



CONSTITUTION AND BYLAWS

**BRITISH COLUMBIA RISK & INSURANCE MANAGEMENT
ASSOCIATION**

JANUARY 1999

BC RISK & INSURANCE MANAGEMENT ASSOCIATION

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ARTICLE I - NAME

The name of this organization shall be the "British Columbia Risk and Insurance Management Association a Chapter of the Risk and Insurance Management Society, Inc." (hereinafter referred to as "BC RIMA" or the "Chapter"). (The Risk and Insurance Management Society, Inc., shall hereinafter be referred to as "RIMS" or the "Society".)

ARTICLE II - OBJECTIVES AND POWERS

Section 1 Objectives

The objectives of the Chapter shall be:

- A. To promote the discipline of risk management and enhance the image of the professional risk manager.
- B. To foster the educational and professional development of risk managers, as well as others within the risk management and insurance communities.
- C. To influence legislation and regulation at the federal and provincial levels, for the benefit of its members.
- D. To develop and promote products and services which meet the needs of its members.
- E. To provide forums for the free exchange of ideas and viewpoints among its members.
- F. To promote a competitive insurance marketplace and the development of insurance products which benefit all insurance consumers.
- G. To foster relationships with other professional societies and organizations in order to advance its objectives; and
- H. To abide by the Constitution and Bylaws of RIMS.

Section 2 Powers

The Chapter shall have power to engage in any legal, ethical and moral activity to further the objectives listed above in section 1; provided, however, that the Chapter shall not have any power to incur financial or other obligations for which RIMS may be responsible without the approval of the RIMS Executive Council.

ARTICLE III - MEMBERSHIP

Section 1 Classes of Membership

- A. Class I - Corporations or Other Legal Entities (hereinafter "Member")
 1. A Member corporation or legal entity must:
 - subscribe to the objectives of RIMS;

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- agree to abide by RIMS' Constitution and Bylaws and this Chapter Constitution and Bylaws;
- have been accepted for membership by the Chapter;
- at all times be represented by a Deputy (subject to eligibility requirements) who is a salaried employee of the Member (or affiliated entity of the same economic family); and
- pay Society and Chapter membership dues as fixed by the respective Boards of Directors.

A wholly-owned subsidiary of a Member that has its own risk management department and/or individual(s) performing the risk management function solely for the subsidiary must have their own membership.

2. A Member corporation or legal entity may:
 - designate two Deputies, a primary and an alternate, for their membership dues. The primary deputy is responsible for exercising the voting rights of the member organization with the alternate serving as the back up; and
 - designate additional deputies for a fee set by RIMS Board of Directors.

Nothing herein precludes any individual employed by a Class I Member from being afforded the privileges of RIMS membership, whenever RIMS or its Chapters differentiate between members and non-members of RIMS in the sale of products or services or for participation or attendance in any meeting or conference, except those individuals performing any of the prohibited activities enumerated below for entities outside their economic family.

3. A Deputy shall be a salaried employee of a Member company or affiliated entity of the same economic family having regular duties in risk or insurance management and/or employee benefits management, who shall have been designated by a Member to exercise the rights of that member.

A Deputy:

- a. must perform one or more of the following risk management functions for the benefit of the Member and if applicable, for an affiliated entity of the same economic family:
 - risk administration;
 - risk assessment;
 - loss control;
 - risk financing; or
 - funding/selection/administration relative to property/casualty or employee benefits programs.

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- b. must not engage in any of the following prohibited activities for any non-affiliated entities:
- underwriting of insurance;
 - selling or brokering of insurance;
 - regulating of insurance;
 - rating of insurance;
 - actuarial services relating to insurance;
 - investigation and/or settlement of losses;
 - providing risk management or employee benefits-related services, including but not limited to risk management consulting, rehabilitation, mediation, environmental services, disaster recovery, etc.;
 - providing legal services; or
 - executive recruitment and/or personnel recruitment.
- c. may vote, hold office and chair or serve on a committee.

