



ORGANIZATIONAL BYLAWS

As Amended August 5, 2018

AGRiP BYLAWS
Adopted August 5, 2018

TABLE OF CONTENTS

		<u>Page No.</u>
ARTICLE I	NAME AND AUTHORITY	1
ARTICLE II	PURPOSE	1
ARTICLE III	DEFINITIONS	1
ARTICLE IV	MEMBERSHIP, VOTING, DUES	2
ARTICLE V	MEMBERSHIP MEETINGS	2-3
ARTICLE VI	BOARD OF DIRECTORS	3-6
ARTICLE VII	OFFICERS	6
ARTICLE VIII	COMMITTEES	6-7
ARTICLE IX	EXECUTIVE DIRECTOR	7
ARTICLE X	AMENDMENTS TO THE BYLAWS	7
ARTICLE XI	FISCAL YEAR	7
ARTICLE XII	GOVERNING PROCEDURES	7

**ASSOCIATION OF GOVERNMENTAL RISK POOLS
ORGANIZATIONAL BYLAWS**

ARTICLE I

NAME AND AUTHORITY

The organization is known as the Association of Governmental Risk Pools (hereinafter referred to as “AGRiP” or the “Association”) and is organized and operated as a nonprofit organization, recognized as exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code (“IRC”).

ARTICLE II

PURPOSE

AGRiP’s purposes are set forth in the Articles of Incorporation.

ARTICLE III

DEFINITIONS

The following terms have the below definitions when used in these Bylaws.

- A. Intergovernmental Risk Pool
An organization of public entities joined together to finance or transfer some or all their risks through underwriting, contributions, loss and expense sharing. Intergovernmental Risk Pool includes, but is not limited to pools, authorities, joint powers authorities, associations, agencies and trusts.

- B. Regular Member
An Intergovernmental Risk Pool approved for AGRiP membership in accordance with policies established by the Board of Directors.

- C. Designated Representative
The person or position appointed by a Regular Member's governing body to vote and act on behalf of the Regular Member on all matters brought before AGRiP membership. The Designated Representative is the sole representative for interests of the Regular Member that appointed him or her.

- D. Board of Directors
The Board of Directors of AGRiP.

- E. The Act
The Illinois General Not for Profit Corporation Act.

- F. Allied Organization
An organization with which AGRiP has entered into an agreement granting allied affinity.

ARTICLE IV
MEMBERSHIP, VOTING, DUES

- A. Classes of Membership.
AGRiP has one class of voting membership, consisting of Regular Members. The Board of Directors may establish other categories of non-voting membership.
- B. Voting Rights.
Each Regular Member is entitled to one vote on all matters submitted to a vote of the membership. Votes on all matters are cast by Designated Representatives of Regular Members.
- C. Suspension or Expulsion.
A Regular Member may be suspended or expelled for non-payment of dues, or for any act or conduct the Board of Directors deems detrimental to AGRiP's best interests. Any Regular Member being considered for suspension or expulsion will be given a reasonable opportunity to submit payment of dues or respond to the allegation of behavior detrimental to AGRiP's best interests.

ARTICLE V
MEMBERSHIP MEETINGS

- A. Annual Meeting.
AGRiP's annual membership meeting will be held on a date and location established by the Board of Directors. The date, location and time of the meeting will be posted on the AGRiP website at least sixty (60) days prior to the meeting and delivered in writing to Regular Members not less than five (5), no more than sixty (60), days in advance of the meeting. Written notice may be accomplished via email or other electronic means addressed to Designated Representatives.
- B. Special Meetings.
Special membership meetings of AGRiP may be called by the Board President, or upon the written request of a majority of the Board of Directors. Business conducted at the special meeting will be limited to action items listed in the meeting notice. Notice of a special meeting will be delivered in writing to all Regular Members at least thirty (30) days prior to the meeting and will include the place, date, time, and purpose(s) of the meeting. Written notice may be accomplished via email or other electronic means addressed to Designated Representatives.
- C. Dues.
The Board of Directors establishes AGRiP membership dues and fees.
- D. Voting.
Regular Members are entitled to vote on any matter brought to AGRiP membership. All voting shall be in person and no proxy voting of any kind is permitted. Each Regular Member has one (1) vote to be cast by its Designated Representative; however, all persons present representing a Regular Member may take part in

meeting discussions.

E. Quorum and Act of the Members.

One-tenth (1/10) of the Regular Members present at a meeting shall constitute a quorum. Unless provided otherwise by these Bylaws, the Articles of Incorporation, or the Act, a majority vote of the Regular Members present and voting decides all issues.

