

RISK RESEARCH INSTITUTE, INC.
Known as the New York Chapter of RIMS
CONSTITUTION AND BY-LAWS
Risk and Insurance Management Society, Inc.

Effective March 7, 2019

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ARTICLE I - NAME

The name of this Organization shall be Risk Research Institute, Inc., d/b/a New York Chapter, hereinafter referred to as the CHAPTER.

ARTICLE II - RELATIONSHIP TO THE RISK AND INSURANCE MANAGEMENT SOCIETY, INC.

- 2.1 Establishment - On November 21, 1950, the CHAPTER, a non-stock, non-profit New York Corporation, was established as the New York chapter of the American Society of Insurance Management, Inc.
- 2.2 Name Change - On January 1, 1975, the American Society of Insurance Management, Inc., changed its name to the Risk and Insurance Management Society, Inc.
- 2.3 Constitution/By-Laws - The CHAPTER shall abide by the Constitution and By-Laws of the Risk and Insurance Management Society, Inc., hereinafter referred to as RIMS.
- 2.4 National Representative - A representative to RIMS shall be provided by the CHAPTER'S Board of Directors hereinafter referred to as the BOARD. Such representative shall be a delegate in the House of Delegates of RIMS.

ARTICLE III - OBJECTIVES

The objectives of this CHAPTER shall be:

- 3.1 To aid in maintaining a reasonably competitive insurance market in the interest of all consumers of insurance, which is in the public interest, and to that end foster a minimum of regulation with due regard to the financial stability of underwriters and the financial integrity of the insurance contract.
- 3.2 To promote the concept of risk management and free exchange of ideas with other professionals and organizations.
- 3.3 To do anything necessary and proper for the accomplishment of any objectives herein set forth or which shall be recognized as proper and lawful objectives of RIMS, all of which shall be consistent with the public interest, as well as in the interest of consumer of insurance.

ARTICLE IV - AUTHORITY

In furtherance of these objectives, but not in limitation thereof, the CHAPTER shall have authority:

- 4.1 To collect and disseminate statistics and other information dealing with risk management, including the prevention, transfer, avoidance, reduction, elimination, retention or insurance of risks; and to emphasize the importance of risk control as a vital risk management technique.
- 4.2 To cooperate with producers, underwriters, regulatory bodies or agencies, or others to secure:
 - (a) Simple and more adequate policy forms;
 - (b) Insurance protection for all insurable risks;
 - (c) Adjustment of inequities in rates; and
 - (d) Adequate recognition of all factors which enter into the rating of risks.
- 4.3 To foster education programs for risk management.

ARTICLE V - MEMBERSHIP

- 5.1 Active Members shall consist of corporations, individual entrepreneurs, estates, fiduciaries and other entities, who, having subscribed to the objectives of the CHAPTER and RIMS and having agreed to abide by its Constitution and By-Laws that have been accepted for CHAPTER membership. Each Active Member shall be entitled to one (1) vote signed by its designated First Deputy Member provided that all membership dues have been paid as of the due date.
 - 5.1.1 Membership shall not be open to those primarily engaged in underwriting, selling, regulating or rating insurance, or in the investigation and settlement of losses or in the business of independent insurance service for a fee, except that membership shall be open to a risk management division of an insurance company or broker, provided, however, there is employed in said division, on a full-time basis or on a part-time basis, an individual qualified to be a Deputy Member; such individual operating on a part-time basis shall not be engaged in underwriting, selling, regulating or rating insurance, or in the investigation and settlement of losses for entities other than his/her own company, or in the business of independent insurance service for a fee.
- 5.2 Deputy Members
 - 5.2.1 Deputy Members shall consist of employees of Active Members having regular duties in risk or insurance management and/or employee benefits management (including those "captive" companies which sell insurance primarily to their parent company, but excluding such employees whose primary responsibilities are selling, underwriting or otherwise servicing accounts, clients or similar entities other than the parent company) who

shall have been designated by such Active Member.

