

PUBLIC RISK MANAGEMENT ASSOCIATION NORTH CAROLINA CHAPTER, INC.

BYLAWS

I NAME

The name of this organization will be the Public Risk Management Association North Carolina Chapter, Inc. ("Chapter").

II PURPOSE

In accordance with its Articles of Incorporation, 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, and to act in a manner that will further the best interests of governments (federal, state, county, municipal, tribal), governmental agencies, schools and other special districts in their risk management activities.

III MEMBERSHIP, VOTING, AND FEES

- A. The Board of Directors of the Chapter ("Board") will admit to membership any qualifying individual upon that individual'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 such information as is available will be reviewed by the Board, which will make a determination of the applicant's eligibility.
- B. Membership in the Chapter will consist of the following categories:
1. *Government Member*

This membership category will consist of the *designated representative* from those North Carolina governments and government entities or political subdivisions thereof that have been approved for admission by the Board. This is the only voting category of membership.
 2. *Associate Government Member*

This membership category will consist of employees of North Carolina governments and government entities or political subdivisions other than the entity's *designated representative*. It is not required that associate members be primarily responsible for risk management for their employing government entity. Associate Government members may not vote but are eligible to hold office on the Board.
 3. *Affiliate Member*

This membership category will consist of individuals not described in the above membership categories. Affiliate members may not vote or hold office in the Chapter but are entitled to all other benefits of membership.
- C. Each government entity will be entitled to one vote in the affairs of the Chapter, to be cast by its *designated representative*.
- 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 affairs of the Chapter shall be managed by the Board in accordance with the provisions of applicable laws, the Articles of Incorporation, and these Bylaws.
- B. The Board will consist of the offices of president, vice president, secretary, treasurer, past president and four additional 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. (Reference Appendix A. Duties of Board Officers and Directors.)
- C. The Board 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.
- D. Each member of the Board will be a Government or Associate Government Member as defined in Article III-B-1 & 2.
- E. The regular annual meeting of the Board will be held upon 60 days written or electronic notice to the membership. The Board, by majority vote, may also establish a schedule of periodic meetings as necessary for conducting Chapter affairs.
- F. 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 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.

V Nominations and Elections

- A. Ninety (90) days prior to the annual conference the secretary will forward to all Government 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. The Nominating Committee will set the deadlines for receipt of applications and receipt of ballots and will establish procedures for nomination by petition.
- B. Sixty (60) days prior to the annual conference the Nominating Committee will select the candidate or candidates to run for each opening based upon evaluation of applications for nomination and provide the slate of candidates to the secretary . The secretary will mail ballots to all Government members.
- C. Election ballots must be returned to the Secretary by the date indicated on the ballot. The nominee receiving a plurality of the ballots cast by Government members 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. A runoff election will decide tie votes when three or more candidates for the office are on the ballot. The Board, by majority vote, will decide any tie when only two candidates for the office are on the ballot.
- D. 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. In addition to any eligible director currently serving on the Board, Government and Associate Government members who have served previously on the Board will be eligible to petition to be on the ballot.
- E. The terms of office for the past president, president, vice president, secretary and treasurer will be one (1) year. The terms of office for the other directors will be two (2) years; these terms will be staggered. Terms served consecutively in a particular office are normally limited to two terms; otherwise directors are eligible to serve in any office to which they are elected. In the event qualified replacement officers are unavailable, the Board will have discretion to extend the consecutive term limitation of a currently serving officer(s).

- 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, their 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 their 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 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 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 at the conclusion of the annual conference.
- 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.
- L. Directors may be removed from office at any time with or without cause by majority vote of the Board. If a Director is removed, a new Director may be appointed by the president with the concurrence of a majority of the Board.
- M. A Director may resign at any time by communicating such resignation to the Board, its presiding officer, or to the Chapter.

VI CHAPTER MEETINGS

- A. The annual meeting of the Chapter will be held on a date set by the Board, 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 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 VIII. 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 vice president will preside, and in their absence, the immediate past president will preside.
- D. Special meetings of the Chapter may be called by the Board upon majority vote or by petition of at least twenty-five (25) percent of the Government members.
- E. Routine meetings of the Chapter or board will be scheduled approximately each quarter as deemed necessary.

VII COMMITTEES

- A. A Nominating Committee will prepare and present to the membership all qualified 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 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 Board will appoint a 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. Any Government member of the Chapter may propose a change in the Bylaws by submitting the proposal to the Board in writing and attested to by four (4) other Government members.
- B. Upon approval of a proposed change to these Bylaws by two-thirds (2/3) of the Board, 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 Government members present and voting at any annual, quarterly, or special meeting of the Chapter, or of two-thirds (2/3) of the Government members responding to a mail ballot, allowing them a minimum of thirty (30) days to cast their votes, whichever method the Board selects.
- C. In the event 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 is 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 North Carolina Chapter, Inc. should dissolve, any assets after creditors have been satisfied will be distributed to member government entities in pro-rata shares based on the number of members representing each entity. Such assets distributed to government entities shall be used for public purposes. If the dissolution is for the purpose of forming an additional Chapter, equitable sharing of the assets will be established by the Board at that time and requires approval by a majority vote of the Chapter.

