion of the President's term of office, Life Membership is automatically conferred at the Annual Meeting.

Life Membership may be conferred upon any retiring officer who has served the Society in an official capacity for a minimum of five years. Such recognition shall be at the recommendation of a Past President and at the discretion of the Executive Committee.

### **Section 6. Retirees.**

Members of the Society who have retired, and who are no longer active with a qualified organization/member company, are encouraged to maintain membership in the Society. The annual dues for retirees shall be 50% of the annual dues for Associate Members.

### **Section 7. Student.**

Full-time students pursuing studies in education or insurance are encouraged to maintain membership in the Society. Dues shall be equal to one half of the designee dues.

### **Section 8. Corporate.**

An organization may join as a corporate member. The available number of memberships will include one designee member and other members from the same organization as corporate with benefits equal to those of Associate members. The number of memberships available to an organization within the corporate structure and the fee structure is subject to the decision of the Board of Directors.

### **Section 9. Eligibility to Hold Office.**

Any member, regardless of membership classification, shall be eligible to hold office in the Society, and if elected to office, vested with the attendant voting power as related to the assigned functional responsibility.

## **ARTICLE IV**

### **Board of Directors**

#### **Section 1. Management.**

The Board of Directors shall manage affairs of the Society and have full authority in matters of policy, except as instructed at a regular meeting of the members or as to matters upon which the members take action.

#### **Section 2. Composition and Term.**

- (a) Voting members of the Board of Directors shall consist of the incumbent officers, the most recent Past President, the four Regional Vice Presidents.
- (b) Regional Vice Presidents shall be elected for two-year terms; and, can be re-elected if desired. Unexpired vacancies shall be filled by appointment by the President.
- (c) Each Regional Vice President shall be the chief administrator of, and shall be responsible for all regional activities, including regional meetings and routine contact with members, in addition to regional recruiting and regional membership. The Vice President-Membership Services shall coordinate the activities of all Regional Vice Presidents.
- (d) Past Presidents may be removed from the ex-officio list and elected as members of the board.
- (e) The Secretary of the Society shall also serve as Secretary of the Board of Directors.
- (f) The President of the Society shall also serve as Chairperson of the Board of Directors.

#### **Section 3. Quorum.**

A quorum shall consist of a majority of the voting members of the Board.

#### **Section 4. Action in Lieu of Meeting.**

Any action to be taken at a meeting of the Board of Directors may be taken without a meeting if consent to such action is obtained in writing from a majority of the duly elected Directors of the Society.

#### **Section 7. Special Meetings.**

The President or a majority of the members of the Board of Directors shall be empowered to call special meetings of the Board of Directors.

#### **Section 8. Notice.**

Notice of all meetings of the Board of Directors shall be sent to all members of the Board in writing at least ten (10) days in advance setting forth the date, time and place and the agenda of items to be discussed at such meeting. The Secretary shall be charged with the duty of preparing and mailing individual notices to each Board member.

## **Section 9. Election.**

Election of National Officers and other Board members at the annual business meeting shall be determined by a majority of votes cast by Designee Members (or their proxies) actually present and with the limitation of no more than one vote per organization represented.

## **ARTICLE V**

### **Officers**

#### **Section 1. General Provisions**

The National Officers of the Society shall be a President, a Vice President-Membership Services, a Vice President-Annual Conference, a Secretary and a Treasurer, each elected by ballot for one year beginning July 1 following election. No President, Vice President-Membership Services, or Vice President-Annual Conference shall succeed himself or herself in office more than once; the succession of Secretary and Treasurer shall not be so restricted. In the interest of efficiency, the offices of Secretary and Treasurer may be combined, or when, in the opinion of the Board of Directors, the status of the treasury will permit, these offices may be replaced by the Executive-Secretary-Treasurer with salary, if any, to be determined by the Board of Directors. The position of Executive-Secretary-Treasurer will be filled by the Board of Directors, appointed without limitation for succession, serving at the will of the Board of Directors.

