

**Amended and Restated Bylaws
Independent Insurance Agents of Texas
(Incorporated 1925)
Effective June 21, 2019**

Bylaws Article I—Membership

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

- a. Agency members, which:
 1. are licensed in the State of Texas as general or limited lines property and casualty agents and are actively engaged in business as general or limited lines property and casualty agents; or are licensed in the state of Texas as general lines life and health agents and are actively engaged in business as general lines life and health agents;
 2. subscribe to the Articles of Incorporation of this Association and these Bylaws;
 3. transact business in accordance with the principles of the Independent Agency System defined as a system of marketing insurance through independent contractors (agents) who sell insurance on a commission or fee basis with one or more insurers, and
 4. pay annual dues as prescribed in these Bylaws.

- 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 interest of the Association and the Independent Agency System in a capacity other than an insurance agent/agency and who is not eligible to join as an agency member. However, if said person or firm holds ownership, control or a management interest in an insurance agency which is eligible for agency membership in the Association, then said person or firm will be eligible for associate membership only if the majority of employees in the firm are working directly in the business of the associate member and not the retail agency.

Section 2. Each agency member shall be entitled to one vote at membership meetings. No voting by proxy or an attorney-in-fact shall be permitted.

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 obligation 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 Bylaws 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—Dues

Section 1. Membership fees and dues shall be fixed by the Board of Directors.

Section 2. Fiscal Year. The fiscal year of the Association shall be from September 1st through August 31st.

Section 3. Members admitted after the commencement of any fiscal year shall pay dues prorated under rules adopted by the Board of Directors.

Section 4. All membership fees shall be due and payable annually in advance on the first day of September in each year, unless other dates for payment are fixed by the Board of Directors.

Article III—Membership Meetings

Section 1. Annual Meetings.

- a. The annual meeting of the members of this Association shall be held on a date and at a place to be selected by the Board of Directors.
- b. Notice of the time and place of the annual meeting shall be given to members not less than thirty (30) days prior to the date of such meeting by publication in the Association newsletter.
- c. The order of business at the annual meeting of members shall be prescribed by the Board of Directors.

Section 2. Special Meetings.

- a. Special meetings may be called, stating the purpose for the meeting, by the Chair, or shall be called upon written request of the majority of the Board of Directors, or shall be called upon written request by at least five percent (5%) of the member agencies of IIAT.
- b. The Chair shall direct the Secretary to give at least ten (10) days' written notice to all members.
- c. No business shall be discussed or transacted at any such special meeting other than the items specified in the notice calling the meeting.

Section 3. Those members who are present at any annual or special meeting which has been duly called and for which proper notice has been given shall constitute a quorum.

Article IV—Board of Directors

Section 1. The Board of Directors shall be the policy making body of the Association. Within the framework of the purposes as set forth in Section II of the Charter, the Board shall:

- a. determine the general policies of the Association;
- b. formulate and promulgate statements and resolutions relative thereto.

Section 2. Membership.

- a. The Board shall be composed of not less than fourteen (14) and not more than twenty (20) members, to be elected as follows:
 1. The number of directors to serve for the coming year shall be determined by the Board at a regular or duly called special meeting of the Board, provided that the act of the Board in reducing the number of directors shall not reduce or shorten the term of any director then serving in office.
 2. The Chair, Chair-Elect, Vice Chair, and the State National Director shall serve as voting ex-officio members of the Board during their respective terms of office.
 3. At the expiration of his or her term, the person who has served as Chair of the Association shall assume the office of Past Chair and serve as a voting ex-officio member of the Board for the period immediately succeeding his or her term of office as Chair.
 4. Not less than nine (9) and not more than fifteen (15) directors shall be elected from the membership at large.
- b. Board members' terms begin immediately following the business meeting during which they were elected and end when their successors' terms begin.
- c. A minimum of one (1) and a maximum of five (5) directors shall be chosen each year from among the membership of the Association at its annual meeting to serve for a term of two (2) years each. And member of the Board so chosen shall, to the extent there are directors with terms then expiring, replace those members whose terms expire
- d. A director who has served a full two (2) year term shall be eligible for reelection to succeed himself or herself for a second two-year term.