No part of the net assets 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.

X GENERAL PROVISIONS

- A. All checks, drafts or orders for the payment of money shall be signed by the officer or officers or other individuals that the Board may from time to time designate.
- B. No loans shall be contracted on behalf of the Corporation or Chapter and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board.
- C. The fiscal year of the Corporation or Chapter shall be the twelve month period ending December 31st of each year.

This is to certify that the above Bylaws of the Public Risk Management Association North Carolina Chapter, Inc. were duly amended and adopted by the Board of Directors at a meeting of the Board held on _____, 2006.

This the _____ day of _____, 2006.

Secretary

Appendix A.

Duties of Board Officers and Directors

The president is responsible for the following activities:

1. Preside at all meetings of the Chapter membership and the Board of Directors.
2. Formulate the overall goals and plans for the various Chapter activities.
3. Establish committees needed to conduct Chapter business and appoint committee chairpersons for each. Define expectations for committee accomplishments, areas of responsibility and available resources.
4. Oversee activities of other officers and functional chairpersons.
5. Review and revise job descriptions for each officer and committee chairperson. It is recommended that outgoing committee chairpersons and Chapter officers review and help revise job descriptions based on their experiences.
6. Encourage strong committee members to become future Chapter officers.
7. Preside at meetings in a firm, competent, tactful and just manner. As chair, the president should be neutral on controversial matters and permit full discussion on all debatable motions. Once a majority rules, ensure that the decision is carried out in a harmonious atmosphere. The president should open and close meetings promptly, respect all members' opinions and ensure that written minutes are published in a timely fashion.
8. Arrive early and stay late for meetings. The president must be available to the entire membership, especially the new members and guests, and must be enthusiastic and supportive of all Chapter activities.
9. Monitor new developments in public risk management by reading and participating in as many related activities as possible.
10. Be available to other groups to promote public risk management.
11. Maintain close contact with the PRIMA board of directors, encourage a free exchange of ideas and suggestions, keep abreast of programs and opportunities available to PRIMA Chapters and members, participate and promote participation on PRIMA committees.
12. Maintain regular communications with Chapter members and with PRIMA through the PRIMA staff liaison. The president submits an annual report to the membership and to PRIMA that reviews Chapter accomplishments and explains current and future objectives.
13. Seek Chapter achievements to submit for the Chapter Recognition Award.
14. Submit Chapter Service Award nominations to National PRIMA.
15. Keep abreast of programs for Chapter involvement and opportunities such as scholarships to attend conference, leadership meetings and training opportunities and requests for information from PRIMA or other affiliated Chapters.
16. The Chapter President is required to be a member of PRIMA.

Chapter Vice President

1. Preside at meetings in the absence of the president.
2. Serve as chair of the Program Committee.
3. Contact meeting speakers in advance to ensure travel, lodging, audio/visual and handouts are coordinated.

Chapter Secretary

1. Maintain membership records, minutes, and records of attendance at Chapter events.
2. Keep copies of all Chapter correspondence and all documents distributed at Chapter events.
3. Maintain Chapter calendar of events.
4. Send election materials to Government members. [See Chapter Bylaws, Article V, Section A and B.]
5. Receive ballots back from voting members and tabulate the results. [See Chapter Bylaws, Article V, Section C.]
6. Coordinate Chapter website and update the list-serve.
7. Communicate notices of upcoming meetings to the membership.

Chapter Treasurer

1. Maintain records to account for all expenditures and receipts of the organization.
2. Develop an annual budget.
3. Promptly deliver annual dues notices.
4. Deposit all funds promptly in the banking accounts designated and established by the Board.

5. Pay all invoices and charges as approved by the Board.
6. Submit a written financial report at each quarterly meeting.
7. Generate financial reports as directed by the president and/or Board.
8. Provide all financial statements with supporting details for annual audit.
9. Will be bonded.

Past President

1. Serve as annual meeting committee chair.
2. Meet with the incoming Chapter President to evaluate past year's accomplishments, successes and difficulties—to help avoid repeating mistakes, and help develop an agenda for the upcoming year.
3. Facilitate new board members' strategic planning meeting.
4. Serve as chair of the nominating committee.
5. Serve as mentor to other board members.
6. Preside at meetings in absence of the president or vice president.

Other Directors

1. Act as committee chair or liaison to the board.
2. Serve on nominating committee if not up for election.