5.2.2 First Deputy Members shall be employees of Active Members engaged in the field of risk management as defined in Section 5.2.1 and who shall have been designated by such Active Members to exercise its rights as an Active Member. If the Active Member is a person, such person shall exercise such rights as an Active Member.

5.3 Membership applications shall be investigated and examined by the Vice President - Membership and shall be approved by the Vice President - Membership or may be referred to the BOARD for approval or re-election. Membership applications referred to the BOARD shall require a majority vote for approval.

5.4 Honorary Memberships in the CHAPTER may be conferred by the BOARD on those individuals, either Deputy Members or non-Deputy Members, who have made outstanding contributions to the advancement of risk management.

Honorary Members shall be nominated by not less than five (5) Deputy Members in a written statement addressed to the President of the CHAPTER, signed by each, specifying the grounds upon which such nomination is made. The conferring of such membership shall require a two thirds (2/3) majority vote of the BOARD.

Honorary Members shall pay no dues, shall have no vote and shall hold no office.

Recommendation for Honorary Membership for RIMS shall be referred to the Board of Directors of RIMS.

5.5 An individual who is a faculty member teaching risk management, insurance or benefits courses, or chairing a department which offers risk management, insurance or benefits courses may be extended the opportunity to be an Educational Member. This membership shall be carried with the faculty member from educational institution to educational institution provided that the educational institution offers courses in risk management, insurance or benefits.

An Educational Membership shall not be affected if the Educational Member engages in other employment, even if in that other position the Educational Member would not be eligible to be a deputy member of RIMS, so long as education remains the member's primary focus.

Educational Members:

- pay dues, which shall be fixed by the Board of Directors;
- may not vote;
- may not hold office;
- may act as an advisor to a committee at the discretion of the committee chair;
- are afforded the privileges of RIMS membership, whenever RIMS or its

Chapters differentiates between members and nonmembers, unless otherwise specified; and

- must re-qualify for such membership every five (5) years and if their teaching assignments or activities within RIMS changes, such membership may be subject to termination.

The Chapter may grant a Chapter Educational Membership as it deems appropriate, pursuant to the above criteria. The Chapter Educational Membership will be recognized by the Chapter only and does not entitle the Educational Member to the benefits associated with membership in RIMS.

- 5.6 Student Membership may be granted to a full-time student enrolled in at least twelve (12) credit hours per term in a college or university.

Student Members:

- may not vote;
- may not hold office;
- may join committee activities at the discretion of the committee chair;
- are afforded the privileges of membership, whenever the Chapter differentiates between members and nonmembers, unless otherwise specified; and
- pay discounted membership dues to RIMS.

- 5.7 Affiliate Membership may be granted to a current Deputy upon that Deputy's separation from his/her current place of employment. Upon acceptance of employment in the area of risk management, insurance or benefits, or the acceptance of any position involving the prohibited activities listed in Section 5.1.1, such Affiliate Member status shall terminate, with no refund of any prorated dues amount.

Affiliate Members:

- may enjoy such membership for a maximum of two continuous years from the date of separation from the Member;
- may continue to serve as a local or national officer or committee member until the expiration of his/her existing term, but may not seek re-election to that office, or election to any other office, and may not be reappointed to a committee, upon the expiration of such existing term;
- may not vote, except as described immediately above;
- is afforded the privileges of membership, whenever the Chapter differentiates between members and nonmembers, unless otherwise specified; and
- shall pay discounted membership dues to RIMS.

- 5.8 An individual may be extended the opportunity to be an ASSOCIATE OF THE SOCIETY if he/she can confirm a commitment to uphold and further the risk management discipline.

An Associate of the Society:

- must not be eligible to be a Deputy of a corporation or other legal entity

eligible for active membership, as described above in Section 5.1; and must not be eligible to be a Deputy, as described above in Section 5.2.1, or a current Member.