#### **Section 2. Bond.**

The Treasurer or the Executive Secretary-Treasurer and all those who are authorized to handle money or sign checks shall be bonded in an adequate amount for the financial responsibilities involved, and the records shall be carefully audited annually by a committee of two members appointed by the newly elected President of the Society. The amount and term of the bond shall be determined by the newly elected Board of Directors at their first meeting and resolution passed accordingly.

#### **Section 3. Vacancies.**

Any vacancies occurring among officers shall be filled for the balance of term by voting agreement of five or more members of the current Board of Directors.

#### **Section 4. Financial Authorization.**

The Treasurer or Secretary-Treasurer, and co-signers as designated by the Board of Directors, shall be authorized to sign for and on behalf of the Society, any and all checks, drafts or other orders with respect to any funds to the credit of this Society, and shall disburse all funds as directed by the officers of the Society. To expedite the payment of the Society's proper and customary bills, the Treasurer or Secretary-Treasurer shall be empowered to pay such bills upon presentation without prior approval of the Board of Directors, provided, however, the bill or voucher is submitted promptly after payment to the President for formal ratification.

#### **Section 5. Membership Roster.**

It shall be the responsibility of the Vice President-Membership Services to keep an up-to-date membership file and to issue, at least once a year, a roster of members which shall be sent to the membership.

## **ARTICLE VI**

### **Annual Dues and Assessments**

#### **Section 1. Annual Dues.**

Dues payments for members who joined prior to January 1, 2005 will be billed annually on July 1. Members who joined after January 1, 2005 will be billed on the anniversary of their membership activation.

#### **Section 2. Nonpayment.**

All Members who have not paid current dues by October 1 shall be dropped from the membership roster. Reinstatement shall not be subject to dues proration.

#### **Section 3. Registration Fees for Annual Meetings**

All annual conference registration fees shall be set by the Board of Directors with due regard to the condition of the Treasury, it being the intent to keep these fees at a minimum.

## **ARTICLE VII**

### **Meetings**

#### **Section 1. Annual Meeting.**

There shall be at least one business meeting of the Society each year.

#### **Section 2. Procedure.**

During the annual business meeting Robert's Rules of Order shall govern.

#### **Section 3. Voting**

A majority of the qualified voting members attending the annual conference shall constitute a quorum at the annual business meeting.

## **ARTICLE VIII**

### **Seal**

The seal of the Association shall be maintained in the custody of the Secretary and affixed to all papers and documents of the Association requiring the corporate seal.

## **ARTICLE IX**

### **Amendment**

The Bylaws of the Society may be amended by an affirmative vote of three-fourths of the full Board of Directors. Such amendments shall be circulated to the Voting Members of the Society for ratification and shall be approved and accepted by an affirmative vote of three-fourths of the ballots returned.

## **ARTICLE X**

### **Committees**

#### **Section 1.**

After the annual business meeting and before September 1, the President shall appoint members to serve as chairpersons on the following committees:

##### Standing Committees:

- (a) Executive Committee
- (b) Membership Committee
- (c) Annual Conference Committee

##### Temporary Committees:

- (a) Nominating (annual election)
- (b) Auditing
- (c) Others as appointed by the President

#### **Section 2.**

The power to establish other permanent committees shall be vested in the Board of Directors.

#### **Section 3. Membership Committee.**

The Vice President-Membership Services shall also be the chairperson of the Membership Committee which is comprised of the four Regional Vice Presidents. It shall be the responsibility of this committee to promote broad representation in the Society of all those in the insurance business who are active in education and training, or personnel activities closely related thereto. All applications shall be sent to the Chairperson, Membership Committee, for review and approval, who shall submit each to the President for approval and to the Treasurer for further processing. If there is any doubt as to the candidate's qualifications, the President shall poll the Board of Directors. A majority decision shall determine the disposition of the application.

#### **Section 4. Nominating Committee**

The President shall appoint a Nominating Committee for the annual election of officers and Board of Directors. This committee shall present its slate to the membership by mail thirty days prior to the annual meeting. At the annual meeting this slate, plus additional nominations by Designee Members from the floor, shall be the subject for voting following normal parliamentary procedure.

