

# 2012



# Membership Bylaws

# OR-PRIMA Board Meeting Schedule

The Board normally meets on the second Friday of each month at 12:00 p.m. Meetings are held before and after the annual conference. Meetings are held at locations as designated by the Board.

# Public Risk Management Association

## Oregon Chapter Bylaws

### **I NAME**

The name of this organization will be the Oregon Chapter, Public Risk Management Association, 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, and to act in any other manner that will further the best interests of Oregon’s public entities including federal, state, county, municipal and tribal governments, governmental agencies, intergovernmental risk pools, schools and other special districts in their risk management activities.

### **III MISSION STATEMENT**

The mission of the Oregon Chapter of PRIMA is to support and strengthen the public sector by promoting risk management concepts and strategies.

### **IV 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. Each government member will have a designated voting representative. Designated voting representatives must be primarily responsible for risk management for their employing governmental entity. He/she must represent an entity of which the primary location or headquarters is located in Oregon. This is the voting category of membership.

Associate representatives will consist of employees of government members other than the designated voting representative. It is not required that associate members be primarily responsible for risk management for their employing governmental entity. Associate members may hold office in the Chapter. Associate members do not vote but are entitled to all other benefits of membership.

2. *Affiliate Member*

This category will consist of organizations or individuals that do not qualify for the above member category. Affiliate membership does not carry voting privilege or hold office in the Chapter but are entitled to all other benefits of membership. The organization is considered the member and one fee is paid regardless of the number of representatives.

3. Other membership categories as determined by the Chapter.

- B. Each member entity will be entitled to one vote in the affairs of the Chapter, to be cast by its designated voting representative. The designated voting representative is appointed by the member entity and must have primary responsibility for risk, insurance and/or safety management.
- 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.

## **V OFFICERS AND BOARD OF DIRECTORS**

- A. The Board of Directors of the Chapter will consist of the offices of president, vice-president, secretary, treasurer, past president and four directors-at-large. The duties of the Board of Directors are described in Exhibit A of these bylaws.
- 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 must be an employee of a government member of the Oregon Chapter of Public Risk Management Association. In addition, Board members must be a designated representative of that 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 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 on 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 or acts intended to commit harm.

## **VI NOMINATIONS AND ELECTIONS**

- A. Elections are held at the time of the annual meeting.
- B. Newly elected directors of the Chapter will commence their terms of office immediately following the annual conference.
- C. The terms of office for the past president, president, vice-president, secretary and treasurer usually run for two (2) years. The terms of office for the other directors usually run for two (2) years; every attempt will be made to stagger these terms so not all officers/directors change simultaneously.
- D. Four months in advance of the annual Board and membership meeting, 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 in Oregon.

- E. Two months in advance of the annual Board and membership meeting each year, the Nominating Committee will select the candidate or candidates to run for each opening 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 the majority 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 President will select a replacement with the concurrence of a majority of the Board. The Chapter will follow the procedure described in section VI (H) in the event no candidate is able to serve.

It is the intent, to the extent possible, that the movement from one office to the next (as outlined below) should occur automatically unless circumstances are such that, in the best interest of the association, it is not practical.

- F. When the president's term has expired, s/he shall automatically become past president and assume the responsibilities of that office.
- G. The Vice-president becomes president and must be a member in good standing of both the Oregon Chapter and National PRIMA organizations.
- H. The office of Vice-president will be filled by the secretary or selected from the directors who are currently in office.
- I. The office of secretary will be filled by the treasurer or selected from the directors who are currently in office.
- J. In the event no directors are available, the Board can select from among those qualified designated representatives. 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 for office.
- K. 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 designated voting representative, i.e. by definition has primary responsibility for risk management, of a government member but remains otherwise qualified to serve on the Board, i.e. remains an employee of the member entity, 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 voting representative of a government member but remains employed by a public entity, 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.

- L. In the event the president, or vice-president retires from or terminates employment with a government entity and does not become an employee with primary responsibility for risk management 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.
- M. 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 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.
- N. In the event of a vacancy in the office of one of the directors, the unexpired term will be filled by a qualified designated voting representative member appointed by the president with the concurrence of a majority of the Board, until the next annual election of the Chapter.
- O. 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.
- P. A person serving a partial term as president or vice-president appointed 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.
- Q. In the event the By-laws are silent concerning any area where specific rules or procedures are to be followed, Robert's Rules shall be used.

## **VII 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. The regular annual meeting of the Board of Directors will be held with, at least, 30 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. A quorum will be a majority of voting 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 members of the Board. Any or all directors may participate in Board of Directors meetings 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.

- C. All matters requiring a vote by the membership will be determined by a majority of those designated voting representatives of government members voting on the matter. Ballots may be conducted by mail, e-mail, or at annual or special meetings of the Chapter.
- D. In the absence of the president from any Chapter meeting, the vice-president will preside, and in his or her absence, the immediate past president will preside.
- E. 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.

## **VIII 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.

## **IX AMENDMENTS**

- A. Upon approval of a proposed substantive 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 majority of the designated voting representatives present and voting at any annual or special meeting of the Chapter or of two-thirds (2/3) of the designated voting representatives responding to a mail ballot, allowing them a minimum of thirty (30) days to cast their votes.