B. Class II - Honorary Members

An Honorary Membership may be conferred only by the Board of Directors of RIMS on a person deemed worthy of such a distinguished honor. An affirmative vote of at least two-thirds (2/3) of the entire Board of Directors is needed to confer an Honorary Membership.

A Nominee for Honorary Membership:

- must have served as an officer or director of BC RIMA and made outstanding contributions to the advancement of BC RIMA or if not eligible to be a deputy member of RIMS, must have made contributions to risk management/benefits and/or the insurance industry which are considered to be unusually outstanding as determined by RIMS Executive Council;
- must not be a deputy member at the time of nomination; and
- must be nominated by at least five deputy members in a written statement addressed to the President of RIMS, signed by each, specifying the grounds upon which the nomination is made and documenting the contributions of the nominee to BC RIMA and risk management/benefits and/or the insurance industry.

Election to such membership shall be conducted by ballot of the Directors.

Honorary Members:

- pay no dues;
- may not vote;

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- may not hold office;
- may act as an advisor to a committee at the discretion of the committee chair; and
- are afforded the privileges of RIMS membership, whenever RIMS differentiates between members and non-members, unless otherwise specified.

An Honorary Membership shall be conferred on an individual for the duration of that person's life.

The Chapter Honorary Membership will be recognized by the Chapter only and does not entitle the honoree to the benefits associated with membership in RIMS.

C. Class III - Educational Member

An Educational Membership may be conferred by an affirmative vote of at least two-thirds (2/3) of the entire Executive Council.

A Nominee for Educational Membership:

- must be a faculty member teaching risk management, insurance or benefits courses substantially full time;
- must participate in activities of RIMS; and
- must be nominated by at least five deputy members.

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.

Election to such membership will be conducted by ballot.

Educational Members:

- pay no dues;
- 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 differentiates between members and non-members, unless otherwise specified; and
- must re-qualify for such membership every five (5) years and if their teaching assignments or activities change, such membership may be subject to termination.

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D. Class IV - Emeritus Member

Emeritus classification shall be bestowed by BC RIMA on Deputy Members in good standing, who having been Deputy Members for five years prior to their application for member Emeritus Classification, have retired from the field of risk management and insurance due to age or physical disability, and who would otherwise be eligible for membership.

Emeritus Members:

- pay no dues;
- may not vote;
- may not hold office;
- may join committee activities at the discretion of the committee chair; and
- are afforded the privileges of BC RIMA membership, whenever BC RIMA differentiates between members and non-members, unless otherwise specified; and

The Chapter Emeritus Membership will be recognized by the Chapter only and does not entitle the Emeritus Member to the benefits associated with membership in RIMS.

E. Class V - Affiliate Member

An 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 1(A)(3)(b), 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 reelection to that office, or election to any other office, and may not be re-appointed to a committee, upon the expiration of such existing term;
- may not vote, except as described immediately above;
- is afforded the privileges of RIMS membership, whenever RIMS or its Chapters differentiates between members and non-members, unless otherwise specified; and
- shall pay discounted membership dues which shall be fixed by RIMS' Board of Directors.

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F. Class VI - Associate of the Society and/or Chapter

An individual may be extended the opportunity to be an Associate of the Society if he/she can confirm their 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 Class I membership, as described above in Section 1(A); and
- must not be eligible to be a Deputy, as described above in Section 1(A), for 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;
- must be an Associate of a local chapter, unless disapproved by the chapter;
- are afforded the privileges of RIMS membership, unless otherwise specified; and
- pay Associate dues which shall be fixed by RIMS' Board of Directors.

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

Associates of the Chapter:

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

- G. RIMS Executive Council is empowered to: resolve cases of doubt as to eligibility; review admissions as to eligibility; refuse admission to entities or individuals whose inclusion would not be in the best interest of RIMS; and terminate a membership by reason of ineligibility that has come about subsequent to admission. Exclusion from or termination of membership may be appealed by a RIMS Director to RIMS Board of Directors, who may overrule the action of RIMS Executive Council by a majority vote of the entire

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RIMS Board of Directors at an in person meeting specified in Article VI, Section 7, below. Nothing herein deprives a chapter of the right to refuse chapter admission to an applicant.

