

**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 officers defined in Article 5 section 1 plus the immediate Past President and 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 routine contact with members, regional recruiting and regional membership, and other duties as assigned. The Vice President - Member Services shall coordinate the activities of all Regional Vice Presidents.
- (d) Former officers are eligible to be elected or appointed to the Board to fill unexpired terms.
- (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 5 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 6 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.

Section 7 Election.

Election of National Officers and other Board members will be held at the annual business meeting.

Once a quorum is established (See Article VII, Section 3) the election will be 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 – Member Services, a Vice President - Marketing, a Vice President - Annual Conference, a Secretary and a Treasurer (whose positions may be combined), each elected by ballot for one year beginning July 1 following election. Additionally, the Immediate Past President is a National Officer. No President, Vice President – Member Services, Vice President - Marketing, 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. The position of Executive Director 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, Executive Director 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.

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 the Executive Director, 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.

Section 5. Membership Roster.

It shall be the responsibility of the Executive Director to keep an up to date membership roster that is available electronically.

ARTICLE VI

Annual Dues and Assessments

Section 1. Annual Dues.

Dues payments will be billed on the anniversary of the member's membership activation.

Section 2. Nonpayment.

All Members who have not paid current dues by their renewal/anniversary date will be removed from the membership roster. Inactivated members will be allowed to rejoin at anytime.

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.

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

Amendments

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 IX

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) Annual Conference Committee
- (c) Nominating (annual election)
- (d) Auditing

(e) Temporary Committees may be appointed by the President as needed.

Section 2.

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

Section 3 Nominating Committee.

Nomination committee will be comprised of the Immediate Past President (serving as Chair), the President, and the Executive Director. This committee shall present its slate to the Board at its winter meeting and to the membership 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 4 Annual Conference Committee.

The Vice President - Annual Conference, with the approval of the President, shall appoint an Annual Conference Committee to plan the program and activities for the subsequent year annual conference.

Section 5. Auditing Committee.

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

Section 6 Executive Committee.

An Executive Committee comprised of certain members of the Board of Directors shall meet a minimum of twice each year to conduct the affairs of the Society. This Executive Committee shall include the President, Vice President Member Services, Vice President-Marketing, Vice President - Annual Conference, 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 X

Distribution

The current Articles of Incorporation and Bylaws shall be made available to all members of the society.

ARTICLE XI

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 Executive Director.

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 there under and existing now or adopted in the future.