

# **BY LAWS OF THE TENNESSEE CLAIMS ASSOCIATION**

## **ARTICLE I -NAME**

The name of this association shall be "Tennessee Claims Association." This is a non-profit, non-union organization.

## **ARTICLE II - PURPOSE / MISSION STATEMENT**

The purpose of the Association shall be:

- A.** To encourage professional and social communication among claims people.
- B.** To promote a feeling of good will, friendship, cooperation, and understanding between members.
- C.** To provide an organization to facilitate an interchange of ideas and information on subjects of common interest.
- D.** To provide educational programs to keep the membership in touch with new developments of general interest.
- E.** To assist each member to enable themselves to render their company better and more valuable service.
- F.** To bring about more uniform treatment on common problems affecting all members without binding any member to adhere to a plan incompatible with the best interests of their company.
- G.** To adopt the statement of principles set out by the Conference Committee on adjusters, January 8, 1939, as to the "Respective Rights and Duties of Lawyers and Laymen in the Business of Adjusting Insurance Claims," and as subsequently amended. Such will be in effect as same as if written in this instrument.
- H.** To provide educational opportunities for children and dependents of our members through the awarding of scholarships.

## **ARTICLE III – MEMBERSHIP**

- A.** Adjuster members of the Association shall be composed of all persons primarily engaged in the investigation, adjustment, and/or appraisal of insurance claims on the behalf of insurance companies, independent adjusters, agencies, public entities and/or self-insurers in the state of Tennessee.
- B.** Associate members shall be any individual employed by companies directly associated with claims processing; i.e. body shops, glass companies, car rental

companies, reconstruction companies, etc. Associate members can hold office at the local level with the exception of President. Associate members can vote. Children of Associate Members are eligible for the Walter S. Gray TCA Scholarship.

- C. No Public Adjusters shall be eligible for attendance or membership in the TCA.
- D. Life membership can be bestowed upon any member with a minimum of ten (10) years continuous membership in the TCA and who has exhibited outstanding work, devotion and duty to the TCA. Active members, with a minimum of ten (10) years service, who retire from the claims profession will be entitled to all considerations afforded current dues-paid members. A list of such members will be permanently kept by the Secretary of the Association. Eligibility will be voted on by the Executive Board as well as their local. Locals will be notified of the lifetime and dues paid members.
- E. Any member who leaves the claims profession and who changes to a profession not related to claims during the fiscal year will forfeit any right to office, attendance at monthly meetings, or any other functions held in conjunction with the local association afforded such members. However, members who are actively seeking continued work in the claims profession may still be welcome to attend and hold office until such time as they voluntarily step down or their term expires or their eligibility changes. Eligibility subject to the Executive Board.

## **ARTICLE IV – DUES & FISCAL YEAR**

- A. Membership dues for the preceding year shall be paid in full on or before February 1<sup>st</sup> through their respective locals. Dues are to be set by each local Board of Directors. State dues will be assessed to each local for each adjuster and associate member. The fee will be set annually and paid to the TCA at the Executive Board Meeting in February.
- B. The payment of said dues shall be accompanied by a true and accurate accounting of the financial records of each local association for the purpose of permitting the state association to file true and accurate reports with the appropriate state and federal agencies.
- C. Members shall forfeit membership if dues are not paid in full to their local by May 1<sup>st</sup>.
- D. TCA fiscal year shall be from January through December of each calendar year.

## **ARTICLE V- OFFICERS, TERMS, DUTIES & VACANCIES**

### **Section 1 – OFFICERS and EXECUTIVE BOARD**

The officers of this Association shall be President, President-Elect, Vice President, Secretary and Treasurer.

The Executive Board shall consist of the current elected officers of this Association, the two immediate past presidents that are not currently holding

another state level position on the TCA Board. The Director of the West Tennessee local association, the Directory Chairperson and the Education/Communications Director .The president shall act as Chairman of this Board, and may appoint any additional members, as they may deem necessary. The term of office of the Executive Board shall correspond to that of the President appointing them. A quorum of the Executive Board shall consist of majority members thereof. There shall be a regular meeting of the Executive Board at least once during the year. Special meetings of the Executive Board may be called by the President or by the ranking officer in his absence. The affairs of the Association shall be managed by the Executive Board. The president shall make the appointment of chairmen and memberships to serve on these committees.

## **Section 2 – TERMS OF OFFICE**

- A. The President, President- Elect, Vice President, Secretary and Treasurer shall be elected annually for a term of one (1) year or until their successors are elected and assume office.
- B. The term of office shall begin at the annual TCA meeting (May).
- C. No member shall hold more than one (1) office at a time.
- D. The President and the Treasurer shall not be from the same employer.

