

NATIONAL ASSOCIATION OF INSURANCE AND FINANCIAL ADVISORS

**DALLAS CHAPTER
BYLAWS**

(As Approved and Amended by Board on April 27, 2023)

Article I – Name, Territory, and Principal Office

Section 1. The name of this association shall be: “NAIFA-Dallas” (referred to herein as the “Chapter”).

Section 2. The territory of the Chapter shall correspond to the geographical boundaries as described in its NAIFA Chapter Agreement.

Section 3. The principal office(s) of the Chapter shall be located as determined by its Board of Directors.

Article II – Mission and Restrictions

Section 1. The Mission of the Chapter is to advocate for a positive legislative and regulatory environment, enhance business and professional skills, and promote the ethical conduct of our members.

Section 2. All policies and activities of the Chapter shall be consistent with applicable federal, state, and local antitrust, trade regulation, campaign finance, or other legal requirements; and applicable tax exemption requirements, including the requirements that the Chapter not be organized for profit and that no part of its net earnings inures to the benefit of any private individual.

Article III – Powers of the Chapter

Section 1. The powers of the Chapter shall be:

- a) To elect individuals to membership, and to suspend or revoke such memberships;
- b) To manage, supervise, direct, and control the business, property, and funds of the Chapter; and
- c) To take all actions necessary to conduct the mission of the Chapter.

Article IV – Role as a NAIFA Local Chapter

Section 1. This Chapter shall serve as an appointed Local Chapter of the National Association of Insurance and Financial Advisors (“NAIFA”) and of NAIFA-Texas and shall be an association of elected individual members.

Section 2. All members of this Chapter must be members of NAIFA and NAIFA-Texas.

Section 3. As an appointed NAIFA Local Chapter, this Chapter agrees to execute and adhere to a NAIFA Chapter Agreement, as prescribed by the NAIFA Board of Trustees; and shall have such responsibilities and privileges as provided in such agreement. If the Chapter fails to conform to the provisions of its agreement, it may have its appointment as a Chapter suspended or revoked by the NAIFA Board of Trustees as provided in the agreement. The Chapter may resign as a NAIFA Chapter, provided that all financial and other obligations of the Chapter to NAIFA and NAIFA-Texas have been fulfilled, including but not limited to the return of all unspent dues. Such resignation shall become effective when accepted by the NAIFA Board of Trustees, and by such resignation, the Chapter shall surrender all rights to use the NAIFA name and return to NAIFA all other NAIFA property.

Section 4. As an appointed NAIFA Local Chapter, this Chapter shall organize, direct, and coordinate local-area programs, activities, and groups, in a manner consistent with its mission and with the terms and conditions of its chapter agreement.

Article V – Membership in NAIFA Local Chapters

Section 1. Membership in this Chapter is available to qualified individuals in the producer, associate, or honorary class, who agree to adhere to these bylaws, the NAIFA Code of Ethics, and other applicable membership rules and policies of NAIFA.

Section 2. Producer Membership. (a) Producer members of the Chapter shall be insurance agents and/or financial advisors; licensed to sell life, health, and/or property-casualty insurance, or securities, such as agents, brokers, supervisors, general agents, managers, and others engaged in local management and distribution. Individuals shall not be eligible for producer membership unless they are identified as a producer in the field as distinguished from the home office.

(b) Producer members shall be members of NAIFA and will be automatically assigned to the Chapter based on their preferred address being located within its jurisdiction, as described in its NAIFA Chapter Agreement. Producer members who live or work near the jurisdiction of the Chapter may request to be added to the Local Chapter, provided that such request originates with the member and that the Local Chapter shall not solicit such requests. Producer members who join the Chapter as a second (or additional) Local Chapter may be required to pay a second chapter fee.

(c) Producer members shall pay membership dues as determined by the NAIFA Board of Trustees and shall be entitled to all the privileges of the Chapter, including:

- (i) To elect Officers and Directors of this Chapter;
- (ii) To suggest and recommend policy for consideration by the Board of Directors;
- (iii) To amend the bylaws of this Chapter;
- (iv) To review actions of the Board of Directors (other than administrative actions) taken after the last preceding Annual or Special Meeting; and
- (v) To overrule actions (other than administrative actions) of the Board of Directors submitted to it by referendum as outlined in Article VIII, Section 5. To overrule the Board of Directors a successful vote shall consist of at least two-thirds (2/3) of the total votes cast.

