

April 2025

Proposed Big I New York By-Laws Change:

The Big I New York Board of Directors routinely reviews the association by-laws to stay current with modern business practices and to stay nimble, effective, and efficient. Accordingly, the board of directors recommends an update to the by-laws. This path will allow the board of directors to be more responsive by implementing relevant amendments to the by-laws since they are closest to the operations of the association at the time.

View a redline version of the By-Laws to review the proposed changes.

To view proposed By-Law changes, go to: BigINY.org/BylawChange



**INDEPENDENT INSURANCE AGENTS & BROKERS OF NEW YORK, INC.
BY-LAWS AS AMENDED MAY 13, 2024**

Article I

The name of this organization shall be the Independent Insurance Agents & Brokers of New York, Inc.
D B A: Big I New York Big I NY).

Article II - Purposes and Objectives

Section 1

The fundamental purpose and objective of the Association is to promote and represent the common business interests of independent insurance agents and brokers within the industry and before government and the public, consistent with the best interests of the insurance-buying public.

In furtherance of this fundamental purpose and objective, the Association shall promote high standards of conduct in the transaction of the insurance business; shall promote insurance education among its members and encourage greater industry and public understanding of the workings of the insurance business and the American Agency System; produce publications and programs designed to enhance the professional development of its membership; communicate with and explain to the federal, state and local governing bodies, the insurance industry, and the public the ramifications of matters of direct interest to its members in their conduct of the business of insurance; communicate the benefits of purchasing insurance from independent agents and brokers; and generally promote and encourage understanding, cooperation, and good relations among its members, the insurance industry, and the public.

Section 2

The Corporation is formed exclusively for purposes for which a corporation may be formed under the Not-for-Profit Corporation Law and not for pecuniary profit or financial gain. No part of the assets, income, or profit of the corporation shall be distributable to, or inure to the benefit of its members, directors, or officers except to the extent permitted under the Not-for-Profit Corporation Law.

Further, the Corporation shall not promote the private interest of any member or engage in the regular business of a kind ordinarily carried on for profit. Nothing in the Articles of Incorporation or By-Laws shall authorize or empower Independent Insurance Agents & Brokers of New York, Inc. to perform or engage in any act or practice prohibited by General Business Law, Section 340, or other antimonopoly statute of the State of New York.

Article III - Membership

Section 1

The voting membership of this Association shall be composed of business entities doing business as individuals, partnerships, corporations, or other forms of business organizations holding valid New York resident agents' and/or brokers' licenses. These organizations shall be in the business of providing insurance and financial services products to end-users. Further, these organizations shall

have the ability to represent multiple carriers and own the expirations and renewals on a portion of their business. This Section is not intended to change the membership status of any existing member in good standing as of May 14,1999.

Section 2

The nonvoting membership of the Association shall be composed of the following:

- (a) Associate members shall be individuals who are licensed producers and insurance consultants directly engaged in the insurance business not otherwise eligible for voting membership.
- (b) Affiliate members shall be all other persons, firms, or corporations engaged in the following businesses which are supportive of the American Agency System: insurance companies, independent adjusters, and vendors providing services to independent agencies.

Unless expressly provided by action of the board, nonvoting members shall have no right to use in the conduct of their business any trade or service mark of this Association or of the Independent Insurance Agents & Brokers of America Inc. in any manner whatsoever. If usage is expressly provided by action of the board, usage must conform to all rules and regulations relative to usage of any trade or service mark.

Section 3

Local Associations may have coextensive or non-coextensive membership with Big I NY. Coextensive membership means that every voting member of the local association must be a member of Big I NY and that local membership is a pre-requisite to membership in the State Association; provided, however, Big I NY shall recognize as coextensive only those local associations which establish and adhere to the same membership requirements and principles pertaining to voting membership in Big I NY.

Section 4

An application must be received by Big I NY with the prescribed dues payment prior to acceptance to membership.

Section 5

Membership and other fees may be paid by check, credit card, ACH or other acceptable means; however, notwithstanding the method of payment, membership fees are fully earned for the entire membership year at the acceptance of application. The association shall establish such rules as necessary to carry out this section.

Section 6

The Board of Directors, at its discretion, may extend Honorary Membership. Such Honorary Members shall not be entitled to vote or hold office, nor be liable for dues.

Section 7

Any member of the Association may be suspended or expelled for cause including but not limited to the non-payment of all membership and other fees when due. Except for the non-payment of all membership and other fees when due, no member shall be expelled, suspended, or otherwise

disciplined except by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors present and voting at a regular meeting of the Board.