## **Section 3 – DUTIES OF OFFICERS**

### **A. The President shall:**

- 1. Be the principal executive officer of the Association and, subject to the control of the Executive Board, shall supervise and control the management of the Association in accordance with the constitution and/or by laws.
- 2. Preside at all meetings of the Association and the Executive Board. In their absence, the next ranking officer shall preside.
- 3. They shall sign, with any other appropriate officer, such instruments that may be lawfully executed on behalf of the Association, except where required or permitted by law to be otherwise signed and executed and except where the signing or execution thereof shall be delegated by the Executive Board to some other officer or agent.
- 4. They shall also appoint the chairmen of all standing committees and all members of the standing committees.
- 5. Have a “no vote” except in the case of a tie.
- 6. They shall, in general, perform all duties incidental to the office of President and such other duties as may be prescribed by the Executive Board.

### **B. The President-Elect shall:**

- 1. In the absence or disability of the President, perform the duties and exercise the power of that office.

2. The President-Elect shall be charged with the selection of a Distinguished Service Award in accordance with the requirements as set out by the Executive Board and the TCA Standing Rules and shall present the selected Distinguished Service Award to the membership at the regular meeting (convention), unless so changed by the Executive Board.
3. The President-Elect shall chair the Finance Committee and shall perform other such duties as directed by the President and by the Executive Board.

**C. The Vice President shall:**

1. In the absence or disability of the President-Elect, perform the duties and exercise the powers of that office.
2. In the absence or disability of the President and the President-Elect, shall perform the duties and exercise the power of the President.
3. Shall chair the Membership Committee as mandated by the Executive Board.

**D. The Treasurer shall in conjunction with the permanent controller:**

1. Have custody of all funds and securities belonging to the Association and shall receive, deposit or disburse it under the direction of the Executive Board.
2. Keep a full and accurate account of all finances of the Association in books especially provided for that purpose.
3. Cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations for such fiscal year, and all in reasonable detail be made or filed at the registered office of the Association within three months after the end of such fiscal year.
4. The statement so filed shall be kept available for inspection by any members over a period of three (3) years and the Treasurer shall mail or otherwise deliver a copy of the latest such statement to any member, as defined in section 3A above upon his written request thereof.
5. Coordinate the filing of any and all tax forms required.

**E. The Secretary shall:**

1. Keep accurate records of the acts and proceedings of all meetings of members and Directors.
2. Give all notices required by law and by these by-laws.
3. Have general charge of the Association books and records and of the corporate seal, and they shall affix the corporate seal to any lawfully executed instrument requiring it.
4. Sign such instruments as may require his signature
5. Provide all members of the Executive Board and each local copies of the minutes of all meetings of the Executive Board within thirty (30) days.
6. Shall, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned to him by the President or by the Executive Board.

7. Shall be charged with maintaining the accuracy and continuity of the TCA Charter with the State of Tennessee

**F. The Education/Communication Director shall:**

1. Be responsible for the educational portion of each regular meeting and its protocol and shall coordinate the above with the host convention committee to structure the regular meetings in the most efficient, educational, and entertaining manner.
2. Coordinate with the local associations in any manner necessary to collect items of interest to those associations as well as the other statewide associations.
3. Serve as chair for the Constitution & By-Laws Committee unless otherwise mandated by the Executive Board.
4. Assist the Secretary in maintaining the accuracy and continuity of the TCA Charter with the State of Tennessee
5. Be responsible for developing and maintaining communication with our members via use of the World Wide Web & e-mail
6. Develop and maintain pertinent and useful information on a website for the use of members and non-members alike.
7. Coordinate and direct the selection process of the Walter S Gray Scholarship

**G. Directory Chairperson shall:**

1. Be responsible for the collection of materials necessary for publication of the annually published TCA Directory.
2. Coordinate with the local directory committee's the sales of and collection of monies for the sale of advertisements to help underwrite the cost of publication of said directory.

## **Section 4 – VACANCIES**

- A. If an officer elected at the annual convention is unable to serve due to death, illness, resignation or any other reason, the Executive Board is empowered to elect a replacement for the vacated position from the local association being represented. That local association will appoint their candidate.
- B. If any local chapter of the Tennessee Claims Association is not represented by one of the five elected officers, that chapter shall be empowered to designate one of its members as "Director." Said "Director" shall be a member of the Executive Board with full and equal voting powers.
- C. Should an officer or director fail to perform the duties of the office or be unable to fulfill those duties; the Executive Board, upon a two-thirds (2/3) vote, may be removed from that office after consultation with their respective local.

## **ARTICLE VI – NOMINATIONS & ELECTIONS**

- A. The President or whoever is acting in his behalf shall appoint a Nominating Committee at or prior to the annual meeting ( May) to select a panel of members to be presented before the group as candidates for newly elected officers. Nominations for any officer can be made from the floor at the regular meeting (May) held for the election of officers.
- B. Nominations from the floor shall coincide with the rotation of offices and the respective locals.
- C. The election shall be by ballot, or by the vote of the majority of eligible voting members present.