(d) The NAIFA Board of Trustees may designate a category of membership for individuals (Retired Members) who otherwise qualify for producer membership and have reached a specified age and meet any other applicable requirements.

(e) The NAIFA Board of Trustees may define other subcategories of the producer category of membership, including their qualifications, privileges, and obligations.

Section 3. Associate Membership. (a) Associate members of the Chapter shall be individuals affiliated in any capacity with the home office or agency office of an insurance company or those affiliated in any capacity with a profession, publishing house, trust company, or any other business organization related in any manner to the insurance and financial services industry. These may include but are not limited to, accountants, attorneys, authors, editors, educators, publishers, trust officers, and others in related fields of endeavor.

(b) Associate members shall be members of NAIFA and will be automatically assigned to the Chapter based on their preferred address being located within its jurisdiction, as described in its NAIFA Chapter Agreement. Associate members who live or work near the jurisdiction of the Chapter may request to be added to the Local Chapter, provided that such request originates with the member and that the Local Chapter shall not solicit such requests. Associate members who join the Chapter as a second (or additional) Local Chapter may be required to pay a second chapter fee.

(c) Associate members shall pay membership dues as determined by the NAIFA Board of Trustees and shall be entitled to all the privileges of the Chapter, except those of voting on amendments to these bylaws or election as an officer of this Chapter. The number of associate members serving as directors on the Chapter's Board of Directors shall not be allowed to constitute a majority of the board.

(d) The NAIFA Board of Trustees may designate a category of membership for individuals (Student Members) who are enrolled in an accredited university, or such other academic institution which may be approved by the NAIFA Board of Trustees, and who have an interest in insurance or financial services. Persons who are eligible for producer membership shall not be eligible for student membership. Student members shall pay membership dues as determined by

the NAIFA Board of Trustees and shall be entitled to all the privileges of the Chapter except those of voting or holding office.

(e) The NAIFA Board of Trustees may define other subcategories of the associate category of membership, including their qualifications, privileges, and obligations.

Section 4. Honorary Membership. Any person who has performed distinguished public service in the field of insurance and financial services, or the community; and who is not a producer or associate member of NAIFA, may be elected as an honorary member of the Chapter. An honorary member shall pay no membership dues and shall be entitled to all privileges of the Chapter except those of voting and holding office.

Section 5. Membership Admission, Resignation, and Discipline. Admission to membership in the Chapter shall be according to rules prescribed by the NAIFA Board of Trustees. Any member may resign by submitting written notice of resignation to NAIFA; however, resignation does not relieve a member from liability for dues accrued and unpaid as of the date of resignation. Failure to pay dues or to meet the criteria for membership is presumed to be an adequate reason for expulsion from membership and does not require advance notice to the member. Any member proposed for expulsion from membership or for other disciplines for any reason other than failure to pay dues will be given notice of the proposed discipline, an opportunity to respond to the proposed discipline, and final notice of the decision, according to the membership disciplinary process prescribed by the NAIFA Board of Trustees.

Article VI – Meetings

Section 1. Annual Meeting. An annual meeting of this Chapter, unless otherwise required by law, shall be considered to have been held when members have received a written annual report on the state of the Chapter and voted on any actions of the Board of Directors (other than administrative actions) challenged in writing to the Secretary or Chapter Executive as outlined in Article VIII, Section 5; any bylaws revisions; and the election of officers and directors of this Chapter.

Section 2. Special Meetings. Special meetings of this Chapter shall be called by the President upon the request of 25% of the producer members of this Chapter or the request of three-fourths (3/4) of the members of the Board of Directors. Special meetings may be held utilizing the Internet or other permissible electronic communications, as the Board of Directors may direct. No business shall be transacted at a special meeting other than that specified in the notice of the meeting. The Chapter Executive shall give notice of any Special Meeting at least thirty (30) days before the date of the same.

Section 3. Meeting Quorum. A quorum of the membership to transact business at an Annual or Special Meeting shall consist of one-twentieth (1/20) of the members of this Chapter, when they have been given a minimum of 30 days advance notice and opportunity to vote electronically, by mail, or in person following the procedures of Article VII.