For any cause other than non-payment of all membership and other fees, expulsion or suspension shall occur only after the member complained against has been advised of the complaint against him/her; been afforded an opportunity to retain and be represented by counsel; and been given a full opportunity to be heard by the Board.

Such member, if removed or suspended, may appeal the decision of the Board to the Membership at its meeting next following the meeting of the Board which decided the matter.

Article IV - Officers and Directors

Section 1

The Officers of this Association shall be a Chair of the Board, Vice Chair & Secretary/Treasurer, Immediate Past Chair of the Board, and National Director.

In addition, there shall be an administrative officer who shall be designated as President, Chief Executive Officer and Assistant Secretary (hereinafter President) and shall have no vote. The position of President shall be appointed by the Executive Committee.

Section 2

The Chair of the Board, Vice Chair & Secretary/Treasurer, shall be elected by ballot at each Annual Meeting and hold their respective offices for one year or until their successors have been regularly chosen.

The National Director shall be elected by ballot at the Annual Meeting and hold the office for 3 years or until their successor has been regularly chosen. The National Director shall be ineligible for re-election after having served two complete 3-year terms.

Section 3

To be eligible to be Chair of the Board, Vice Chair & Secretary/Treasurer, or National Director, an individual must be a voting member of the association in good standing, and have completed service for at least one year at the time of election:

- (a) On a Big I NY or related Corporation Board; or
- (b) As a Local Association President; or
- (c) As Chair of a Big I NY or related Corporation Committee.

Section 4

Regional Directors shall number at least six (6), with at least two (2) from each of the regions, up to nine (9) total for all regions and be elected from among members of the Association in good standing and by ballot at the Annual Meeting. Any member so elected may continue to serve as Director only during such period as he/she continues to be a member of the Association. Only members located in the region described in Article IV Section 4 Paragraph 6 shall be eligible to vote in the election of the Director for that region.

At Large Directors, shall number up to two (2) and be nominated by the Nominating Committee and elected by the expiring Board of Directors at the Annual Meeting.

Regional Directors may serve no more than three (3) consecutive two (2) year terms. At Large Directors may serve no more than two (2) consecutive two (2) year terms. No Director, having served the maximum number of terms allowed as noted above, shall be eligible for re-election until at least one (1) year after the expiration of said term. The Nominating Committee may recommend one (1) year terms to achieve staggered terms in each region; however, a director elected to a one (1) year term is still eligible to serve up to three (3) consecutive two (2) year terms.

The Board of Directors shall be comprised of all duly elected Regional Directors, all duly elected At Large Directors, all duly elected Officers and the Immediate Past Chair of the Board.

The Board of Directors shall establish rules of conduct for its members, and upon an affirmative vote of two-thirds (2/3) of the members of the Board of Directors, excluding the Chair of the Board, Vice Chair & Secretary/Treasurer and National Director, present and voting at a regular meeting of the Board, may expel a Board member for non-compliance with these rules of conduct.

In order that Directors shall be selected with due regard to geographical distribution, The Board of Directors in office shall apportion the State into 3 regions by groups of counties.

Section 5

Nominations for the elective Officers and Directors prescribed in these By-Laws shall be made through a Nominating Committee selected for such purpose and may also be submitted from the floor.

Notwithstanding the foregoing, no person shall be eligible for nomination if, upon their election, there could exist three (3) or more persons on the Board of Directors who are associated with or employed by the same agency or an affiliate of such agency.

An "affiliate" of any agency is a person, firm, or corporation controlling, controlled by, or under common control with such agency. The term "control" (including the terms "controlling," "controlled by," and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of an agency, whether through ownership or voting securities, by contract, or otherwise.

Article V - Duties of Officers

Section 1

The Chair of the Board shall preside at meetings of the Association and shall at all times have general direction of the affairs of the organization. The Chair of the Board shall serve as Chair of the Executive Committee.

Section 2

The Vice Chair & Secretary/Treasurer shall perform the duties of, and have the same authority as the Chair of the Board in the event of the latter's absence or inability to act. The Vice Chair & Secretary/Treasurer shall (i) keep or cause to be kept the Minutes of all meetings of the Association and of the Board of Directors; shall, if requested, read such Minutes at any meeting for approval and shall provide or cause to be provided all notices for meetings of the Association or the Board of Directors and (ii) collect and disburse or cause to be collected and disbursed the funds of the Association and submit or cause to be submitted to the Board of Directors a report of receipts and disbursements monthly.