Associates of the Society:

- may not vote;
- may not hold office;
- may act as an advisor to a committee at the discretion of the committee chair;
- are afforded the privileges of membership, unless otherwise specified; and
- pay Associate dues, which shall be fixed by the CHAPTER'S Board of Directors.

5.9 Termination of Membership

5.9.1 Resignation of an Active Member may be effected at any time by giving written notice to the President of the CHAPTER. Such resignation shall not discharge any obligations to pay dues, assessments or other charges accrued and unpaid. No refund will be made of the unexpired portion of dues.

5.9.2 Suspension of Membership of an Active Member and its Deputy Member shall become effective upon notification to the BOARD by the Vice President - Membership that such Active Member has failed to pay its dues within ninety (90) days of the due date. Such suspended Active Member shall be automatically reinstated without reapplication for membership upon notification to the BOARD by the Vice President - Membership that dues in arrears have been paid within two months after notification of suspension.

5.9.3 Suspension or Expulsion of any Member may be made if the BOARD determines that the Member does not meet the requirements of Sections 5.1, 5.2, 5.4, 5.5, 5.6, 5.7, 5.8 or because of conduct detrimental to the best interests of the CHAPTER.

Any action involving such suspension or expulsion must be approved by a two-thirds (2/3) majority vote of the BOARD.

ARTICLE VI - MEMBERSHIP MEETINGS

6.1 Regular Meetings of the membership, except as the BOARD may otherwise decide, shall be held in each month on such day designated by the BOARD. Meetings shall not be normally held in June, July and August, except when so designated by the BOARD.

6.2 Annual Meeting

6.2.1 The Regular Meeting held in November of each year shall be designated

as the Annual Meeting.

6.2.2 At the Annual Meeting the results of the election to the BOARD shall be announced, reports of the Officers and Committees shall be submitted and all other business properly transacted before the membership shall be conducted.

6.3 Special Meetings may be called at any time by the President of the CHAPTER, or upon the request of a majority of the BOARD or upon the written request of ten percent (10%) of the Active Members.

Notice of a Special Meeting shall state the purpose thereof and no business other than that for which the Special Meeting was called shall be transacted.

6.4 A Quorum, shall consist of fifteen percent (15%) of the Deputy Members entitled to vote on behalf of Active Members and shall be required for the transaction of business at any Membership Meeting. In the absence of a Quorum a majority of the Deputy Members may adjourn the meeting from time to time without further notice until a Quorum is present.

6.5 The place of the Meeting shall be designated by the BOARD in the Notice of such meetings, except that the Annual Meeting and any Special Meeting shall be held within the City of New York.

6.6 Notice of the time and place of the meeting shall be mailed to each Active Member at least ten (10) days in advance of such meeting.

ARTICLE VII - BOARD OF DIRECTORS

7.1 The BOARD shall consist of a maximum of fifteen (15) directors and a minimum of eleven (11) directors, with the term of one-half of the directors expiring annually.

7.2 Term of Office

7.2.1 Directors shall serve a term of two (2) years and shall assume office on the first day of January.

7.2.2 No Director shall serve more than two (2) full consecutive terms, except a Director who has served as an Officer during his/her last term as Director, the representative serving as Delegate in the House of Delegates of the RIMS, and the retiring President.

7.3 Nominations

7.3.1 The Nominating Committee shall consist of three (3) members, two (2) of whom are the current President, the current First Vice President, and one (1) member of the BOARD whose term is expiring and/or who is not standing for reelection. The current President shall serve as Chair of the

Committee. Should the current President, or First Vice President be unable to serve on this Committee, the President may select replacements to serve from among the Past Presidents for the prior three (3) CHAPTER years and the other members of the BOARD who meet the parameters stated above.

The Committee shall be charged by the President with the task of nominating a slate of candidates for membership to the BOARD.