- B. Any designated voting 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 voting representatives of government members.
- 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 are contrary to law, or to the status of the Chapter, shall be invalid and of no force or effect.

## **X DISSOLUTION**

In the event that the Oregon Chapter, Public Risk Management Association, 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.

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.

## **XI SCHOLARSHIP PROGRAM**

Oregon Chapter of PRIMA believes it is paramount to increase the knowledge and skills of its members so they can best protect the interests of their entities. Due to financial constraints placed on already tight training budgets and the inability to fund training opportunities for risk management staff, the Board has established a scholarship program. (the Oregon PRIMA Scholarship Program can be found on the Oregon PRIMA website at [www.orprima.org](http://www.orprima.org) )

## **XII CONTRACTS**

In the event the Oregon Chapter, Public Risk Management Association, Inc. should decide to contract with someone to perform services on behalf of the Chapter the following requirements should be met:

- A. The Board, by majority vote, can elect to enter into contracts.

- B. The President will have signatory power on behalf of the Chapter.
- C. Contractor shall be required to provide insurance coverage for the protection of the Chapter, its officers and directors.
- D. The Board will determine the type and amount of such insurance according to the activity and the exposure to risk.

### **XIII RECORD RETENTION**

The following retention schedule will be followed:

- Minutes            5 years
- Contracts        3 years
- Correspondance 5 years

### **Exhibit A**

# **Oregon PRIMA Chapter Board Duties**

## **PRESIDENT**

1. The President's activities shall support the purpose of the Association.
2. Preside at all general meetings of the Association and act as chairman of the Board of Directors of the Association.
3. Call Board meetings as needed.
4. Appoint the chairperson of such committees (except the nominating committee) as are required for proper functioning of the Association, with approval of the Board of Directors.

5. Appoint two Board members to tally the votes upon completion of the annual election.
6. Assist Officers and Directors in the completion of their tasks for the Association.
7. Transfer all applicable records to the next President.

### **VICE-PRESIDENT**

1. The Vice-President's activities shall support the purpose of the Association.
2. In the absence or disability of the President, possess all the powers and discharge all the duties of the President.
3. Coordinate the program for all meetings of the full Chapter.
4. Attend Board meetings.
5. Transfer all records of the office to the next Vice-President.
6. Upon conclusion of the President's term, assume the office of President.

### **SECRETARY**

1. The Secretary's activities shall support the purpose of the Association.
2. Prepare and retain minutes of the Association and the Board of Directors. Distribute minutes to Board members.
3. Maintain an up-to-date roster of members.
4. Maintain all official Association records, with the exception of financial records.
5. Provide advance notice of all meetings to Board members.
6. Prior to the annual meeting, ensure all members have access to a current membership roster and by-laws.

7. Upon completion of the balloting for officers, by-law amendments or other election, tally and announce the election results as soon as determined.
8. Attend Board meetings.
9. Keep the official copy of the Association's current by-laws and make copies available to active members.
10. Produce or maintain records of official correspondence of the Association.
11. Send invitations and information to the annual meeting to members and other interested persons.
12. Provide for timely transfer of Association records upon leaving office to the new Secretary.

## **TREASURER**

1. The Treasurer's activities shall support the purpose of the Association.
2. Maintain supervision of the financial operations and have custody of all funds of the Association.
3. Deposit all moneys received in a bank or banks approved by the Board of Directors.
4. Arrange for transfer of Association credit card to new President and Vice President.
5. Submit an annual written financial report upon request of the Board of Directors.
6. Arrange for audit of financial records as requested by the Board.
7. Accept registrations and make disbursements for annual meeting.
8. Not later than June of each year, send dues invoices to current, former and prospective members and maintain records of current paid memberships.
9. Attend Board meetings.
10. Pay all claims due from the Association funds in a timely manner.
11. Maintain a complete and accurate record of all claims paid.

12. Reconcile the Association's checking account with bank statements on a monthly basis.
13. Provide for timely transfer of financial records upon leaving office to new Treasurer.

## **DIRECTORS**

1. Directors' activities shall support the purpose of the Association.
2. Assist in developing the organization, its focus and the vision for future growth. The education of risk management professionals is a prime focus.
3. Encourage participation of professionals from all public sector agencies throughout the State of Oregon, including cities, counties, the state, school districts and other special districts. Directors provide the following assistance to interested public-sector professionals: solicit active Chapter memberships; encourage participation in the National organization; and promote networking and information-sharing throughout the year.
4. Coordinate the educational efforts of the Chapter. Directors get Board approval for at least one annual educational program (at least the annual conference though other programs will be encouraged); make recommendations to the Board of educational elements of the annual conference program; assist Officers to coordinate and support the annual conference.
5. Conduct an annual review of the financial statements or review the financial statements audit conducted by another person. The audit or review of audit results will be submitted to the Board for approval.

## **PAST-PRESIDENT**

1. Assist in developing the organization, its focus and the vision for future growth. The education of risk management professionals is a prime focus.
2. Coordinate web site updates and act as primary point of contact with webmaster.

3. Chair Board meeting in the absence of President and Vice President.
4. Be at the beck and call of the President.