

**Constitution and Bylaws of the
North Alabama Claims Association**

ARTICLE I – NAME

Recognizing the need to establish a claims organization in the Northern Alabama regional area, we do hereby name this association the North Alabama Claims Association (NACA).

ARTICLE II – PURPOSE

Section 1. The purpose of this not-for-profit association shall be to establish the art and craft of insurance claims handling as a profession in North Alabama.

Section 2. To implement Article II of these Bylaws, the association shall regulate the activities of the members in a manner that will dignify our profession; establish standards of conduct and technical ability; improve adjusting methods; encourage and foster cordial relationships among our members and others; promote the general welfare in the handling of claims; to encourage educational efforts in all subjects in relation to adjusting and insurance; to promote cooperation in detection and vigorously resisting collusion, deception, and false or fraudulent claims; to promote cooperation in detecting and exposing dishonest, unscrupulous and unethical practices by either professional people and/or members of the general public.

ARTICLE III - STATEMENT OF PRINCIPLES

Recognizing the practice of law as a profession and a function distinct from that of adjusting; and recognizing the need to establish an ethical code of conduct for adjusters, this association approves and adopts the Statement of Principles of the Conference Committee of the American Bar Association of Adjusters and includes them as follows:

- A. The Association, having considered the business of adjusting insurance claims in its relation to the policyholder, the claimants, and the practice of law has adopted the following statement of the matters which it has thus far dealt, which it believes presents a correct description of interested parties and the general public's rights.
- B. The insurance business operates under section of law for the protection of its policyholders and public. The terms of insurance policies are nearly all upon standard forms adopted and approved by the state authorizes in the interests of the public.
- C. The Association believes that anyone who has, or thinks he/she has, a claim against a company is entitled at all times to courteous, fair, and just treatment from the representative of this company. A Claimant is entitled to an investigation of his/her claims and a reasonable prompt statement of the company's position with reference to it.

- D. The Association recognizes that while the companies have a definite obligation to pay all just claims and avoid unnecessary litigation, they have an equally definite obligation to protect the insurance buying public from increased cost due to fraudulent and non-meritorious claims.

ARTICLE IV- MEETING OF THE ASSOCIATION

- A. The Association shall meet the third Thursday of each month unless otherwise scheduled with advance notice, given to all members in good standing except December, when a Holiday party may be substituted for the regular meeting. The Board of Directors may elect to not hold monthly meetings provided that the Association holds general meetings at least 6 times in a calendar year. A quorum is not needed for the Board to decide to not hold a general meeting.
- B. Non-members/Guests may attend one meeting prior to joining the association. After the second meeting, a non-member must join NACA in order to continue attending the meetings and/or events of NACA.
- C. Written notice of any meeting and a copy of the agenda shall be emailed to each member at least 10 days before the date of the meeting.
- D. Four members, including officers, shall constitute a quorum.
- E. The meeting shall be conducted in a parliamentary manner in accordance with Roberts Rules of Order.
- F. Solicitation of business between members of, guests of, and participants of any official North Alabama Claims Association function is strictly prohibited. To be clear, “solicitation of business” does not include exchanging business cards or sponsoring an event (see Article VII, Bylaws, **Section V**. Associates). If an Associate sponsors an event or luncheon, that Associate may ask for business cards from attendees. The NACA will not provide its membership roster to any Associate for any reason in order to protect its members’ privacy.
- G. The President, with majority approval of the Board of Directors, may call a special meeting after giving the members not less than ten (10) days written notice.

ARTICLE V - OFFICERS AND DUTIES OF OFFICERS

- A. The elected officers and duties of said officers shall be as follows:
1. President: The position of President shall only be filled by an insurance adjuster who is a member in good standing. Shall exercise the executive function, shall preside over all meetings and shall have the power to appoint such committees as he/she from time to time may deem necessary, and shall delegate those duties of the Vice-President, in accordance with that office.
 2. Vice-President: The position of Vice-President shall only be filled by an insurance adjuster who is a member in good standing. Shall, in absence of the President, preside at meetings of the membership and otherwise perform the duties of the President with all the power conferred upon that office. Shall cooperate with the President in the administration of the affairs of the association and shall take such action and perform such duties as are requested by the President.
 3. Secretary: The position of Secretary shall only be filled by an Associate or adjuster member who is a member in good standing. Shall record the minutes of all meetings and keep a permanent record thereof and shall keep an accurate roll of officers and members, issue notices to all members of all meetings, keep all records, except those under control of the treasurer, and such other duties as the President may deem necessary.
 4. Treasurer: The position of Treasurer shall only be filled by an Associate or adjuster member who is a member in good standing. Shall collect all dues and assessments, keep accurate records of the financial transactions and status for the association and pay all bills approved by the Board of Directors.
 5. Past President: shall attend all executive committee meetings and shall have voting privileges. Shall also assist the incoming board of officers with the transition between the calendar years. May also assist any officer in fulfilling their assigned responsibilities.
- B. The officers may delegate several of their duties, but they may not be relieved of the responsibility of faithfully fulfilling their office.
- C. Recognizing the effects and impact of the pandemic, the officers may be unable to meet all of the requirements set forth in the bylaws. The Board of Directors may adopt