F. Remote Participation.

Remote participation in meetings such as through telephone conference or interactive technology is not permitted.

G. Action by Ballot.

Any action that could be taken at a meeting of the Regular Members may be taken by written ballot without a meeting by mail, email, or any other electronic means pursuant to which the Regular Members are given the opportunity to vote for or against the proposed action(s). Action by ballot requires approval by a majority of the Regular Members casting votes, unless otherwise specified by the Act, the Articles of Incorporation, or these Bylaws. For purposes of action by ballot, a quorum of Regular Members is one-tenth (1/10) the total number of Regular Members.

A description of the action to be voted on by ballot must be provided in writing to Regular Members at least five (5) days prior to beginning of the voting period. Written notice may be accomplished via email or other electronic means addressed to Designated Representatives. Ballot voting must remain open for not less than five (5) days from the date the ballot is delivered, except as otherwise required by the Act.

ARTICLE VI BOARD OF DIRECTORS

A. Role of Board of Directors.

The Board of Directors is the governing body of AGRiP. The Board of Directors provides leadership and strategic direction, assures appropriate management of and staffing for the Association, and establishes policies to govern Board of Directors activities and AGRiP operations.

B. Composition.

The Board of Directors is comprised of up to nine (9) directors. Only Designated Representatives of Regular Members may be an Elected Director. At least six (6) directors will be elected by Regular Members.

No more than three (3) directors may be appointed by Allied Organizations (“Appointed Directors”). The governing body of an Allied Organization with which AGRiP has entered into an agreement granting rights to appoint a director will have the right to appoint one (1) director to the Board; provided, however, that in no

event may there be more than three (3) such Appointed Directors serving on the Board at the same time. In the event that there are more than three (3) Allied Organizations to which appointing rights have been granted, then the Board shall establish an equitable system alternating which Allied Organizations shall have the right to appoint a director.

C. Election.

The Board of Directors may establish nominating and other processes in connection with the election of Directors.

Election of Directors is based upon plurality of votes, with the highest vote recipient(s) determined as the election winner(s). In the case of a tie vote, the election winner shall be determined by drawing of lots.

D. Terms of Office.

Elected Directors serve staggered terms of four (4) years each, with said terms beginning on January 1 following election to the Board of Directors. Appointed Directors serve a term of four (4) years, with said term beginning upon appointment. No director may serve more than two (2) consecutive terms of four (4) years.

In the event an Elected Director retires from or terminates employment with a Regular Member and does not become an employee of another Regular Member within sixty (60) days, the person's status as a director will terminate and the position will be considered vacant.

E. Vacancies.

An Elected Director vacancy on the Board will be filled by appointment of a majority vote of the remaining directors. An Elected Director seated by appointment will serve for the unexpired term of the vacant position and will be eligible for continued Board of Directors service thereafter. Completion of an Elected Director term of two (2) years or less by appointment due to vacancy shall not be considered a term for purposes of limits that would otherwise apply. An Appointed Director vacancy on the Board of Directors will be filled by appointment from the governing body of the Allied Organization and that director shall serve out the remainder of the applicable term. Completion of an Appointed Director term of two (2) years or less by appointment due to vacancy shall not be considered a term for purposes of limits that would otherwise apply.

F. Meetings and Notice.

Meetings of the Board of Directors may be held at the discretion of the Board President or upon the request of a majority of the directors. Notice of all meetings of the Board of Directors setting forth the date, time and place of the meeting will be provided to all directors as soon as practicable, ideally at least three (3) days in advance of the meeting. Such notice need not specify the purpose(s) of the meeting.

The Board of Directors may establish a schedule of periodic meetings, and provision of the schedule to all directors shall constitute sufficient notice of all such meetings. Meetings of the Board of Directors shall be open only to directors, and staff or contractors authorized by the Board President; however, the Board of Directors may act to limit attendance to only directors and may act to permit attendance by other guests for all or a portion of a Board of Directors meeting.

G. Quorum and Act of the Board of Directors.

A majority of Board of Directors present at a meeting shall constitute a quorum. Unless otherwise required by the Articles of Incorporation, these Bylaws, or the Act, a majority of the directors present at a meeting at which there is a quorum may take action. Directors may not vote by proxy.

H. Remote Participation.

Directors may participate in and take action at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting in this manner constitutes attendance and presence in person.

I. Written Action.

Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if all voting members of the Board of Directors consent in writing to the action. Email or other electronic communications means is sufficient written consent.

