

BYLAWS OF
ADJUSTERS ASSOCIATION OF CENTRAL ILLINOIS

ARTICLE I

Section 1. The name of this Association shall be "Adjusters Association of Central Illinois", a non profit, nonunion organization.

ARTICLE II

The Adjusters Association of Central Illinois has been organized in order to effectuate the following purposes:

Section 1. To promote harmony and cordial business relations, to exchange information concerning matters of interest, to discuss common problems, and to create a feeling of fellowship among the membership and their respective companies.

Section 2. To promote professionalism and honor in the field of insurance as represented by this organization, while at the same time resisting outwardly all acts and feelings of deception.

Section 3. To assist each other in understanding difficult cases and to promote the public relations concept of handling claims.

Section 4. To maintain the confidentiality of Association and/or committee meetings. Further, that knowledge gained through membership in this Association will not be used against any member or company represented by members of this Association.

Section 5. To form a professional association to educate its members so as to better serve the public.

ARTICLE III

OFFICES

Section 1. The registered office shall be maintained in the State of Illinois as required by the Non For Profit Corporation Act, and the address of such registered office may be changed from time to time by the Board of Directors.

ARTICLE IV

MEMBERSHIP

Section 1. Membership shall be limited to individuals engaged in any field of insurance claims.

Section 2. Each member shall have an equal vote as long as they are a member in good standing.

Section 3. Prospective member is to submit application to an officer of the Association. Applicants will be presented to membership at large. New member dues are due upon acceptance into the membership.

Section 4. Any member may be expelled from membership. Sufficiency of the grounds is to be determined by a two-thirds (2/3) majority of the membership present. Notice shall be given by the Secretary to all members at least two weeks prior to taking such vote.

Section 5. There shall be no initiation fee.

Section 6. Any [Regular or Associate] member whose dues are six (6) months in arrears shall be automatically dropped from membership. Such members may be reinstated on payment of dues in arrears.

Section 7. When a member in good standing is no longer gainfully employed or retires from business, they may exercise the option of becoming an Associate member.

Section 8. Regular Member shall be defined as any person currently engaged in handling of claims, to include the defense of claims.

Associate Member shall be defined as anyone engaged in business which benefits the handling of claims.

Honorary shall be defined as any member who is presented by Executive Committee and accepted by a majority of membership present and is awarded for meritorious recognition of exemplary service to the insurance or claims industry.

Section 9. The Secretary shall keep a membership book of the [Association] ~~corporation~~ which shall contain the name, address, and telephone number of each person who is a member [in good standing] of said [Association] ~~corporation~~.

ARTICLE V

OFFICERS, ELECTIONS AND VACANCIES

Section 1. The Officers of the Association shall be President, Vice President, Secretary and Treasurer.

Section 2. Any Regular Member [or Associate] in good standing shall be qualified to hold any office in the Association. [There must be at least two Regular Members holding office at any time.]

Section 3. Each Officer shall hold their respective office for the term of one year, or until their successor is duly elected in accordance with the By Laws of the Association.

Section 4. There shall be an election at the regular meeting in November of each year for officers. Notice of the coming election shall be given [no later than the October meeting prior to the November meeting posted on the Association web site or sent via email to members who have current email addresses with the Association.] ~~at the Association meeting in August or September of the preceding year.~~

Section 5. The nominations of candidates for officers shall be as follows:

- A. The members filling the offices of Vice-President, Secretary and Treasurer, shall be placed automatically in nomination for the respective offices of President, Vice President and Secretary. [However, a current officer may decline automatic nomination to the next higher office.]
- ~~B.~~ There ~~[may]~~ ~~shall~~ be placed in formal nomination from the floor at the election meeting, the name of one (1) or more additional members for the office of [President, Vice-President, Secretary and Treasurer.] ~~each President, Vice-President and Secretary, and the names of two (2) or more members for the office of Treasurer.~~
- C. The method of voting shall be ballot unless waived [be] ~~by~~ a majority of members present at the election meeting.
- D. A majority of the votes cast for any office or position is required for the election of any candidate or nominee to said office or position.
- E. [To promote members serving as officers, a member shall not be required to serve as an officer prior to becoming President, provided the member has previously served in the last 2 years in the office of Secretary or Treasurer.]

Section 6. [Upon reasonable notice to the officer, any] Any officer may be removed from office by a vote of the membership, a two-third (2/3) majority of the membership present shall be required for removal.