The members of the Committee and any vacancy caused by the unavailability of any of the Past Presidents shall be filled by the President of the BOARD.7.3.2 Candidates - All candidates nominated by the Nominating Committee must have given their prior acceptance of the nomination to the Nominating Committee before the slate of candidates is submitted to the membership.

7.3.3 The slate of candidates shall be submitted to the Vice President & Secretary not less than sixty (60) days prior to the Annual Meeting and shall be mailed to the active Members within ten (10) days thereafter.

7.3.4 Candidates other than those selected by the Nominating Committee shall be placed in nomination at the written petition of ten (10) Deputy Members of Active Members of the CHAPTER, provided that such petition is accompanied by an acceptance of the nomination by the candidate and is filed with the Vice President & Secretary of the CHAPTER on or before the date prescribed by the President which date shall not be less than thirty (30) days in advance of the Annual Meeting.

7.4 Elections

7.4.1 The BOARD shall consist of employees of Active Members as described in Section 5.1 who shall be elected by the membership.

7.4.2 Voting shall be by a proxy ballot received by the Vice President & Secretary prior to the commencement of the Annual Meeting.

7.5 Resignations

Any director may resign at any time by giving written notice to the President of the CHAPTER. Such resignation shall take effect at the time specified therein.

7.6 Removals

Action for cause may be instituted against any director before the expiration of the term of office for which the director was elected by referral of the matter to a Special Panel of Inquiry, hereinafter referred to as the PANEL.

7.6.1 The PANEL shall be appointed by the President only after removal action against a director is sustained by a vote of a two-thirds (2/3) majority of

the BOARD taken at a meeting of the BOARD held at least thirty (30) days after notice in writing is given to all directors that such removal action will be considered and the reason(s) therefore.

- 7.6.2 The PANEL shall consist of five (5) members, three (3) of whom shall be members of the current BOARD and four (4) of whom shall be the Past Presidents of the CHAPTER or former Vice Presidents if sufficient Past Presidents are not available.
 - 7.6.3 The most recent Past President shall act as Chair of the PANEL and shall have a vote.
 - 7.6.4 The PANEL shall have access to all CHAPTER records and the power to investigate the removal charges fully and shall meet at its discretion and consider all necessary information.
 - 7.6.5 A recommendation to remove a director must be affirmatively voted by at least three (3) of the PANEL members.
 - 7.6.6 The report of the PANEL, in writing, shall be submitted to the President as soon as practicable.
 - 7.6.7 Within thirty (30) days of receiving the report, the President must send it to the BOARD.
 - 7.6.8 If the report recommends removal, a motion to this effect will be made to the BOARD. The PANEL shall then be discharged and the President shall promptly notify all members of the BOARD of the decision.
- 7.7 Vacancies, including directorships not occupied, shall be filled by the BOARD. An unoccupied directorship is defined as any directorship for which no director has been elected.
- 7.7.1 The President shall select a person to fill the vacancy on the BOARD.
 - 7.7.2 Any person selected to fill a vacancy on the BOARD shall be approved by a majority vote of the BOARD.
 - 7.7.3 Any person selected to fill a vacancy shall serve the unexpired term of the succeeded director.
 - 7.7.4 Any person selected to fill an unoccupied directorship shall serve until the next scheduled election of directors.
- 7.8 Meetings
- 7.8.1 The Annual Meeting of the BOARD shall be held not less than fifteen (15) days nor more than thirty (30) days after the Annual Meeting of the Membership. Notice of the meeting shall be given to each Director not

less than five (5) days prior to the date of such meetings. The notice shall specify the day, time and place as the President may determine. At this meeting, officers shall be elected and such other business conducted as is properly transacted before the BOARD.

7.8.2 Other meetings of the BOARD shall be held in person, by correspondence, or by teleconference whenever called by the President, or at the request of five (5) or more directors with the knowledge of the President upon five (5) days notice to each director.