Section 3. Director Elections.

- a. A Volunteer Development Committee, composed of the three most recent Past Chairs will convene to nominate three members to serve on the Board of Directors.
- b. The current Immediate Past Chair shall preside as Chairman of the Committee.
- c. The committee shall report its nominations at the annual membership meeting.

Section 4. The Board of Directors, meeting in connection with the annual membership meeting, each year shall elect two of its members to the office of Chair and Chair-Elect; shall elect from among the current or former members of the Board of Directors a Vice-Chair and, if the term of office expires at the Board meeting nearest the end of the fiscal year, shall elect a State National Director. The members elected as Chair, Chair-Elect and Vice-Chair shall become ex-officio members of the Board, during the period for which they serve in their respective elected office, thus vacating their elected membership on the Board, which vacancy shall be filled, like all other vacancies, as is provided by these Bylaws.

Section 5. Meetings of the Board of Directors may be held at such times and places as may be fixed by the Board or as may be called by the Chair. Special Meetings of the Board shall be called by the Chair upon written request of five (5) members of the Board. Members shall be given at least ten (10) days written notice of meetings of the Board of Directors, except as provided below for a meeting called to consider action on an urgent matter.

- a. Notwithstanding any other provision of this Article, the Board of Directors may take official action on any urgent matter upon the affirmative vote of a majority of its

- members during a telephone conference call presided over by an Officer of this Association as provided by Article VI of these Bylaws. Members of the Board of Directors shall be given at least twenty-four (24) hours prior notice either personally delivered in writing, by email, or by telephone of a meeting on an urgent matter called pursuant to this section. A full and complete record of the proceedings of such telephone conference call shall be kept and placed in the records of the Association the same as any other meeting of the Board of Directors.
- b. An action normally taken at a meeting of the Directors may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of directors or committee members necessary to take that action at a meeting at which all of the directors are present and voting. The consent must state the date of each director's or committee member's signature. In addition, prompt notice of the taking of an action by directors without a meeting by less than unanimous written consent shall be given to each director or committee member who did not consent in writing to the action.

Section 6. A majority of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, the members present may recess the meeting to a later time, not more than ten (10) days later, without additional or further notice.

Section 7. In case of a vacancy on the Board of Directors, a majority of the remainder of the members of said board shall elect a member of the Association to fill said vacancy until the next regular annual election of Directors, and the Director elected at that time shall hold office for the remainder of the unexpired term, if any.

Section 8. Any Director may be removed from office, either with or without cause, at any time by vote of three-fourths of the remaining Directors and may be recalled at any time with or without cause by a vote of two-thirds of the members of the Association present at any special meeting called for that purpose or at the annual meeting.

Article V—Elected Officers of the Board of Directors

Section 1. The elected offices of the Association shall consist of a Chair, Chair-Elect, and Vice Chair.

- a. The Officers shall be elected as is provided in Article IV of these Bylaws.
- b. The term for Chair, Chair-Elect, Vice-Chair shall be from the conclusion of the Board meeting held in conjunction with the Annual Meeting at which they each take the appropriate oath of office for their respective positions until the conclusion of the Board meeting held in conjunction with the next following Annual Meeting.

Section 2. Chair. The Chair shall preside at all meetings of the Association and of the Board of Directors and shall serve as chairman of the Executive Committee.

Section 3. Chair-Elect. The Chair-Elect shall be elected the Chair of the Association upon the end of the Chair's term. In the event of the absence or inability of the Chair to perform his or her duties, the Chair-Elect shall perform the duties of and have the same authority as the Chair. In

the event of the death or incapacitation of the Chair-Elect, the Executive Committee shall nominate a replacement to the Board of Directors, and the Board shall elect a successor at the next regular meeting of the Board, or a called special meeting of the Board if necessary.

Section 4. Vice-Chair. In the event of the absence of or inability of the Chair and Chair-Elect to perform their duties, the Vice-Chair shall perform the duties of and have the same authority as the Chair. In the event of death or incapacitation of the Vice-Chair, the Board of Directors shall have the option to leave the position vacant for the remainder of the term or elect a successor, in which case, a nomination shall be made to the Board by the Executive Committee.