Article VII – Nominations and Elections

Section 1. No later than July 15th of each year, the President shall appoint a Governance Committee to consist of at least three (3) members of this Chapter, with one (1) member, if possible, being the Immediate Past President or a Past President of this Chapter who will serve as Chair. The duties of the Governance Committee are to seek, receive, and prepare nominations for officer and directors' positions and to have general charge of the election of officers and directors, as well as other matters brought to a vote of the members.

Section 2. The Governance Committee shall solicit recommendations of nominees for offices to be filled at the annual election and shall investigate the qualifications of all persons under consideration. No person shall be recommended for any office without the consent of such person being first obtained. The Governance Committee shall also prepare all resolutions to be brought before the members during the annual meeting of this Chapter.

Section 3. The Governance Committee shall select and announce one candidate for each officer and director position and make a written report to be delivered to the members no later than August 15th of each year. Further nominations may be presented from the members, provided that the name of any candidate for office be submitted to the Secretary or Chapter Executive in writing no later than August 15th of each year.

Section 4. An electronic ballot shall be delivered to the members no later than August 15th and shall remain open until no later than September 1st of each year, as prescribed by the Board of Directors, and the members shall vote upon and elect the President-Elect, the Secretary, the Treasurer and the number of other officers and directors necessary to fill vacancies because of expiration of the terms of office of the incumbents following these bylaws.

Section 5. The results of the annual election of officers and directors and any other matter brought before the members shall be reported according to NAIFA policy no later than September 1st of each year.

Article VIII – Board of Directors

Section 1. The Chapter Board of Directors shall consist of the President, the Immediate Past President, the President-Elect, the Secretary, the Chief Investment Officer (ex-officio without a vote), the Chapter Executive (ex-officio without a vote), and three (3) Directors, and allows up to two (2) board appointed voting roles on the board and executive committee.

Section 2. Directors shall serve a term of two (2) years, alternating elections with two (2) spots available in odd-numbered years and one (1) spot for election in even-numbered years, nominated and elected following Article VII, to serve for the subsequent calendar years. The current Secretary, President-Elect, and President shall automatically succeed to the offices of President-Elect, President, and Immediate Past President, respectively.

Section 3. The Board of Directors shall define the policies and have full administrative authority in all matters of the Chapter.

Section 4. The construction and interpretation of these bylaws by the Board of Directors shall, in the absence of contrary interpretation by the NAIFA Board of Trustees, be final and binding except as outlined in Section 5 of this Article.

Section 5. All decisions of the Board of Directors shall be final and binding upon the Chapter; except that upon written notice of a minority of one less than 50% of the Board, filed with the Secretary or Chapter Executive within twenty-four (24) hours of any decision; the action may be stopped and the matter referred for final determination by the membership, via electronic ballot or at the next regular or special meeting. In such case, affected third parties shall be immediately advised of such action.

Section 6. The Board of Directors shall meet in person, by telephone conference, or by electronic or other lawful means at such times and places as may be determined by action of the Board, by the call of the President, or by the written request of four members of the Board, provided there shall be no less than four meetings each year. Advance written notice of the date, time, place, and means of participation in every meeting of the Board of Directors shall be sent to each member of the Board by the Chapter Executive.

Section 7. The Board of Directors may, without meeting together, transact business via electronic or other lawful means, sent to them by the Chapter Executive with the approval of the President, provided that every Board member responds in writing and that approval of any proposal is unanimous.

Section 8. A majority of the Board of Directors shall constitute a quorum for the transaction of all business, except in cases where a larger vote is required under these bylaws.

Section 9. If any vacancy occurs in any position, the Board of Directors shall fill such position until the next term. An officer or director may be removed from the Board for cause by a two-thirds vote of the Board of Directors, provided such an individual is granted an opportunity to be heard as determined by Board policy.

Article IX – Officers

Section 1. The officers of the Chapter shall be the President, the Immediate Past President, the President-Elect, the Secretary, the Chief Investment Officer (ex officio, without a vote), and a Chapter Executive (ex officio, without a vote). The authority and duty of each officer shall be such as is defined in these bylaws.