7.8.3 A Quorum shall consist of one-third (1/3) of the Directors, except as otherwise specified, and shall be required for the transacting of business at any BOARD meeting. In the absence of a Quorum a majority of the Directors present may adjourn the meeting from time to time without further notice until a Quorum is present.

7.8.4 From time to time the BOARD may transact business by the unanimous written consent of all Directors.

7.9 Duties

It shall be among the duties of the BOARD to elect the Officers and the RIMS Delegate of the CHAPTER and to assume general management of all affairs of the CHAPTER.

ARTICLE VIII - OFFICERS OF THE CHAPTER

8.1 Officers shall be:

President
First Vice President
Vice President & Treasurer
Vice President & Secretary
Vice President - Communications
Vice President - Conference
Vice President - Education
Vice President - Legislation
Vice President - Membership
Vice President - Programs
Vice President - Technology
Assistant Treasurer
Assistant Secretary
RIMS Delegate

all of whom shall be members of the BOARD.

8.2 Nominating Committee

The slate of officers shall be proposed by a Nominating Committee consisting of three (3) members, two of whom are the current President and the current First Vice President or the immediate Past President, and one member of the BOARD whose term is expiring and/or who is not standing for reelection. The current President shall serve as Chair of the Committee. Should the current President, or First Vice President be unable to serve on this Committee, the President may select replacements to serve from among the Past Presidents for the prior three (3) CHAPTER years and the other members of the BOARD who meet the parameters stated above.

8.2.1 Slate of Officers - The responsibility of the Nominating Committee is to submit a slate of directors who are best qualified to serve as CHAPTER officers by virtue of their dedicated efforts on behalf of the CHAPTER.

8.2.2 Presentation of the Slate - This slate shall be presented to the BOARD at its December Annual Meeting.

8.2.3 Term of Office - Officers shall be elected annually for a term of one (1) year and shall assume office the first day of January.

8.3 Restrictions on Officers

The President may not serve in the same capacity for more than two (2) consecutive one-year terms.

No other officer may serve in the same capacity for more than two (2) consecutive one-year terms except when specifically voted upon by the BOARD. A majority vote shall constitute approval of such exception.

8.4 Duties of Officers

8.4.1 President shall be the Chief Executive Officer of the CHAPTER and shall have general supervision over the business and affairs of the CHAPTER and over its several officers, subject to the control of the BOARD. This individual shall sign and execute in the name of the CHAPTER all contracts, deeds, bonds or other instruments authorized by the BOARD, except in cases where the signing and execution thereof shall be expressly delegated by the BOARD to some other officer or agent of the CHAPTER. This individual shall perform all duties incident to the office of the Chief Executive Officer and such other duties as from time to time may be assigned to this individual by the BOARD. This individual shall preside over all Membership, BOARD and Executive Committee meetings. Subsequent to this person's tenure of office, this person shall continue to serve on the BOARD for a term of one year.

8.4.2 First Vice President shall perform such duties as may from time to time be

assigned by the President. In the absence or disability of the President, the First Vice President shall have and may exercise all the powers and discharge all the duties of the President.

- 8.4.3 Vice President & Treasurer shall have general supervision of financial operations, including income and other tax records and preparation, and shall supervise the receipt, deposit, and disbursement of all monies held in the name of RIMS-NY Chapter.

The accounts and related records of the Vice President & Treasurer shall be audited as prescribed by the Board of Directors at least annually.

In the event of the absence of the President and the First Vice President, the Vice President & Treasurer shall have and may exercise all the powers and discharge all the duties of the President.

Vice President & Treasurer shall succeed President and First Vice President in the case of the resignation, disability or death of the President and First Vice President.

- 8.4.4 Vice President & Secretary shall keep records of all meetings of the BOARD, Executive Committee and the Membership. This person shall give all notices in accordance with the provisions herein. This person shall have custody of the Corporate Seal, the originals of the CHAPTER Constitution and By-laws and shall perform such other duties incidental to the Office of the Vice President & Secretary.

