

**Bylaws of the**  
**Independent Insurance Agents of Central New York, Inc.**

**Updated December 2017**

**ARTICLE I. NAME**

The name of this organization shall be Independent Insurance Agents of Central New York, Inc. ("IIACNY").

**ARTICLE II. PRINCIPLES**

The object for which IIACNY was formed can be secured only by the recognition of, and a strict adherence to those principles that have been developed for the purpose of stabilizing the American Agency System, and which form the foundation upon which the agency system must build. The principles are:

1. Agents' ownership of expirations.
2. Protection of local agents against the competition of non-resident brokers in that all lines shall be written in accordance with conditions, rules and rates to which the risk is subject locally.
3. Active support, at the local level, of our state level agents' associations, including the recruitment of members for positions on state association boards and committees.
4. Application of the policy of conference and cooperation as a means of equitable and amicable adjustment of every question that shall arise between companies and agents, or between agents themselves.

**ARTICLE III. MEMBERSHIP**

**Section 1.**

IIACNY shall have 3 classes of membership- Voting, Associate and Affiliate.

**Section -1 A.**

The Voting Membership of IIACNY shall be comprised of the following:

**Voting Members:** shall be comprised of those agencies operating as a partnership, corporation, Limited Liability Company, individual or any other recognized form of business entity and which meet the following requirements:

- A) Regardless of any other provision of these Bylaws which can be construed to the contrary, it is provided that the qualifications of what is required to properly be considered a Voting Member of the Association be deemed to be identical to such requirements as are set forth in the Bylaws of Big I New York, Inc. ("Big I NY"), as may be amended from time to time. It is required that these By-laws adopt the precise standards defining a Voting Member as set forth in Big I NY's By-laws, and the By-laws of the Association will be construed to track and comport with any amendments of Big I NY's By-laws which concern the definition of a Voting Member, or the qualifications required to be deemed to be a Voting Member of the Association. Further, and irrespective of any other provision contained in these By-laws, it is the express intention of the Association that the policies adopted by the Big I NY Board, as changed from time to time, concerning what constitutes a "portion" of the ownership of expirations and renewals required to be a Voting Member of Big I NY, shall automatically be deemed to apply to these By-laws, and any such Big I NY requirements shall be a pre-requisite for a Voting Member to be in good standing with the Association.
- B) Maintain an office in Onondaga County
- C) Be a member in good standing with Big I New York.

## **Section 1 B.**

Non-Voting Membership shall be comprised of the following:

- A) Associate Member: Any insurance agency meeting all requirements for voting membership except for part D of Article III Section 2 may be elected to IIACNY, as an Associate Member, irrespective of compliance with Section 1A(E) above.
- B) Affiliate Member: Persons, firms, or corporations engaged in business that is supportive of the Independent Agency System may be elected to IIACNY as an Affiliate Member.
- C) Associate and Affiliate Members may attend all regular meetings of IIACNY and participate in all social activities at Member rates. Associate and Affiliate members may be elected to the Board of Directors and shall enjoy procedural privileges accorded to Members thereof. Associate Members who are also members of the Board of Directors shall also remain eligible to vote on matters requiring the approval of the Voting Membership, as these by-laws may require, and may serve as Officers of IIACNY. Affiliate Members may not serve as Officers of IIACNY.
- D) If a Voting Member ceases to maintain an office in Onondaga County in accordance with the provisions of Article III, Section 1A(D) above, such Member shall be deemed to be an Associate Member shall have such rights as set forth in Article III, Sections 1B(A) and 1B(C).

## **Section 2.**

Any applicant qualifying under Article III, Section 1 B may be elected to Affiliate membership by a majority vote of the Board of Directors. Whenever a Member agent or agency shall sell or transfer its business or establish a new firm by the addition or withdrawal of the owners of the Member, the membership in IIACNY of such newly constituted agent or agency shall continue provided, however, that such continuity of membership be approved by the Board.

## **ARTICLE IV. FEES AND DUES**

### **Section 1.**

In case of any applicant failing to be elected to membership, any fee paid by the applicant shall be promptly returned by the Treasurer.

### **Section 2.**

The dues for Voting Membership shall be determined by the Board of Directors. These dues shall be based on either a flat per agency fee or sliding scale based on the employee count maintained by the State Association.

### **Section 3.**

The dues for Associate and Affiliate Membership shall be determined by the Board of Directors.

### **Section 5.**

All dues for Voting Members will be billed with their State Association dues and will become payable September 1st of each year.

All dues for Associate or Affiliate membership shall become due January 1 of each year, payable in advance. Any pro-rata adjustment for new members shall be at the discretion of the Board of Directors.

## **ARTICLE V. OFFICERS**

### **Section 1.**

The Officers of IIACNY shall be President, Vice President, Secretary and Treasurer. The Officers shall be elected by ballot at the Annual Meeting and shall hold office for one year and/or until their successors shall be duly elected.

No persons shall be eligible for nomination if, upon his/her election, there could exist more than two persons as officers who are associated with or employed by the same agency or an affiliate of such agency. When two persons associated with the same agency are serving as officers they may not immediately succeed each other in office.

### **Section 2.**

The President shall preside at all meetings and shall perform such other duties pertaining to the office as may be provided herein.

### **Section 3.**

The Vice President shall perform the duties of the President in his/her absence or inability to act.

#### **Section 4.**

The Secretary shall:

1. Keep a full report of all meetings of the Association and the Board of Directors.
2. Record the names and places of business of all members.
3. Give all notices of meetings and perform all other duties usual to the office of Secretary.
4. Maintain all corporate records of IIACNY as required by law.
5. Nothing contained herein shall be interested to prevent the Secretary from utilizing or receiving assistance from an outside entity to assist in the duties set forth herein.