emergency bylaws, which shall be operative during any emergency disaster, or during the existence of any catastrophe, or other similar emergency condition, as a result of which a quorum of the general membership cannot readily be convened for action.

The officers, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such emergency any or all officers or agents of the corporation shall be rendered incapable of discharging their duties for any reason.

No officer acting in accordance with any emergency bylaws shall be liable except for willful misconduct.

To the extent not inconsistent with any emergency bylaws so adopted, the bylaws of the NACA shall remain in effect during any emergency, and upon its termination the emergency bylaws shall cease to be operative.

Nothing contained in this section shall be deemed exclusive of any other provisions for emergency powers consistent with other sections which have been or may be adopted by the NACA members created under the provisions of these bylaws.

- D.** The emergency bylaws are outlined thusly:
- a. The Board of Directors hereby designate this list of officers or other persons in order of priority and subject to such conditions and for such period of time (not longer than reasonably necessary after the emergency terminates) are the acting officers of the NACA during the event of an emergency:
 - i. President
 - ii. Vice-President
 - iii. Secretary
 - iv. Treasurer
 - b. A minimum quorum under the emergency bylaws is one-third of the officers listed in D. a. above.
 - c. Unless otherwise provided in emergency bylaws, notice of any board meeting during such emergency may be given only to officers that can feasibly be reached and by such means as may be feasible at the time.
 - d. The officers may make any provision that may be practical and necessary for the circumstances of the emergency.
- E.** The officers will meet quarterly or as requested by President to address any issues, upcoming events or other items of interest. The Officers must be present at least 3 of the 4 Quarterly meetings or 10 of 12 of the monthly meetings. Attendance by phone or virtually is acceptable.
- F.** In the event a vacancy occurs in the office of the President, the Vice-President shall succeed to the office and shall immediately become the President. In the event the office of the Vice-President is also vacant, or if the Vice-President is unable to or unwilling to

assume the Presidency, the Past President shall succeed to that office. In the event, the Vice-President and the Past President are unable or willing to assume the Presidency; the successor to the office of President shall be appointed by the Board of Directors. If the vacancy occurs in any other office, a successor shall be appointed by the President, acting with the consent of the Board of Directors, to complete the remainder of that officer's two-year term of President, Vice-President or one year term of Secretary or Treasurer.

ARTICLE VI - COMMITTEES AND THEIR DUTIES

A. There shall be standing committees consisting of the following:

1. Board of Directors
2. Membership
3. Education
4. Social Committee

The Membership and Social Committees shall be composed of volunteers to be approved by the Board of Directors, or persons appointed by the Board of Directors when need for the specific committee arises. The Board of Directors has the right to create or disband committees without the approval of the general membership.

1. **Board of Directors-** will be composed of the elected officers as outlined in Article V. The Board of Directors shall have general control of the association between association meetings and shall review all applications for membership. All other committees shall report to the Board of Directors. The Board of Directors is the voting body of the association.
2. **Membership committee-** shall investigate all applications for membership and shall submit same with its recommendations to the Board of Directors. The Membership Committee chair must attend a minimum of 3 out of the 4 Quarterly Board Meetings, or 10 out of the 12 monthly meetings. Attendance by phone or virtually is acceptable. This committee shall also be responsible for:
 - a. Promoting of the Association
 - b. Membership drives
 - c. Engaging current members
3. **Education Committee** – shall support the association by planning and executing education events. These events shall have the opportunity to continuing education or be pre-approved by the board of directors if no continuing education credits are being offered.
4. **Social Committee-**shall support the Secretary and the Board. The Social Committee chair must attend a minimum of 3 out of the 4 Quarterly Board Meetings, or 10 out of the 12 monthly meetings. Attendance by phone or virtually is acceptable. The following duties include, but are not limited

to:

- a. Scheduling speakers for general meetings
- b. Planning of the annual golf outing
- c. Planning of the annual Holiday Party

B. In addition to the above committees, the following committees will be appointed as needed and shall be appointed and/or formed as outlined above.