### **Section 5. Annual Conference Committee.**

The Vice President-Annual Conference, with the approval of the President, shall appoint an Annual Conference Committee. It shall be this officer's responsibility to plan the program and arrange for the physical facilities and program of the annual business meeting. The Vice President-Annual Conference shall submit the committee recommendations for the annual business agenda to the Board of Directors at such times as designated.

### **Section 6. Auditing Committee.**

The newly elected President shall appoint an Auditing Committee after each annual business meeting. Their report shall be submitted to the membership at the next annual business meeting.

### **Section 7. Executive Committee.**

An Executive Committee comprised of certain members of the Board of Directors shall meet twice each year to conduct the affairs of the Society. This Executive Committee shall include the President, Vice President-Membership Services, Vice President-Annual Conference, Secretary, Treasurer, and Immediate Past President. Others, as invited by the President, may attend such meetings. The Executive Committee represents and has the same power as the full Board of Directors.

## **ARTICLE XI**

### **Distribution**

#### **Section 1.**

The current Articles of Incorporation and Bylaws shall be duplicated, or printed, and distributed to all members of the Society.

## **ARTICLE XII**

### **Section 1.**

Amendments to the Articles of Incorporation shall be proposed by not less than five members of the Society. Such proposal must be in writing. An amendment may be adopted as presented, or as modified, by a three-fourths vote of the qualified Designee Members, or their proxies, present at any annual business meeting, provided that the amendment shall have been presented to the Chairperson of the Board of Directors two months in advance of such meeting, and circulated to the membership. One month prior to the annual business meeting, a form for naming a proxy shall be made available to the Designee Member upon request to the Secretary.

## ARTICLES OF INCORPORATION

### OF

#### SOCIETY OF INSURANCE TRAINERS AND EDUCATORS, INC.

- I. The name of the corporation is: **SOCIETY OF INSURANCE TRAINERS AND EDUCATORS, INC.**
- II. The corporation is organized pursuant to the provisions of the Georgia Non-profit Corporation Code and not for pecuniary gain.
- III. The corporation shall have perpetual duration.
- IV. The purposes of the corporation are as follows:
  - (a) To stimulate the growth and professional development of its members to the benefit of their respective companies and the insurance business as a whole through research and the exchange of ideas related to education and training.
  - (b) To provide administrative services to its members and other activities relating to public relations;
  - (c) To acquire by purchase, lease, gift, will or otherwise to own, hold, use and otherwise deal in real or personal property; to sell, convey, lease exchange, transfer and otherwise dispose of, or mortgage, pledge, create a security interest in, deliver a deed to secure debt, or otherwise encumber, all or any part of its property and assets, or any interest therein, wherever situated; and
  - (d) The corporation shall neither function as a bargaining agent, nor take any position with regard to politics, either national or industry related.
- V. The corporation is organized and shall be operated under the provisions of Section 501(c)(6) of the Internal Revenue Code of 1954 as amended or as may be amended in the future and may exercise any and all powers provided for therein in feathering of the exempt purposes of the corporation.
- VI. No funds of the corporation shall be expended for any purpose not allowed for organizations exempt under provisions of Section 501(c)(6) of the Internal Revenue Code of 1954 as amended, nor shall any funds of the corporation inure to the benefit of or be distributed to any member, director, or officer of the corporation. The corporation shall be allowed to pay reasonable compensation for services rendered and for the reimbursement of expenditures.
- VII. In the event of complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and the balance of any monies remaining after liquidation shall be distributed as provided by and under the intent of Section 501(c)(6) of the Internal Revenue Code of 1954 as amended and any regulations promulgated thereunder and existing now or adopted in the future.

- VIII. The qualifications for membership and admission to the corporation shall be set forth in the bylaws as adopted by the Board of Directors. The initial Board of Directors shall consist of the following persons:

(The full names and addresses to be added to the original filing)

President, Vice President-Membership Services, Vice President-Annual Conference, Secretary, Treasurer, Vice President-Eastern Region, Vice President-Central Region, Vice President-Western Region, Vice President-Southern Region, Immediate Past President.