Section 7. The Executive Committee may fill a vacancy in any office. The appointed Officer shall serve for the unexpired portion of the vacating Officer's term.

[Section 8. No officer may hold the same office for more than two (2) consecutive terms.]

ARTICLE VI

DUTIES OF OFFICERS

Section I. President. The President is the Principal Executive Officer of the [Association] ~~Corporation~~. The President shall supervise and control the business of the

[Association] Corporation: The President shall reside at all meetings of the Members and all meetings of the Executive Committee, if he/she is present at such meetings. The President may sign any instruments necessary to the operations of the [Association] Corporation or unless such signing is prohibited by law to be so signed or required by law to be otherwise signed. The President shall be an ex-officio member of all committees except the nominating committee and will perform duties pertinent to the office. He/she shall appoint two (2) members to a Finance Committee and shall submit to them, for review and approval, a financial statement of the condition of the Budget. [The duties of the President shall include:]

1. Appoint various committees and coordinate efforts of the committees towards obtaining their objectives.
2. Communicate with the guest speaker before each meeting and assure that all special accommodations be acquired or arranged for.
3. Assist other officers in the performance of their duties.
4. Oversee the Christmas party committee.
5. Collect at the end of each year the reports of the secretary and treasurer and deposit them with the office of the registered agent.

Section 2. Vice-President. The Vice-President shall perform the usual and customary duties of the President when the latter is absent or incapacitated. [The duties of the Vice-President shall include:]

- [1.] Assist other Officers in the performance of their duties, as needed.
- [2.] Oversee the golf outing committee and work closely with the appointed committee chairperson.
- [3.] Be responsible for assuring that the appropriate liability insurance is in force at all times.

Section 3. Secretary. The Secretary shall keep the minutes of the meetings of both the Executive Committee and the Members in the minute books provided for such purpose; provide notice of all such meetings in accordance with the law and the provisions of these by-laws; be the custodian of the [Association] Corporate records and the [Association] Corporate seal, and affix such seal to all documents which require such seal; keep a register containing the address of each Member, such address to be provided to the Secretary by such Members; sign any documents with the President or Vice-President which the law requires the Secretary to sign; be in charge of the membership books of the [Association] Corporation; perform all such duties incident to the office of Secretary, or any other duties assigned to him/her from time to time by the Executive Board or the President.

The Secretary shall also [provide as designated in these by-laws any notice to members who are delinquent in membership dues.] ~~keep a ledger account of the status of notices to all delinquent members on or before the expiration of a four month time period from date of delinquency, and shall mail final notices to all delinquent members on or before the expiration of a six month period from the date of delinquency; and shall perform all other duties ordinarily incidental to the office of Secretary.~~

[The Secretary shall also] Initiate mailings and secure accommodations for meetings; maintain a supply of the necessary forms, i.e., applications, directories, etc., and distribute as required; work closely with the speaker's committee and be responsible for contacting and engaging the speakers; and be responsible for assuring that the Association is in compliance with the applicable laws and filing of required IRS forms; [and shall perform all other duties ordinarily incidental to the office of Secretary.]

Section 4. Treasurer. The Treasurer shall be in charge of and have custody of and be responsible for all the funds and securities of the [Association] ~~Corporation~~; receive and issue receipts for any money due and payable to the [Association] ~~Corporation~~ from any and all sources; deposit any and all such money in the [Association's] ~~Corporation's~~ name in accordance with these by-laws; perform all duties incident to the office of Treasurer or any duties designated from time to time by the Executive Board or the President.

The Treasurer shall receive all monies due to the Association and deposit them immediately in the authorized bank designed by the Association to receive such funds. The Association's funds shall be deposited only in the name of the Adjusters Association of Central Illinois. All withdrawal of funds shall be by check and signed by the Treasurer, counter-signed by the President. He/she shall make a proper and just accounting at each regular meeting and shall perform all other duties ordinarily incidental to the officer of Treasurer. In addition the Treasurer shall oversee the directory committee.

~~[Section 5. No officer may hold the same office for more than two (2) terms consecutively.]~~ [Moved to a different location.]

ARTICLE VII

EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee of the Association and it shall consist of five (5) members selected as follows:

The President, Vice-President, Secretary, Treasurer, [immediate] ~~President the most recent past President~~ to serve for one ~~(1)~~ year. The President of the Association shall be the Chairperson of the Executive Committee.