The Vice President & Secretary shall receive the report of the Nominating Committee, and shall publish the names of the nominees in a notice to Active Members, which notice shall also specify the procedure for nomination by petition.

- 8.4.5 Vice President – Communications shall develop, edit and distribute the Chapter Newsletter. In addition, this position shall maintain a liaison with the RIMS for the purpose of communicating Chapter news and events.

- 8.4.6 Vice President – Conference shall plan, organize and execute Chapter presentations for the Annual; RIMS Conference.

- 8.4.7 Vice President – Education shall coordinate and manage all educational programs offered by the Chapter.

- 8.4.8 Vice President – Legislation shall keep the Chapter informed of current legislative issues that affect risk management.

- 8.4.9 Vice President - Membership shall keep a roll of the membership and notify the BOARD when any Active Member becomes subject to suspension as specified in subsection 5.9.2 of ARTICLE V.

- 8.4.10 Vice President – Programs shall chair the Program Committee, suggest relevant program topics, identify and secure quality speakers, manage press coverage in conjunction with the Vice President – Communications, and general execute all Chapter programming events.
- 8.4.11 Vice President – Technology shall maintain the CHAPTER website keeping it current and enhancing its content and appearance from time to time. This position shall manage all matters relating to the website hosting service, including host selection and related arrangements.
- 8.4.12 The Assistant Treasurer shall assist the Vice President & Treasurer.
- 8.4.13 An Assistant Secretary shall assist the Vice President & Secretary.
- 8.4.14 RIMS Delegate - Delegate will serve in the RIMS House of Delegates for a two-year term beginning on the first day of January, may be elected to successive terms and will be a voting member of the House. The CHAPTER shall notify RIMS at its principal office, in writing and within fifteen (15) days of election of the name of the Delegate and name of the member company in which the Delegate is employed.

The Delegate shall act as liaison between the CHAPTER and RIMS.

If a Delegate cannot attend a meeting, an alternate may be designated and written notice of the name and address of the alternate will be given to the Vice President & Secretary of RIMS prior to the meeting.

A Delegate subsequently elected as a RIMS Director or Executive Council member shall resign as a member of the CHAPTER Board and the CHAPTER shall elect a replacement to complete the Delegate's unexpired term.

8.5 Succession of the Office of the President

Should the President be unable to complete his/her term, the First Vice President shall assume the duties of the President and Chief Executive Officer of the CHAPTER for the remainder of the term. The Vice President & Treasurer shall succeed President and First Vice President in the case of the resignation, disability or death of the President and First Vice President.

Should the Vice President & Treasurer be unable to assume the duties of the President and Chief Executive Officer of the CHAPTER as a result of the absence or disability of the President and the First Vice President, the Nominating Committee shall choose from the Vice Presidents a successor to complete the President's term.

8.6 Removal

Any Officer may be removed with or without cause by a vote of two-thirds (2/3) majority of all members of the BOARD at a Regular Meeting or other meeting

called for that purpose.

8.7 Executive Committee

8.7.1 The Officers of the CHAPTER shall constitute the Executive Committee.

8.7.2 Duties - The Executive Committee shall have and may exercise all powers of the BOARD in the management of the property and affairs of the CHAPTER, subject to the control of the BOARD.

8.7.3 Records and Reports - The Executive Committee shall keep a record of its acts and proceedings and shall report the same from time to time to the BOARD.

8.7.4 Meetings of the Executive Committee may be called by the President or two members of the Committee at mutually agreeable times and places.

8.7.5 A Quorum of a majority of the Executive Committee shall be required for the transacting of any business at any Executive Committee meeting, and the act of the majority of those present at a meeting shall be the act of the Executive Committee. In the absence of a Quorum, a majority of the Executive Committee present may adjourn the meeting from time to time without further notice until a Quorum is present.

ARTICLE IX - COMMITTEES

9.1 Committees

9.1.1 The BOARD or the President may establish committees such as Finance, Advance Planning, Marketing, Medical Cooperative, Industry Relations, etc., as the business of the CHAPTER may require.