- IX. The fiscal year of the corporation shall commence on July 1 and end on June 30.
- X. The initial registered office of the corporation shall be at Glass, McCullough, Sherrill & Harrold, 1409 Peachtree Street, Atlanta, GA 30309. The initial registered agent of the corporation at such address shall be Thomas J. Harrold, Jr.

**POLICY STATEMENTS REGARDING THE SITE MEMBERSHIP ROSTER  
(Reprinted from the SITE Procedural Manual)**

**I. ENDORSEMENT OF PRODUCTS/SERVICES**

The overall objective of SITE is to stimulate the growth and professional development of its members, to the benefit of their employers, and the industry as a whole.

SITE maintains a neutral position on specific issues facing the insurance industry and with differences among member companies and product/service providers. It is the intent of SITE neither to sponsor nor endorse any one company's philosophy or any one provider's product or service.

SITE does not permit the advertisement of any materials in its publications and the organization's guidelines do not permit the use of its membership roster for solicitations or publicity. SITE will refuse to honor any/all requests for the sale and/or use of its membership roster.

SITE will consider entering into agreements with member organization, which the Board believes will benefit the Society in achieving its mission. These agreements may include fee for services, or other financial arrangements. The Board of Directors will use the following criteria in evaluating such agreements:

- The services offer a direct benefit to the Society in achieving its objectives;
- The service is intended to generate one of the following: new memberships and/or non-dues revenue;
- The associated costs to SITE are less than those associated with the expected benefits to SITE and its members.

SITE must insure the equality of treatment of products/services that may be available to members through other SITE members. This parity position is best achieved by not endorsing any products/services.

SITE does provide an arena for providers to market their products/services by the rental of exhibit booths at the Annual Conferences of SITE, and at Regional meetings and workshops. Discounts and/or other considerations to potential purchasers may be consummated individually during the exhibiting periods.

**II. USE OF MEMBERSHIP ROSTER FOR SURVEYS**

The Membership Roster is not to be used for the purpose of general surveys.

In the event of an unauthorized survey, SITE's President should send a letter to any offender(s) explaining the procedure (see next paragraph). This letter should further explain that a second violation of the procedure might result in the loss of SITE membership.

All requests to conduct a survey will be approved by the Board of Directors or the Executive Committee. Their decision should be based on content and the overall value of the survey to the SITE membership. All requests to conduct a survey should be submitted to the President.

Results of all surveys must be made available to SITE members; perhaps by publication of the results in SITE's newsletter (InSITE) or by means

### **III. USE OF MEMBERSHIP ROSTER BY VENDORS**

The Membership Roster is not to be used by vendor members for publicity nor to solicit business from the membership.

Vendor members who exhibit at the annual conference will be provided with a pre-conference set of address labels one month in advance of the annual conference, for the purpose of contacting pre-registered conference attendees. These vendors will also be provided with one post-conference set of address labels of the final registration list, which must be used within 90 days of the end of the conference.

Vendor members can also promote their business by sending news releases on new products and services to be included in the Industry News section of the Society newsletter, InSITE. This information will also be posted on the SITE website page of the same name, and a link to the vendor's website may also be provided.

Vendor members who exhibit at the annual conference receive a free advertisement and "hot link" from the Society's website "resources" page. Vendors who have not exhibited at the annual conference may receive the "hot link" service at a cost of \$100 for members; \$150 for non-members.

Vendor members who exhibit at the annual conference receive a full page advertisement in the conference notebook and an advertisement in the SITE Journal published following the conference.

Vendor members who exhibit at the annual conference and collect business cards from attendees are free to solicit business from those attendees who have left their business cards. If business cards are collected for the purpose of a raffle or drawing, and if those individuals participating will later be contacted by the vendor, we respectfully request that the vendor disclose that fact to the attendees either in advance of collecting the cards or in the subsequent communication (i.e., "this email is being sent to you as a result of information we received from you at the SITE Annual Conference").

By signing the membership application, vendor members agree to abide by the SITE membership roster use policy. Violators of this policy are subject to immediate suspension of their membership.