Section 2. The Executive Committee, subject to the supervision and approval of the Association, shall have general control of the Association's affairs. All matters requiring deliberation and investigation shall be referred to the Executive Committee for its consideration and recommendations. It may be given full power to act by the Association in any matters so referred.

Section 3. The Executive Committee may meet anytime deemed necessary by the Chairperson.

Section 4. In any form or document which requires the listing of a Board of Directors the Executive Committee shall be so listed.

ARTICLE VIII

MEETINGS

Section 1. Regular monthly meetings of the Association shall be held on the second (2nd) Thursday of each month except the June and December meetings. No meeting shall be held in the months of July and August.

Section 2. The Annual meeting for the election of officers and committee members shall be held at the regular monthly-meeting in November.

Section 3. One-fourth (1/4) of the representative membership of the Association shall constitute a quorum at any meeting.

Section 4. A simple majority of the Executive Committee shall constitute a quorum at any of its meetings.

Section 5. Order of business shall be:

- A. Introductions
- B. Dinner
- C. Secretary's Report
- D. Treasurer's Report
- E. Report of Committee
- F. Old Business
- G. New Business
- H. Program
- I. Adjournment
- ~~A. Introductions~~
- ~~B. Secretary Report~~
- ~~C. Treasurer's Report~~

D. — Report of Committee

E. — Old Business

F. — New Business

G. — Adjourn for Dinner

H. — Program

I. — Adjournment

Section 6. All meetings shall be governed by Robert's Rules of Order, revised edition.

Section 7. The President shall designate the place for the meetings.

Section 8. The Secretary shall notify the membership either through the newsletter or any other means he/she deems appropriate of the location of the meetings. Notice shall be given not less than ten (10) days prior to the meeting.

Section 9. Special Meetings. The President, or the Executive Committee, may call a special meeting of the Members, unless otherwise prescribed by statute, for any purpose or purposes. The President shall call such meeting if requested by [a majority of the Members present at a monthly meeting.] ~~the Members of not less than one-tenth (1/10) of all outstanding shares entitled to vote at the meeting. The Secretary shall give notice of said meetings ten (10) days prior to said meeting.~~

ARTICLE IX

COMMITTEES

Section 1. It shall be the duty of the President, upon ascension to appoint such standing committees as shall be deemed necessary by the Association.

ARTICLE X

DUES

Section 1. The dues of each member shall [begin] be \$25.00 per year, payable in advance. The year shall [begin] be January 1 and end December 31.

Section 2. Dues for any member joining the Association after July 1, shall be one-half (1/2) the annual dues.

[Section 3. A member is delinquent and no longer in good standing by May 1 of the calendar year in which dues are to be paid. The Secretary shall provide, not less than 30 days apart, two notices of delinquent members at their last known, regular or email address,

prior to any removal of said member from the rolls of the Association.]

ARTICLE XI

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Membership may authorize any Officer or agent of the [Association] Corporation to enter into contracts on behalf of and in the name of the [Association] Corporation. The Membership may also authorize any Officer or agent of the [Association] Corporation to execute and deliver any instrument in the name of and on behalf of the [Association] Corporation.

Section 2. Checks and Drafts. The President and/or Treasurer shall have the authority and duty to sign all-checks, drafts, or other orders for the payment of money issued in the name of the [Association] Corporation.

Section 3. Deposits. Any funds of the [Association] Corporation not being used in any other manner for the benefit of the [Association] Corporation shall be deposited to the credit .and in the name of the [Association] Corporation.

ARTICLE XII

CORPORATE SEAL

Section 1. Corporate Seal. The corporate seal shall be circular in form and contain the names of the Corporation, the state of incorporation, and the words "Corporate Seal" upon its face.

ARTICLE XIII

AMENDMENTS

Section 1. Proposed Amendments to the by-laws of this Association must be submitted in writing to the President or Secretary to be read at a regular monthly meeting at least four (4) weeks prior to presentation to the members for a vote of acceptance or denial. If a majority of the votes cast are in favor of adoption of the proposed amendment, it shall become effective immediately.

[ARTICLE XIV]

[The registered agent shall act as the storage location for the Association's records, including meeting minutes, financial records and annual tax return and filings required by law. The registered agent shall have discretion to store the Association's records by electronic means.]