Section 2. Each officer, except the Chapter Executive, shall be a producer member in good standing with NAIFA. Associate members may serve as directors, but not as officers. No

person may hold more than one officer position in the Chapter at the same time except for the positions of Secretary and Treasurer, which may be combined.

Section 3. All officers, except the Chapter Executive, shall serve without compensation, except that the officers may be reimbursed for reasonable expenses in the performance of their duties.

Section 4. The Board of Directors shall appoint the Chapter Executive or negotiate a contract for the services with the Chapter Executive and/or management company and fix the Chapter Executive's salary.

Section 5. The Chapter Executive shall be the active managing officer of the Chapter under the supervision and direction of the Executive Committee and Board of Directors, performing such duties as are specified or implied in these bylaws or as may be assigned by the Executive Committee and/or Board of Directors. The Chapter Executive shall be in executive charge of the Chapter offices and shall be responsible for the selection and supervision of the staff personnel subject to the direction and control of the Board of Directors.

Section 6. There shall be an Executive Committee composed of the President, the Immediate Past President, the President-Elect, the Secretary, and the Chief Investment Officer (ex officio without a vote) and delegated to it are the duties and powers of the Board of Directors, with such duties to be performed and powers to be exercised only when the Board of Directors is not in session.

The President or, in the President's absence or inability to perform, the President-Elect, shall have the power to call a meeting of the Executive Committee. The Executive Committee shall maintain minutes of all action taken by it, which shall be reported to the Board of Directors at its next meeting following any such action. Unless disapproved by a vote of the majority of the Board present at such next meeting, the action of the Executive Committee shall be final to the same extent as though taken by the Board of Directors under these bylaws. A quorum of the Executive Committee shall consist of not less than three (3) members.

Section 7. The President shall preside at all meetings of the Chapter and shall perform such other duties as usually pertain to the office of President. The President shall appoint and be an ex officio member of all standing and special committees of the Chapter.

Section 8. In the event of the inability of the President to perform their duties, the President-Elect shall perform the duties of and have the same authority as, the President. The President-Elect shall also perform such other duties as usually pertain to the office, or as may be assigned by the President or the Board of Directors. The President-Elect, with the advice of the Board of Directors, shall anticipate the duties of the President during the next calendar year and prepare and report to NAIFA committee appointments no later than December 1st, before advancement to the office of President.

Section 9. The Secretary shall sign official documents issued by the Chapter when appropriate, shall affix the corporate seal of the organization when required, and shall perform such other duties as are requested by the President or the Board of Directors.

Section 10. The Treasurer shall oversee and ensure that all financial statements, audits, and reports are prepared and submitted to the Board of Directors, performing such other duties as usually pertain to the office, or as may be assigned by the President or the Board of Directors.

Section 11. The Immediate Past President shall provide a historical perspective on Chapter operations, performing such duties as may be assigned by the President or the Board of Directors.

Article X – Committees

Section 1. The President, in consultation with the Board of Directors, shall appoint the standing committees Advocacy, Membership, and Programs as well as such other special committees as the Board may determine, with such duties and such terms of appointment they may prescribe. Any member of any committee may be removed at any time at the discretion of the Board. All committee chairs shall be reported to NAIFA within 14 days of their appointment, as well as participate in training and briefings to the maximum extent possible, following NAIFA policy.

Section 2. The Advocacy Committee shall examine proposed legislation and regulations affecting life and health insurance and related financial services introduced in this state, ensuring consistency with NAIFA policy, and submit any recommendations concerning the approval, disapproval, or revision of such legislation or regulations to the Board of Directors, NAIFA-Texas, and NAIFA. This Committee shall advocate for NAIFA-approved policy positions to all relevant parties, including state legislators, regulators, and others.

The Committee shall form an IFAPAC Subcommittee, led by the Local IFAPAC Chair, to develop programs and activities to promote contributions to the State Chapter's PAC and IFAPAC. This subcommittee shall, in collaboration with State and National Leaders, be charged with determining the strategy to enhance the awareness of the purposes and opportunities to support candidates for state elective office and solicit contributions to the State Chapter's PAC and IFAPAC.

The Committee shall form a Grassroots Subcommittee, led by the Local Grassroots Chair, to aid individuals in becoming more knowledgeable and involved in politics and government. This subcommittee shall, in collaboration with State and National Leaders, promote the involvement of this Chapter in the election of candidates for local, state, and national office, consistent with the legislative views of NAIFA and this Chapter; as well as identify and foster the creation of member relationships with elected officials.