Section 5. State National Director.

- a. The State National Director shall represent this Association at all meetings of the National Board of State Directors of the Independent Insurance Agents & Brokers of America. To be eligible for election by the Board, a member must have served at least one year on the Board of Directors of the Association. A current Chair shall not be eligible for such office for a period of one year from the date of retirement as Chair.
- b. The State National Director shall be elected, as provided in Article IV of these Bylaws, for a term of three (3) years.
- c. The State National Director may be reelected to an additional term of three (3) years, but in no event may the State National Director serve in this capacity for more than six (6) consecutive years.
- d. The State National Director's term begins on January 1 of the year following election and ends when a successor's term begins.
- e. The Board of Directors shall have the authority to remove from office the State National Director with or without cause and appoint a successor for the unexpired term.
- f. The Chair shall serve as Alternate State National Director to attend meetings of the National Board of State Directors of the Independent Insurance Agents & Brokers of America with authority to vote and represent the Association in the absence of the State National Director. If the Chair cannot carry out these duties, the Chair-Elect, Vice-Chair is authorized to serve in that capacity.

Article VI—Executive Committee

Section 1. The Executive Committee. The Executive Committee shall be composed of the Chair, the Chair-Elect, ~~and~~ the Vice-Chair, the Immediate Past Chair, and the State National Director.

- a. Meetings of the Executive Committee may be called by the Chair at any time and shall be called by the Chair at the request of any member of the Executive Committee.
- b. Meetings of the Executive Committee may be conducted by means of telephone conference calls.
- c. The Executive Committee shall be responsible for general supervision and management of the affairs of the Association.
- d. Minutes of all meetings of the Executive Committee must be prepared and provided to the Board of Directors.
- e. The Executive Committee shall act as a nominating committee for the positions of Vice-Chair and Chair-Elect and shall present its nominations at a meeting of the Board of Directors held in connection with the annual membership meeting.

Article VII—Committees

Section 1. The Chair shall appoint such standing committees as the Board of Directors may deem necessary to serve the best interest of the Association.

Section 2. All standing committees shall consist of not less than three (3) members, one of whom shall be designated by the Chair as Committee Chair, and such committees shall serve under terms and provisions as may be adopted by the Board of Directors.

Section 3. The Chair shall appoint such other special committees as may from time to time be deemed as appropriate.

Article VIII—Corporate Officers

Section 1. The President or Executive Director. The Board of Directors shall employ a President or Executive Director to manage the Association under supervision and direction of the Board of Directors in keeping of the policies set by the Board of Directors. The duties shall be as follows:

- a. to assist the Board of Directors, Executive Committee and other Corporate Officers in conducting the business of the Association;
- b. to manage the headquarters, staff and facilities of the Association;
- c. to additionally perform the duties of the Vice-Chair in the event the Board of Directors does not elect or appoint one; and
- d. to perform such other duties and functions as may be assigned by the Board of Directors or Executive Committee.

Section 2. Secretary. The Board of Directors shall elect or appoint a Secretary. The duties of the Secretary shall be as follows:

- a. assist the Board of Directors, Executive Committee and President as directed by them in conducting the business of the Association;
- b. attend all meetings of the Association, Board of Directors, Executive Committee and other standing committees of the Board and shall keep a full and complete record of the proceedings of such meetings, unless excused by the Chair or the meeting's presiding director and alternate means are utilized to provide an accurate record of the proceedings;
- c. send written or printed notices to the membership for any regular or special meetings of the Association, and notice of special meetings shall set forth the purpose for which they are called;
- d. keep the membership and other records of the Association;
- e. to additionally perform the duties of the Treasurer in the event the Board of Directors does not elect or appoint one; and
- f. perform such other duties usual to the office as may be required by the Board of Directors.