#### **Section 5.**

The Treasurer shall:

1. Collect all dues and fees and make such disbursements as the Board of Directors may authorize.
2. Keep a true and accurate account of all receipts and disbursements of the Association.
3. Make a full and complete statement of finances at the Annual Meeting and whenever requested by the Board of Directors. This account shall be audited annually by a committee appointed by the President.
4. Furnish a bond and other insurance in amounts to be determined by the Board of Director, the premium therefore to be paid by the Association.
5. Perform such other functions and prepare such financial records as may be required by law.

#### **Section 6.**

The Board of Directors shall have the power and authority by two-thirds vote to fix the compensation, if any, to be paid to the Officers. Compensation is to be based upon the fair remuneration for the services rendered and the financial ability of IIACNY to pay such compensation.

### **ARTICLE VI. BOARD OF DIRECTORS**

#### **Section 1.**

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, immediate Past President and nine Directors to be elected by a majority vote of the Voting Members. The Directors shall be divided into three classes of three members in each class with a three year term so that terms of office in one class will expire each year.

## **Section 2.**

Whenever a vacancy shall occur in the Board of Directors or an elected office by reason of death, resignation, suspension or inability to act, the Board of Directors has the power and authority to select a Voting Member in good standing to serve out the unexpired term of such Director or Officer.

## **Section 3.**

The Board of Directors shall have general supervision and management of the Officers and funds of the Association.

## **Section 4.**

Five Directors and two Officers shall constitute a quorum of any regular meeting of the Board of Directors.

## **Section 5.**

Board members are required to attend all scheduled meetings. If a Board member fails to attend two-thirds of scheduled meetings to date, their attendance will be reviewed by the Board for possible action, including dismissal.

# **ARTICLE VII. MEETINGS**

## **Section 1.**

Monthly meetings shall be held at such time and place as may be designated by the Board of Directors.

## **Section 2.**

Special meetings may be called by the Directors or upon written request presented to the President by one-third of the Association.

## **Section 3.**

Twenty percent of the Voting Members and at least twenty Members in total shall be required to constitute a quorum for the transaction of business.

#### **Section 4.**

A majority vote of the Voting Members present shall rule, unless otherwise provided by the by-laws.

Each Member shall be entitled to one vote in administering the affairs of the Association.

#### **Section 5.**

The Annual Meeting of the Association shall be held each year at such time and place as may be designated by the Board of Directors.

#### **Section 6.**

Any meeting convened pursuant to the provisions of these by-laws may be conducted in whole or in part by the telephonic participation or other types of electronic participation (including but not limited to via the internet), of any or all of the attending Members. Written notice shall be given to the corporate Secretary by each Member intending to participate in any meeting by telephone or other electronic means at least five (5) days prior to the date of any scheduled meeting. In addition, a Voting Member may authorize the Board to vote in the Voting Member's stead without an appearance at any meeting by written Proxy in the form annexed hereto.

### **ARTICLE VIII. COMMITTEES**

#### **Section 1. Executive Committee**

The Board of Directors may appoint an Executive Committee consisting of three Directors and three Officers which shall have such powers as the Board may delegate to it and which shall function when the Board of Directors is not convened.

The President by and with the approval and consent of the Board of Directors may appoint the other standing committees named in this Article and any special committees as may be desired from time to time to facilitate the business of this Association.

#### **Section 2. Nominating Committee**

A Nominating Committee of five members shall be appointed by the President at the regular Monthly Meeting preceding the Annual Meeting. It shall be their duty to present a slate of nominations for Officers and Directors as set forth in the Articles of Incorporation and these by-laws, such slate to be presented at the Annual Meeting.

### **Section 3. Auditing Committee**

An Auditing Committee of one shall be appointed, whose duties shall be to examine and audit the books of the Treasurer previous to the Annual Meeting and report to the membership at the Annual Meeting.

### **Section 4. Membership**

A committee of three shall be appointed to endeavor to bring into IIACNY all qualified agencies as Members.

### **Section 5. Legislative**

A committee shall be appointed, whose duties it shall be to organize efforts to keep elected officials informed of the positions of the IIACNY membership on legislative and regulatory issues as well as other governmental issues that affect their businesses.

### **Section 6. Program Committee**

A Committee of at least two shall be appointed whose duty it shall be to provide educational and informative programs for regular meetings.

### **Section 7. Project InVEST Committee**

The Project InVEST Committee will initiate and support Project InVEST classes throughout Central New York, thereby educating young people about the insurance industry and the independent agency system.

The Board of Directors shall appoint at least two Voting Members to the Committee, one of whom shall serve as Chairperson. The Chairperson shall seek additional committee members from throughout the insurance industry.

## **ARTICLE IX. AMENDMENTS**

### **Section 1.**

Proposed amendments to these By-Laws shall be submitted in writing at least ten (10) days prior to the regular meeting at which they shall be presented for vote by the Membership by an Officer or the Executive Committee to the Board of Directors. The Board shall vote on the proposed amendments in sufficient time to mail the accepted proposed amendments to the voting members of IIACNY in accordance with Section 2, below. **Section 2.**

After approval of the Board of Directors, the Secretary shall mail a copy of the amendment to each member at the address appearing in the Secretary's records, together with notice that same will be voted upon at the next regular Monthly Meeting, in sufficient time to allow receipt by the Voting Members in advance of the next regular meeting of the members.

**Section 3.** Approval of any By-Law amendment requires a two-thirds vote of the Voting Members present, subject to the quorum requirements in Article VII, Section 3.

## **ARTICLE X. PARLIAMENTARY AUTHORITY**

### **Section 1.**

Roberts' Rules of Order shall be the Parliamentary Authority in **all** matters of procedure not specifically covered by these By-Laws.

**ATTEST:**

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**Secretary**