

# Appendix D Model Chapter Bylaws

## PUBLIC RISK MANAGEMENT ASSOCIATION (PRIMA)

### [State or Region] Chapter

#### BYLAWS

These *model* bylaws are provided to the chapters and may be adapted by the governance of the specific chapters. When crafting chapter bylaws, it is critical that the adopting chapter keep the mission and goals of PRIMA in mind.

#### I NAME

The name of this organization will be the Public Risk Management Association [State or Region] Chapter, Inc. (“Chapter”).

#### II PURPOSE

The purposes of the Chapter will be to increase the proficiency of management of risk, insurance and benefits in government and other public entities through education and networking, to support the mission and goals of PRIMA as documented in its Long-Range Plan, and to act in any other manner that will further the best interests of governments (federal, state, county, municipal, tribal), governmental agencies, intergovernmental risk pools, schools and other special districts in their risk management activities.

#### III MEMBERSHIP, VOTING, AND FEES

##### A. Membership in the Chapter will consist of the following categories:

##### 1. *Government Member*

This category will consist of those governments and government entities or political subdivisions thereof or public entity risk pools (as defined by the Governmental Accounting Standards Board) that have been approved for admission by the Chapter Board of Directors. This is a voting category of membership. Each government member is the owner of the membership and will have a designated representative. While strongly encouraged to become a member of PRIMA, a not for profit District of Columbia corporation, Government Members are not required to become members of the Public Risk Management Association. The Chapter President is required to become a member of PRIMA.

##### 2. *Associate Member*

This category will consist of employees of government members other than the designated representative. It is not required that associate members be primarily responsible for risk management for their employing government entity. At the Chapter's discretion, Associate membership may or may not be a voting category. While strongly encouraged to become a member of the PRIMA, Associate Members are not required to become members of PRIMA.

3. *Affiliate Member*

This category will consist of organizations that do not qualify for either of the above member categories. Affiliate members may not vote or hold office in the Chapter but are entitled to all other benefits of membership.

4. Other membership categories as determined by the Chapter.

- B. Each government member will be entitled to one vote in the affairs of the Chapter, to be cast by its designated representative.

The designate representative is appointed by a government member as the individual responsible for risk, insurance, benefits, safety management and/or responsibilities that are closely related.

- C. The Board of Directors of the Chapter ("Board") will admit to government membership any qualifying entity upon that entity's payment of dues. In any case where there is a doubt whether an applicant entity is a government, government agency or political subdivision thereof, or public entity risk pool, such information as is available will be reviewed by the Board, which will make a determination on the applicant's eligibility.

- D. Member dues will be set on an annual basis by a majority vote of the Board.

- E. Any membership may be terminated by the Board for cause, including nonpayment of dues or assessments.

**IV. OFFICERS AND BOARD OF DIRECTORS**

- A. The Board of Directors of the Chapter will consist of the offices of president, vice president, secretary, treasurer [or *secretary/treasurer*], past president and [number of] other directors. The duties of the directors will be those usually attached to such offices and those assigned by the Board, to the extent that they are not inconsistent with these Bylaws or the Articles of Incorporation of the Chapter.

- B. The Board of Directors is the governing board of the Chapter and will give leadership to the Chapter, establish policy and give direction to the president for the execution of such policy.

- C. Each member of the Board will be a Government or Associate Member as defined in Article III-A-1 & 2. In addition, Board members must be either an employee of the member entity or, in the case of a public entity risk pool, an employee or board member of the pool or the pool's sponsoring organization. Such a sponsoring organization must be a government entity or not-for-profit organization whose voting membership consists solely of public and government entities.

- D. The regular annual meeting of the Board of Directors will be held annual with \_\_\_ days written or electronic notice to the membership. The Board, by majority vote, may also establish a schedule or periodic meetings as necessary for conducting Chapter affairs. A quorum will be a majority of members of the Board; proxy votes will not be accepted. Special meetings of the Board will be held on the call of the president or upon the written or electronic request of any three members of the Board.

Any or all directors may participate in a duly warned Board of Directors meeting by means of a conference telephone call or by any means of communication agreed upon by the Board. Such participation shall constitute presence at the meeting.

- E. *[The Chapter will protect, defend and indemnify all directors and officers and former directors and officers from any claims, liens, demands and obligations incurred while*

*acting in the scope of their official capacity of behalf of the Chapter that result from their actual or alleged errors, omissions or negligent acts except as limited by law. It will not be the policy of this Chapter to protect, defend and indemnify those directors and officers or former directors from acts of gross negligence of acts intended to commit harm.]* OPTIONAL