## **ARTICLE VII - COMMITTEES**

**There shall be the following committees:**

- A. **Membership Committee**-The Membership Committee shall consist of at least three and not more than five appointed by the President. It shall be the duty of this Committee to solicit members for this association and keep an up-to-date roster of all members well in advance of all meetings. It shall also be the duty of this Committee to explain to any prospective member the purpose of this association. This committee shall also work as a Grievance Committee in the absence of any committee appointed as such. The current Vice-President shall chair this committee unless otherwise mandated by the Executive Board
- B. **Finance Committee**-This Committee shall be composed of at least three members and not more than five. It shall be their responsibility to audit the financial records prior to the annual meeting & prepare a report to be presented to the membership at that time. The current President-Elect shall chair this committee unless otherwise mandated by the Executive Board.
- C. **Program Committee**-It shall be the duty of this Committee to set up programs, both educational and social, for all meetings and at other times deemed necessary. This committee shall be chaired by the current Education/Communication Director unless otherwise mandated by the Executive Board.
- D. **Constitution and By Laws Committee**-This Committee shall be charged with the duty of keeping the Constitution and By Laws up-to-date, to suggest amendments at any time deemed to be necessary. The current Education/Communication Director shall chair this committee unless otherwise mandated by the Executive Board.
- E. The President shall have the authority to appoint Committees at any time to carry out any purpose of this organization.

## **ARTICLE VIII – MEETINGS**

- A. There shall be an annual meeting of the Tennessee Claims Association and as many others as deemed necessary by the Executive Board. Any member of any

Claim Association throughout the United States shall have a standing invitation to attend annual conventions of this Association. Attorney and other professional groups connected with claims or insurance work may be issued invitations for annual conventions. They shall only be charged the convention attendance rates.

- B.** Past Presidents of the TCA and 1 guest shall attend the annual meeting with the convention registration paid for by the host city convention committee, for a period not to exceed ten (10) years, provided they are active/participating members of their local Association. If not, a period of five (5) years is applicable. Any room expense, incidental expenses, i.e. telephone, food, etc., will be at the expense of the Past President.
- C.** All Executive Board members and 1 guest shall attend the annual convention with the convention registration rate paid for by the TCA. Group/convention room rates plus tax will also be paid by the TCA. Any incidental expenses, other than food, i.e. telephone, etc., will be at the expense of each respective Board member. Mileage will be reimbursed to the Executive Board at the pre-determined rate of the Executive Board.
- D.** Any proceeds realized from the convention will be split 50/50 between the TCA and the hosting city.
- E.** The meeting dates for the Executive Board will be in the spring and fall. Room expenses for the Executive Board will be paid by the TCA. Local Presidents will be invited to attend the February Executive Board meeting at the expense of their local Association. Mileage will be reimbursed to the Executive Board at the pre-determined rate of the Executive Board.
- F.** Should circumstances arise, these dates can be re-scheduled for other dates by the TCA President.
- G.** A quorum at any meeting shall be a majority vote of those active adjuster members voting at the meeting.

## **ARTICLE IX – AMENDMENT OF BYLAWS**

Any requested amendments to this Constitution and By Laws shall be submitted to the Secretary of the Association at least 30 days in advance of the annual state meeting, and at that meeting and upon a two-thirds vote of the members present and voting, the amendment shall be ratified.

## **ARTICLE X – CORRESPONDENCE & COMMUNICATION**

- A.** All correspondence shall be original and five (5) copies: a copy of all correspondence shall be sent to the President for his file. Copies of all correspondence will be sent to the Education/Communication Director for permanent record.
- B.** All Officers and Committee Chairmen will keep adequate records pertaining to their office and they will be opened to any adjuster dues paid member, as described in article 3A above, at the annual meeting for inspection or at any

other reasonable time in which one may desire to inspect the records of any office.

## **ARTICLE XI - CODE OF ETHICS**

- A.** This association shall refrain from any real or perceived promotion of, endorsement of or encouragement of any activities that have the objective of any attempt to unionize adjusters in the State of Tennessee.
- B.** To conduct our profession and ourselves so as to inspire public confidence by fair and honorable dealings.
- C.** To promote by our attitude toward the public the proper regard for the profession of claims people.
- D.** To approach the, investigation of claims without prejudice or bias.
- E.** To render complete and truthful reports of all facts and conditions bearing on the case as they are found.
- F.** To disregard influences tending toward improper and extravagant settlements, and to fearlessly and honestly represent our Company in the adjustment of claims.
- G.** To resist collusion, deception and false and fraudulent claims.