The Vice Chair & Secretary/Treasurer shall cause the funds and securities of the Big I NY to be deposited to the credit of the Association in such financial institutions and financial instruments as approved by the Board of Directors, and the funds shall be withdrawn only by Officers and employees authorized by the Executive Committee in writing to make withdrawals in accordance with rules established by the Executive Committee. Each Officer and employee so authorized shall be covered for the faithful discharge of his/her duties by fidelity bond(s) in an amount as required by the Board of Directors.

Section 3

The National Director shall represent Big I NY at meetings of the Board of Directors, Independent Insurance Agents & Brokers of America Inc. He/she shall act as an intermediary between this Association and the Independent Insurance Agents & Brokers of America Inc. He/she shall report to this Association at each Annual Meeting and to the Executive Committee and Board of Directors at regular meetings.

Section 4

The President shall be the active managing officer of the Association under the supervision and direction of the Chair of the Board, acting on behalf of the Board and Executive Committee. He/she shall also assist the Chair of the Board, Executive Committee, and the Board of Directors, in conducting the business of the Association and shall perform such other duties as may be assigned to him/her by the Board of Directors.

He/she shall give or cause to be given proper notice of meetings, and make such reports as directed by the Chair of the Board or the Board of Directors. He/she shall keep or cause to be kept all necessary accounts and his/her records and books shall be at all times open to the inspection of the Chair of the Board, Executive Committee, and Board of Directors and any auditors named by the Board of Directors.

Article VI - Committees

Section 1

The Executive Committee shall consist of the Chair of the Board, Vice Chair & Secretary/Treasurer, Immediate Past Chair of the Board, and National Director.

The Executive Committee shall have the power to act for the Association between Board of

Directors' meetings on all matters except those specifically reserved to the Board of Directors by these By-Laws. Minutes of the Executive Committee meetings shall be made available to the Board of Directors in writing prior to the next following Board meeting.

Section 2

The Nominating Committee shall consist of the Immediate Past Chair of the Board, acting as Chairperson, the Vice Chair & Secretary/Treasurer as voting member, and three persons who are voting members selected by the Chair of the Board. The Chair of the Board will take all reasonable steps to appoint members to represent each of the three regions (East-North, Metropolitan-Suburban and West-Central) but the Chair of the Board has the discretion to appoint members from the same region.

The three appointed members will have staggered terms with a limit of serving one (1) three year term. If any member is unable to serve on the Nominating Committee or is a candidate for office, then he/she shall not serve and the Chair of the Board may in such event appoint a successor. However, until a successor is appointed, the remaining members shall constitute the Nominating Committee.

Section 3

The Chair of the Board may appoint such other committees as may be desired or required from time to time to facilitate the business of the Association. The term of such committees shall cease on the date of the Annual Meeting.

Section 4

The Chair of the Board shall be a member ex-officio of all committees.

Section 5

All Officers, Directors, and members of Committees shall be reimbursed for their actual expenses in connection with business of the Association, as set forth in the expense reimbursement policy adopted by the Board of Directors.

Article VII - Meetings

Section 1

The Annual Meeting of the Association shall be held as prescribed in the Articles of Incorporation with at least thirty (30) days' notice being given to each member.

Section 2

Special meetings of the Association may be called by the Chair of the Board or upon the written request of three (3) percent of the members as of the last Annual Meeting, presented to the Chair of the Board, stating the date and purpose for which the meeting is desired. The Chair of the Board shall then direct the President to issue the call to all members giving at least ten (10) days' notice and purpose of meeting, but no business shall be discussed or transacted at such special meetings other than the special business mentioned in the notice.

Section 3

The lesser of 100 votes or 1/10th of the total number of votes entitled to be cast, as of the date of the last Annual Meeting, shall constitute a quorum and be necessary for the

transaction of business at any annual or special meeting of this Association.

Section 4

Any member of the Association personally or by proxy, in good standing, as provided in Article III, Section 1, shall be entitled to vote on all occasions at all meetings of the Association, provided however that when a roll call vote is demanded by a motion made and duly passed by a majority of the voting members present, the certified delegate or delegates or their appointed alternates from each local board, or association shall then cast as a delegation one vote for each member of their respective local board, or association, and provided further that the members present or members who do not belong to a local association shall each be entitled to cast one vote.

Paid voting members shall be determined from the records of the Association as of a date not later than ten (10) days prior to any annual or special meeting.