9.1.2 The members of each committee shall be members of the CHAPTER, but need not be Officers or members of the BOARD.

9.2 The committee shall perform the duties specified in the resolutions of appointment and shall serve until the next Annual Meeting unless sooner discharged.

9.3 The Chair of such other committees shall be designated by the President, and the Chair shall appoint the members of the committee. Each committee shall establish its Quorum, rules and procedures.

ARTICLE X - DUES

10.1 Annual dues of each active member in the CHAPTER shall be determined by the BOARD and shall become due and payable either on January 1st or the

anniversary date of becoming a CHAPTER member.

- 10.2 Arrears - Membership of those whose dues remain unpaid for a period of three (3) months shall be automatically suspended in accordance with Section 5.9.2 of ARTICLE V.

ARTICLE XI - FISCAL YEAR

- 11.1 Fiscal year shall be determined by a resolution of the BOARD as needed for purposes of administration.

ARTICLE XII - PARLIAMENTARY PROCEDURES

- 12.1 "Robert's Rules of Order, Revised" shall govern matters of Parliamentary Procedure.

ARTICLE XIII - WAIVER OF NOTICE

- 13.1 Any notice required to be given under these By-Laws may be waived in writing, signed by the persons entitled to said notice, whether before or after the time stated therein. The attendance at any meeting shall be deemed to be waiver of notice of said meeting.

ARTICLE XIV - INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 14.1 The CHAPTER shall indemnify any person made or threatened to be made a party to an action or proceeding, other than one by or in the right of the CHAPTER, to procure a judgment in its favor, whether civil or criminal, by reason of the fact that the Director or Officer, his/her testator or in testate, was a director or officer of the CHAPTER, against judgments, fines or amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action or proceeding or any appeal therein, if such director or officer acted in good faith, for a purpose reasonably believed to be in the best interest of the CHAPTER and in criminal actions or proceedings, in addition, had no reasonable cause to believe that his/her conduct was unlawful. The termination of such civil or criminal action or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that any such director or officer did not act in good faith for a purpose which he reasonably believed to be in the best interest of the CHAPTER or that he/she had reasonable cause to believe his/her conduct was unlawful.

ARTICLE XV - AMENDMENTS

- 15.1 Amendments to these Bylaws are made by (a) a majority of the members voting where a quorum is present, or (b) three-quarters of the full Board.

ARTICLE XVI - EFFECTIVE DATE

16.1 This constitution and by-laws shall become effective on March 7, 2019.

CALENDAR

- January 1 Officers assume office
RIMS Delegate assumes his/her duties.
Membership dues become payable for memberships
in effect prior to December 1st.
Fiscal year begins.
- September Prior to 3rd Thursday
- Individual announcements by Officers (other than the President)
seeking a 3rd or higher consecutive term.
- President appoints Board Nominating Committee
- 3rd Thursday
- Board Nominating Committee submits slate of new Board to
secretary for mailing to membership 60 days prior to annual
meeting
- October 3rd Thursday
- President requests written reports from Officers and Committee
Chairman for annual meeting presentation
 - Deadline for separate Board nominations by petition from
membership at large.
- November 2nd Monday
- Secretary submits Board slate to membership 10 days prior to
annual meeting
- 3rd Thursday
- Annual meeting
 - Announcement of the newly elected Board
 - Presentation of condensed annual reports
- 4th Thursday
- Nominating Committee submits slate of Officers to Secretary
within 15 days after annual meeting
- December 1st
- New Board assumes office
- 2nd, 3rd, or 4th Thursday

- New Board of Directors annual meeting (15-30 days after annual meeting)
- Election of officers
- Board vote on Officers seeking a 3rd or higher consecutive term
- President's annual summary of achievements and recommendations

This calendar may be changed at the discretion of the President provided such change is not in violation of the Constitution & By-Laws.