- 1. Election Committee**-will be formed annually in the month of September through the election for the subsequent year's officers. Shall nominate officers that are to be elected at the annual holiday meeting, and confirm nomination elected from any individual member during a general meeting. Will also be responsible for creation of the ballot for that election.
 - a. Elections shall be held during the annual holiday meeting.
 - b. In the event there are no candidates for the Board of Directors or committee positions, and the current Board and committee members are satisfied to remain on in their current position, then the Election Committee with the aid of the Communications Committee will submit a pre-filled ballot via email to the members for voting. There will be a section per position for a write-in option. This will constitute and satisfy the election requirement.
 - c. The Election Committee with the help of the Communications Committee will notify the general members of the Board of Directors no later than January 15 of the new year.

- 2. Grievance Committee**-will be formed as necessary and is a subcommittee of the Membership Committee. This committee shall investigate all complaints by members or others against any member, regardless of position within the organization. If the complaint is against a Board Member or a Member of the Grievance Committee, that member shall recuse him/herself. The committee will report the results of the investigation to the Board of Directors for its action, or as otherwise directed by law. Again, the Board Member or Grievance Committee Member shall not have any voting ability if the grievance is against him/her, but the member shall be able to offer a defense against the accusation.

Other committees may be formed as required or needed for the planning of specific events or occurrences as the need arises.

ARTICLE VII - BYLAWS

Section I. Adjuster Membership

- A.** Active membership in the North Alabama Claims Association, Inc. shall be open to all individuals adjusting claims made by or against a policyholder of an insurance company, or any self-insurer, so long as such person is not engaged in the practice of representing claimants against insurance companies, or any self-insurer and:

- i.** Adheres to the Statement of Principles aforementioned, and
 - ii.** Conducts him/herself in his/her work so as to elevate and not denigrate his/her occupation; and
 - iii.** Insurance professionals such as customer service representatives, underwriters, actuaries, agents, brokers, etc. are allowed to be members and join for free.
 - iv.** Otherwise meets requirements as may be designated by the Board of Directors of this association.
 - v.** Associate Members are not adjusters or insurance professionals, but they are supporting roles such as contractors, engineers, attorneys, etc.
 - vi.** Does not represent the first- or third-party claimant (aka a public adjuster or plaintiff attorney). To be clear, public adjusters and plaintiff attorneys are not allowed to join the Association.
- B.** This Association, by a unanimous vote of the Board of Directors may confer honorary Membership on any person who by their standing in the community at large may be entitled to hold office, nor shall they be liable for dues assessments.
- C.** Lifetime Membership-The North Alabama Claims Association by unanimous vote of the Board of Directors t at any regular or special meeting may confer life membership on any member who qualifies under the following guidelines:
- i.** Applicant must have been a current member in good standing in the North Alabama Claims Association in the year prior to the date of recommendation.
 - ii.** Applicant must have had continuous membership in the North Alabama Claims Association for the ten years prior to the recommendation.
 - iii.** Applicant must have been active in the North Alabama Claims Association by serving at some time on a committee or as an officer, with a regular attendance at said committee meeting or board meeting.
 - iv.** Applicant must be retiring from the insurance industry due to ill health or age and not because of change in career or employment.

Section II. Associate Membership

- A.** Recognizing this association is by adjusters for adjusters, Associate Members (Associate) are allowed into the NACA with the understanding that all Associates wish to advertise in front of the NACA membership. Associate members are persons or companies involved in the insurance industry who are not directly involved in the adjustment of insurance claims, so long as such person is not engaged in the routine practice of representing claimants against insurance companies or any self-insurer.
- B.** Associate members are to abide by the constitution and bylaws of the NACA and meet all other membership requirements. Associates may sponsor any event it wishes, but then it will not be allowed to sponsor the next two events so that all Associates may have the opportunity to inform the NACA adjuster members about itself. This will be known as the “No Repeat” rule.
- C.** If multiple Associates wish to sponsor a small event, then the Board may decide which Associate will sponsor the event or may allow multiple Associates to sponsor the event; the decision of the Board is final. A small event is, as an example, a happy

hour, a social gathering, educational luncheon, but these are not the sole examples. The Board may open other events to be sponsored by Associates. If multiple Associates sponsor one small event, then the No Repeat rule is in effect.