Article VIII - Vacancies

Section 1

Except for vacancies on the Board of Directors which are a result of action taken at the Annual Meeting, vacancies on the Board of Directors, Executive Committee, or the offices herein prescribed shall be filled by the Board of Directors. Any Director so appointed shall serve only until the next Annual Meeting of members of the Association, at which time a successor shall be elected for the balance of the term and as provided in these By-Laws. If a vacancy occurs as a result of action taken at the Annual Meeting, then that vacancy or vacancies may be filled by vote of the membership as prescribed in Article VII, Section 4.

Section 2

Vacancies in appointive committees shall be filled by the Chair of the Board.

Section 3

No person shall be appointed under this Article to fill a vacancy if such person would be ineligible for nomination under these By-Laws.

Article IX - Budget

Section 1

The fiscal year of this Association shall be from May 1 of each calendar year until April 30 of each following calendar year.

Section 2

The Executive Committee of the Association shall prepare and submit to the expiring Board of Directors, for its approval, a budget setting forth the estimated receipts and expenditures of the Association for the ensuing year.

Article X - Membership Fees and Dues

Section 1

Membership fees and dues shall be set by the expiring Board of Directors at the Annual Meeting.

Article XI – Electronic Means

Section 1

The Board of Directors, Executive Committee, and the corporation itself may utilize any and all electronic means to carry out the purposes of this corporation, unless expressly prohibited by Not-for-Profit Corporate Law.

Article XII - Amendments

Section 1

~~These By Laws may be amended at any Annual Meeting or special meetings for that purpose by a two thirds (2/3) vote of those members present. Notice of proposed changes must be given at least thirty (30) days in advance.~~

Except as otherwise provided by law, these Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, by the affirmative vote of two-thirds (2/3) of the Directors then in office.

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Article XIII - Parliamentary Authority

Section 1

"Roberts' Rules of Order" shall be the Parliamentary Authority in all matters or procedures not specifically covered by these By-Laws and to the extent not inconsistent with applicable statutory authority, including but not limited to the New York Not For Profit Corporation Law.

Article XIV - Indemnification

Section 1

In general. The Association shall indemnify each member of its Board and each of its Officers as described in Article IV; each of its employees designed for indemnification by the Board; and each member or alternate of a committee as described in Article VI; and each person serving at the request of the Association as a Trustee, Director, Officer or Member, or another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise (hereinafter all referred to more generally as "directors and officers") for

the defense of civil or criminal actions or proceedings as hereinafter provided in this Article XIII.

Section 2

Non-Derivative Action. In the case of an action, whether civil or criminal, other than one by or on behalf of the Association to procure a judgment in its favor, the Association shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or any appeal therefrom, where such costs and expenditures shall have been imposed or asserted against such director or officer, by reason of his or her being or having been a director or officer, but only in the event that a determination shall have been made, either judicially or in the manner hereinafter provided, that such director or officer acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Association and, in the case of a criminal action, in addition, had no reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only if the Association shall be advised by its Board that the director or officer has met the aforesaid standard of conduct. In rendering such advice, the Board shall act either (1) by a quorum consisting of directors who are not parties to such action, or (2) if a quorum under "(1)" is not obtainable with due diligence, upon the opinion in writing of independent legal counsel. If the foregoing determination is to be made by the Board, it may rely, as to all questions of law, on the advice of independent legal counsel.

Section 3

Derivative Action. In the case of an action whether civil or criminal, by or on behalf of the Association to procure a judgment in its favor, the Association shall indemnify each of its directors and officers, as aforesaid, from and against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by any such director or officer in connection with such action or an appeal therefrom, except with respect to matters as to which such director or officer is adjudged, pursuant to the method described in Section 2 hereof, to have breached his or her duty to the Association by not discharging his or her obligations to the Association in good faith and with that degree of diligence, care and skill which ordinarily prudent men would exercise under similar circumstances in like positions. However, as regards an action described in this Section 3, no indemnification shall be made by the Association for amounts paid in settling or otherwise disposing of a threatened or pending action or for expenses incurred in defending either a threatened action or a pending action which is settled or otherwise disposed of without court approval.

Section 4

Applicability. Every reference in this Article XIII to a member of the Board or an Officer of the Association shall include every director and officer thereof or former director and officer thereof. The right of indemnification herein provided for shall be an addition to any and all rights to which any director or officer of the Association otherwise might be entitled, and the provisions hereof shall neither impair nor adversely affect such rights.