J. Removal.

An Elected Director may only be removed by the affirmative vote of two-thirds (2/3) of the Regular Members present and voting at a meeting of the Regular Members. Notice of such meeting must be provided to all Regular Members and shall state that a purpose of the meeting is the removal of one or more Elected Directors named in the notice. An Elected Director must be provided with notice of his or her proposed removal and an opportunity to be heard at the meeting called for his or her removal. Appointed Directors may only be removed by the organization which appointed the Appointed Director.

K. Indemnification.

AGRiP will protect, defend and indemnify all directors, officers, employees and former directors, officers and employees from any and all claims, liens, demands and obligations arising because the individual is or was a director, officer, or employee of AGRiP, or because the individual is or was serving at the request of AGRiP as a director, officer, employee, or agent of another organization, if such director, officer, or employee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of AGRiP, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. AGRiP will not defend, protect or

indemnify directors, officers, employees, or former directors, officers or employees from criminal acts or acts intended to cause harm.

L. Bonding.

The Board of Directors may set fidelity bonding or insurance requirements for the Association's officers, directors, employees or contractors.

M. Hiring Authority.

The Board of Directors has the authority to hire an Executive Director and set reasonable compensation, or to make other staffing arrangements for Executive Director leadership as the Board of Directors so determines.

N. Financial Accounting.

The Board of Directors will establish a complete and accurate system of accounting of AGRiP funds, maintained consistently with generally accepted accounting principles. Financial records will be audited at least annually by an independent certified public accounting firm approved by the Board of Directors and issuing a report directly to the Board of Directors.

ARTICLE VII OFFICERS

A. Selection and Term of Officers.

There shall be a President and Vice President of the Board of Directors. Officers will be elected from among directors for a term of two (2) years or until a successor is elected or appointed. The election of officers will be held at the first meeting of the Board of Directors after the election of directors in odd-numbered years. No director shall be elected to more than two consecutive terms in any one office.

B. Duties.

The officers will perform duties as are delegated to them by the Board of Directors.

C. Removal and Vacancy.

Any officer may be removed from his or her officer role by a majority vote of the Board of Directors. The Board of Directors will fill any officer vacancy for the balance of the unexpired term. Fulfillment of an unexpired officer term is not be counted toward any term limits that otherwise would apply.

ARTICLE VIII COMMITTEES

The Board of Directors may create one or more committees, and appoint directors or such other persons as the Board of Directors may designate to serve on the committee. Each committee must consist of two or more directors, and a majority of the membership of the committee must be members of the Board of Directors. To the extent specified by the Board of Directors, each committee may exercise the authority of the

Board of Directors, provided, however, a committee may not: (a) adopt a plan for the distribution of assets of the corporation or for dissolution; (b) approve or recommend to the members any action that is required by the Act to be approved by the members; (c) fill vacancies on the Board of Directors or any committees thereof; (d) elect, appoint, or remove any officer or director, or member of a committee; (e) adopt, amend, or repeal these Bylaws or the Articles of Incorporation; or (f) adopt a plan or merger or adopt a plan of consolidation with another corporation, or approve the sale, lease, or exchange of all or substantially all of the assets of the Association.

ARTICLE IX
EXECUTIVE DIRECTOR

The Executive Director is AGRiP's chief executive. The Executive Director has complete responsibility for all management and operational functions and services, without limitation, consistent with direction from the Board of Directors. Subject to the organizational budget and policies adopted by the Board of Directors, the Executive Director selects, appoints, and removes all staff members, contractors, legal counsel and others fulfilling operational duties for AGRiP; signs contracts on behalf of AGRiP; and performs any other functions inherent in this position. The Executive Director will prepare a proposed annual budget covering all programs and services provided by AGRiP for consideration and approval by the Board of Directors. The Executive Director is an ex-officio, non-voting member of the Board and all its committees.

ARTICLE X
AMENDMENTS TO THE BYLAWS

Amendments to the Bylaws require a vote of approval of at least two-thirds (2/3) of the Board of Directors. Regular Members must be notified in writing of proposed Bylaw changes at least sixty (60) days prior to such change being voted on by the Board of Directors. Written notice may be accomplished via email or other electronic means addressed to Designated Representatives.

ARTICLE XI
FISCAL YEAR

AGRiP's fiscal year is the calendar year, unless otherwise changed by the Board of Directors.

ARTICLE XII
GOVERNING PROCEDURES

Unless otherwise established by these Bylaws or AGRiP policies, the latest edition of Robert's Rules of Order shall govern matters of parliamentary procedures.