**V Nominations and Elections**

- A. By the first day of *[month that is five months in advance of the annual Board meeting]* of each year, the secretary will forward to all voting members of the Chapter a notice listing the offices to be filled by election at the next annual meeting. The notice will include an application for nomination to be completed and submitted for consideration by the Nominating Committee. Nominees must represent an entity of which the primary location or headquarters is located within the designated geographic boundaries of the chapter.
- B. By the first day of *[month that is 90 days in advance of the annual board meeting]* of each year, the Nominating Committee will select the candidate or candidates to run for each opening as director based upon evaluation of applications for nomination. The Board will set the criteria for evaluation. The Nominating Committee will set the deadlines for receipt of applications and receipt of ballots and will establish procedures for nomination by petition. The nominee receiving a plurality of the ballots cast for any office will be deemed elected. In the event the successful candidate cannot serve for any reason prior to the actual assumption of that office, the second-place candidate will be deemed elected. The Chapter will follow the procedure described in V (H) in the event no candidate is able to serve.
- C. Presidential and vice presidential candidates will be selected from the directors who are currently completing their term of office. In the event no directors are able and willing to be a presidential candidate, the position can be filled from among qualified members\*. [\* this varies across chapters. In some cases, when the president's term has expired, the vice president will automatically assume the responsibility of president.]  
*[In addition to any eligible director currently serving on the Board, a designated representative of a member government who has served previously on the Board as a director will be eligible to petition to be on the ballot.]* OPTIONAL CLAUSE
- D. The terms of office for the president, vice president, secretary and treasurer *[or secretary/treasurer]* will be one (1) year. The terms of office for the other directors will be two (2) years; these terms will be staggered.
- E. In the event the president or vice president, during his or her term of office, or other director, during his or her second year in office, loses his or her status as the representative of a government member but remains otherwise qualified to serve on the Board, he or she may complete the term. In the event a director during the first year in office loses his or her designation as the designated representative of a government member but remains employed by a public entity and otherwise qualified to serve on the Board, his or her term will be until the next annual meeting of the Chapter, at which time a new director will be elected for a one-year term.
- F. In the event the president, vice president or any director retires from or terminates employment with a government entity and does not become an employee of a government entity within sixty (60) days, his or her status as a Board member will be terminated and the office will be considered vacant.
- G. In the event of a vacancy in the office of president, the vice president will fill the unexpired term. In the event of a vacancy in the office of vice president, the unexpired term may be filled by the Secretary, Treasurer or a director serving in the second year of his or her two-year term and chosen by a majority vote of the Board, until the Chapter's next annual election.

- H. In the event of a vacancy in the office of one of the directors, the unexpired term will be filled by a qualified representative member appointed by the president with the concurrence of a majority of the Board, until the next annual election of the Chapter.
- I. In the event of a vacancy in the office of past president, the unexpired term may be filled by a qualified representative member who has previously served as president and is appointed by the president with the concurrence of a majority of the Board.
- J. The newly elected directors of the Chapter will commence their terms of office each year [*month or other instruction*].
- K. A person serving a partial term as president or vice president to fill an office left vacant in mid-term by any cause will be eligible for election to a full term of office immediately following the completion of the partial term.

**VI. MEETINGS**

- A. The annual meeting of the Chapter will be held on a date set by the Board of Directors, giving a minimum of sixty (60) days notice to the membership.
- B. All matters requiring a vote by the membership will be determined by a plurality of those designated representatives of government members voting on the matter, with the exception of amendments to these Bylaws, which require a two-thirds (2/3) vote as specified in Section VII. Ballots may be conducted by mail or at annual or special meetings of the Chapter.
- C. In the absence of the president from any Chapter meeting, the immediate past president will preside, and in his or her absence, the vice president will preside.
- D. Special meetings of the Chapter may be called by the Board of Directors upon majority vote or by petition of at least twenty-five (25) percent of the members eligible to vote.

**VII. COMMITTEES**

- A. A nominating committee will prepare and present to the membership all nominees for office. The Nominating Committee will be made up of the past president and the first year director(s) whose terms do not expire at the upcoming annual meeting.
- B. The Board of Directors may establish ad hoc committees as it deems appropriate.
- C. The president will appoint all committee chairpersons and members except the chairperson of the Nominating Committee, who will be the past president. In the event that no such past president qualifies, the president will be the chair of the Nominating Committee. The president will serve as an ex officio, non-voting member of all committees unless the structure of a committee stipulates otherwise.

**VIII. AMENDMENTS**

- A. Upon approval of a proposed change to these Bylaws by two-thirds (2/3) of the Board of Directors, the membership will be notified of the proposed amendments to the Bylaws at least thirty (30) days in advance of the proposed vote. Amendments to the Bylaws so referred to the membership will require a vote of approval of two-thirds (2/3) of the designated representatives present and voting at any annual or special meeting of the Chapter or of two-thirds (2/3) of the designated representatives responding to a mail ballot, allowing them a minimum of thirty (30) days to cast their votes, whichever method the Board selects.

- B. Any designated representative of a government member of the Chapter may propose a change in the Bylaws by submitting the proposal to the Board of Directors in writing and attested to by four (4) other designated representatives of government members. The proposed change will be presented to the membership as specified above and will require a vote of approval of two-thirds (2/3) of the designated representatives.
- C. In the event of all or part of any provision of these Bylaws is determined to be contrary to law, the remaining provisions shall remain in full force and effect. Any amendment or other alteration of these Bylaws that are contrary to law or to the status of the Chapter shall be invalid and of no force or effect.

IX. DISSOLUTION

In the event that the Public Risk Management Association [State or Region] Chapter, Inc., should dissolve, any assets after creditors have been satisfied will be distributed in equal shares to the government members as soon as possible after dissolution. Each participating government entity will receive an equal share of the assets distributed and will use such assets for public purposes.

No part of the net earnings of the Chapter will inure to the benefit of, or be distributed to, its non-government members, directors, employees or other private persons, except that the Chapter will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the purposes set forth in Article II of these Bylaws.

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