Section 3. The Membership Committee shall, in collaboration with State and National Leaders, lead the development, coordination, and implementation of membership recruitment, retention, and reactivation campaigns of the Chapter, following the policies and prescriptions of NAIFA.

The Committee shall form a Young Advisor Team (YAT) Subcommittee, led by the Local YAT Chair, to assist in the identification, recruitment, and engagement of members under the age of

forty or in their first five years in the industry. The subcommittee shall, in collaboration with State and National Leaders, focus on the development and delivery of benefits most attractive to young and recent additions to the profession.

Section 4. The Programs Committee shall, in collaboration with State and National Leaders, plan and execute an appropriate and regular mix of programming for the benefit of Chapter members.

Article XI – Revenue

Section 1. The NAIFA Board of Trustees shall establish rates for dues to be paid by each class, category, and group of members of NAIFA, including this Chapter, and shall allocate twenty percent (20%) of such members' membership dues to this Chapter and twenty percent (20%) of such members' membership dues to the State Chapter to which such members belong.

Section 2. The NAIFA Board of Trustees shall determine any procedure for the suspension and revocation of membership in NAIFA and in this Chapter for a member's failure to pay dues. Dues are not refundable, except as may be prescribed by the NAIFA Board of Trustees.

Article XII – Finance

Section 1. The fiscal year for NAIFA-Dallas is January 1 – December 31.

Section 2. The Board of Directors shall, for each fiscal year, appoint a certified public accounting firm to express an opinion on the financial statements of the Chapter, or collaborate with another NAIFA Chapter to conduct a peer review of their finances. The audited or reviewed financial statements of the Chapter and any report of the auditors for each fiscal year shall be reported to NAIFA and made available to the membership in a timely fashion.

Article XIII – Parliamentary Authority

Section 1. The Chapter shall operate by such procedures as determined by the Board of Directors unless a point of order is raised to invoke a parliamentary procedure, in which case Robert's Rules of Order (Revised) shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

Section 2. The rules of procedure may be suspended by a two-thirds vote of those present and voting at any meeting.

Article XIV – Amendment of Bylaws

Section 1. Amendments to these bylaws, if in conformity with the policies of NAIFA, may be made at any meeting, as described in Article VI, by a majority vote of the producer members present and voting.

Section 2. Proposed amendments which are to be considered by the producer members shall be received by the Secretary or Chapter Executive no later than November 15th of each year. The Secretary or Chapter Executive shall send a copy of all proposed amendments to members following Article VI.

Section 3. Amendments to these bylaws may be made by a majority vote of the full Board of Directors at any meeting, provided that they may not adopt any changes that would limit the powers of members. Any amendment to these bylaws adopted according to this section shall be sent by the Secretary or Chapter Executive to each member within thirty (30) days of the date of adoption.

Section 4. Any amendments to these bylaws shall be approved by NAIFA, as prescribed by the NAIFA Board of Trustees, before consideration for adoption by the Chapter and reported to NAIFA-Texas and NAIFA within fourteen (14) days of approval.

Article XV – National and State Affiliation

Section 1. In recognition of the values of national fellowship and cooperation available to this Chapter, through its privileges and rights of participation in the governance and activities of NAIFA and NAIFA-Texas, it is hereby declared a major policy of this Chapter to comply with its NAIFA Local Chapter Agreement and to exercise fully those privileges and rights granted to it; and to discharge promptly all lawful obligations imposed upon it, by NAIFA and NAIFA-Texas. This Chapter shall conform to the accepted chapter operating standards for NAIFA Local Chapters as set forth from time to time by the NAIFA Board of Trustees.

Section 2. The Board of Directors shall provide for the prompt review, approval, and forwarding of all reports, as well as the prompt payment of any indebtedness required or requested by NAIFA and NAIFA-Texas.

Section 3. To the extent possible, this Chapter shall be represented by its President and officers, or their duly appointed alternates, at all appropriate meetings of NAIFA and of NAIFA-Texas. Provision for the expense of representation at such conventions and meetings may be made by the Board of Directors in preparing the budget of this Chapter.