Section 3. Treasurer. The Treasurer shall:

- a. assist the Board of Directors, Executive Committee and President as directed by them in conducting the business of the Association;
- b. shall collect all dues and moneys due the Association and under the direction of the Board of Directors disburse the funds of the Association;
- c. annually, or more often if required to do so, submit to the Board of Directors a detailed report of all receipts and disbursements;
- d. cause the funds of the Association to be deposited in a financial institution approved by the Board of Directors, to the credit of the Association and same shall only be withdrawn by checks signed by him or her and other persons authorized by the Board of Directors;
- e. have accounts audited annually by a Certified Public Accountant authorized by the Board of Directors;
- f. give bond for the faithful discharge of his or her duties in a sum and with such sureties as required by the Board of Directors; and
- g. to perform such other duties usual to the office as may be required by the Board of Directors.

Section 4. Any corporate officer elected or appointed by the Board may serve in his or her respective office, at the pleasure of the Board, for up to three (3) years. Once a corporate officer has served for three (3) years, the Board must either re-elect or re-appoint the corporate officer, elect or appoint another person to serve in that corporate office, or – for the office of vice-president or treasurer – vacate the corporate office. The Board may remove any corporate officer with or without cause at any time.

Article IX—National Association

Section 1. The Board of Directors of this Association may affiliate this Association with the Independent Insurance Agents & Brokers of America.

Section 2. Upon affiliation, this Association shall pay dues to the Independent Insurance Agents & Brokers of America for the members of this Association on the basis of the dues scale and allocation method said Independent Insurance Agents & Brokers of America may from time to time adopt; provided, however, should the Board of Directors of this Association feel that such charges are excessive or would prove an undue burden on this Association and its members, they may suspend, cancel or adjust the dues for any or all memberships in the Independent Insurance Agents & Brokers of America.

Article X—Reimbursement of Expenses

Officers and Directors of the Association, members of committees and such others performing special services for the Association shall be reimbursed for their actual expenses in connection with the business of the Association in such manner and to such extent as shall be determined by the Board of Directors.

Article XI—Indemnification

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, including all appeals by reason of the fact that he or she is or was a director, officer, agent, or employee of the Association, or is or was serving at the request of the Association as a director, trustee, officer, venturer, proprietor, agent or employee of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against expenses (including attorneys' fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding to the fullest extent permitted by law.

Section 2. The indemnification provided by this Article shall not be deemed exclusive to any other rights to which those seeking indemnification may be entitled as a matter of law or under the Articles, these Bylaws, any agreement, vote of members, any insurance purchased by the Association, or otherwise, both as to action in an official capacity and as to the action in another capacity while holding such office, and shall continue as to a person who has ceased to be director, trustee, officer, agent, or employee and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 3. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, agent or employee of this Association, or is or was serving at the request of the Association as a director, trustee, officer, agent, or employee of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article or of the Texas Nonprofit Corporation Act.

Article XII—Books and Records

The Association shall keep books and records, including, but not limited to minutes of meetings of the Board of Directors and its respective Committees, records of votes on proposed actions and votes on actions taken by the Board of Directors and its respective Committees, accounting records kept in conformity with Generally Accepted Accounting Principles, records of required notices of meeting of the Members or of the Board of Directors, and minutes of membership meetings.

Article XIII—Amendments and Rules of Order

Section 1. These Bylaws may be amended at any regular meeting of the Association by a majority vote of the members present, or by the same vote at any special meeting of the Association which has been called for that purpose. Notwithstanding any other provision of these Bylaws, no amendments to the Bylaws shall be considered or voted at any regular or special meeting, unless thirty (30) days written or printed notice of the general nature of any such

proposed change has been given to all members of the Association. Any member desiring to propose an amendment to these Bylaws shall give written notice of such proposal to the Chair of the Association at the principal office of the Association in Austin, Texas not less than forty-five (45) days prior to a meeting of the Association, at which same may be eligible for consideration. Upon receipt of any such written notice from any member the Chair shall direct the Secretary to give appropriate notice to all members of the Association.

Section 2. Parliamentary Procedure. All meetings of the membership, the Board of Directors and committees shall be conducted and all questions of parliamentary procedure shall be settled according to Robert's Rules of Order (Revised), whenever such rules of order are not inconsistent with these Bylaws or the statutes of the state of Texas.

Adopted by the Membership on this Nineteenth day of June 2019.