- D.** Other events, such as the golf tournament, lend themselves to having many Associates sponsor a specific section of a larger event, such as a hole-in-one, or door prizes, although these are not the only examples. For larger events, the No Repeat rule does not apply; however, one Associate may not purchase the entire sponsorship slots.

Example One: If Associate 1 sponsors a small event in April, it may be a sponsor for a section of the charity golf tournament in June even though this is within two events of each other. But if Associate 1 sponsors an event in August, it may not sponsor an event in September or October because of the No Repeat rule.

Example Two: If Associate 2 wanted to purchase all the available opportunities to sponsor a large event, which lends itself to multiple sponsors, such as the charity golf tournament, it would not be able to do so because this would infringe upon the rights of other Associates to sponsor events.

- E.** Associate membership in the North Alabama Claims Association, Inc. shall be open to companies that provide services related to the insurance industry and:
 - i.** Conducts him/herself in his/her work so as to elevate and not denigrate his/her occupation; and
 - ii.** Otherwise meets requirements as may be designated by the Board of Directors of this association.
 - iii.** Understands and agrees that Associate Members are not adjusters or insurance professionals, but they are supporting roles such as contractors, engineers, attorneys, etc.
 - iv.** Does not represent the first- or third-party claimant (aka a public adjuster or plaintiff attorney). To be clear, public adjusters and plaintiff attorneys are not allowed to join the Association.
- F.** The North Alabama Claims Association will at all times maintain a 2 to 1 ratio of adjusters to Associates in its membership. If adding an Associate would cause the ratio to dip below 2 to 1, then no Associate may be added as new members until additional adjusters are added to keep the ration above the threshold.
- G.** Associate membership is a company membership and is allowed up to 3 representatives at NACA luncheons unless the company is hosting or sponsoring an event. The company must seek approval for additional representatives and cover any related costs for their attendance.
- H.** The North Alabama Claims Association shall charge annual dues to all Associate Members subject to Section III. Dues. Sponsorships are not dues and do not count towards any annual dues paid.
- I.** Associate Members are non-voting members.

Section III. Dues

Dues for the North Alabama Claims Association shall be set annually by the Board of Directors and will be enacted for the calendar year the Board is elected to. The Board must ensure the dues maintain the economic viability of the Association while also encouraging membership.

Dues are to be paid on or before the date of the first meeting of the calendar year. Dues for regular attending persons shall become past due after the third meeting of the year. Those persons with dues in arrears will be unable to enjoy the privileges of membership, (discounted lunches, voting, social functions, etc.) and will not be reinstated as “members in good standing”, until their obligation for dues are met.

New Associates joining the North Alabama Claims Association on or after July 1st (except the initial association year) will be charged 50% of the membership fee for the remainder of the calendar year. “New Associates” are defined as persons or companies never belonging to North Alabama Claims Association in previous years.

Section IV. Grievance

All complaints and charges against a member shall be referred to the Grievance Committee which shall investigate same and report its finding and recommendations to the Board of Directors. The Board of Directors shall furnish a copy of the complaint or charges to the accused member and shall arrange for a proper hearing in which the accused member shall be given an opportunity to present evidence and cross-examine witnesses. The findings and decision of the Board of Directors shall be final.

Section V. Amendments Bylaw Changes

- A.** The membership shall make appropriate bylaws providing rules and regulations for the Association.
- B.** Changes may be offered by any member present at a regular meeting or amended by submitting, in writing, such a proposed amendment to the Board of Directors, who shall consider such a proposed amendment and submit said amendment to the Association with its recommendations.
- C.** A bylaw may be passed, amended, or repealed by a two-thirds majority vote of the Board of Directors present at the regular meeting next following the meeting in which the change was proposed.
- D.** Recognizing the effects and impacts of the pandemic, the Board of Directors may choose to electronically send proposed amendments to the bylaws; the Board of Directors will accept electronic votes in lieu of in-person votes.
- E.** Such a proposed amendment shall be adopted if approved by a two-thirds majority of the Board of Directors present and shall become effective immediately.

ARTICLE VIII – DISSOLUTION

Section I. – REQUIREMENTS

Should for reasons unknown this organization need to be dissolved, a unanimous, affirmative vote is required from the current board. All necessary legal paperwork must be filed in accordance with state and federal law. All outstanding non-financial accounts shall be closed. After section II. And III. are completed, all bank accounts shall be closed.

Section II. – DEBTS

Any outstanding debts shall be paid by the association.

Section III. -ASSETS

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.