Section 2 Termination of Membership

- A. Resignation. Any membership may be resigned by filing a written resignation with the Vice President & Secretary of RIMS and the Secretary of the Chapter. Such resignation shall not discharge any obligations to pay dues, assessments, or other charges accrued and unpaid. No refund shall be made on any unexpired portion of dues.

- B. Suspension or Expulsion. Any Class I, IV, V or VI member who fails to pay dues when payable or within ninety (90) days thereof, or who becomes ineligible for membership, may be forthwith suspended by the Vice President & Secretary of RIMS, but shall be reinstated without reelection if within two months of such suspension the condition which caused the suspension is remedied. Notice of any action taken hereunder shall be given to the president of the Chapter.

- C. Any membership may be terminated by action of the Executive Council, if after forty-five (45) days written notice to the Member or individual, and the Chapter, and hearing before RIMS Executive Council, if requested by the Member or individual, RIMS Executive Council by a three-fourths (3/4) vote finds the Member or individual guilty of unethical conduct or conduct prejudicial to the best interests of RIMS. Exclusion from membership may be appealed to RIMS Board of Directors who may overrule the action of RIMS Executive Council by a majority vote of the entire RIMS Board of Directors at an in-person meeting specified in Article VI, Section 7.

Section 3 Meetings of Membership

- A. Annual Meeting. The Annual Meeting of the Chapter shall be held during the month of May, unless otherwise designated not less than forty five (45) days prior to the meeting date, at any place specified by the Chapter's Board of Directors. Notice of the annual meeting shall be sent to all Chapter members at least fifteen (15) days in advance of the meeting. Notice of the Annual Meeting placed in the chapter newsletter shall constitute adequate notice.

- B. Special Meetings. Special Meetings of the Chapter may be called by the President of the Chapter, and shall be called upon the request of a majority of the Chapter Board of Directors or upon a written application of 10 percent, or not less than 5 primary deputy members, whichever is greater, of the Chapter members. Requests or applications for special meetings shall be sent to the Chapter President. Notice of such meetings, stating the business to be transacted, shall be sent to all Chapter members at least thirty (30) days in

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advance. Business not on the agenda shall not be considered except by unanimous consent of the Chapter members present.

- C. Regular Meetings. Regular Meetings of the Chapter shall be held at such time and place as may from time to time be approved by the Chapter Board of Directors. The Chapter shall meet at least four (4) times per year, with one of those being the Annual Meeting.
- D. Voting. Only one of the deputy members representing a Class I member entity shall exercise a vote at a meeting of the Chapter. Voting by proxy shall be permitted at chapter meetings provided a single and only a single written proxy for a member, valid only for the specified meeting and signed by an authorized Deputy Member, shall be filed five (5) days in advance of such Special Meeting with the Chapter Secretary.
- E. Quorum. The Chapter members present shall constitute a quorum at any meeting of the chapter.
- A. Minutes. The Chapter shall regularly maintain and submit to RIMS written notices of meetings, minutes of meetings and such other records and information as may be reasonably requested by RIMS.

ARTICLE IV - DUES COLLECTION

Section 1 Society Dues

Class I, V and VI members shall pay society dues directly to RIMS' principal office or an alternate location as indicated on the dues invoice.

Section 2 Chapter Dues

At the option of the Chapter, members and associates as applicable, shall pay Chapter dues as follows:

- A. directly to RIMS' principal office or alternate location, along with that member's or Associate's society dues. RIMS shall then return to the chapter all chapter dues as soon as possible, but not later than thirty (30) days after receipt; or
- B. directly to the Chapter.

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ARTICLE V - RIMS DIRECTORS

The Chapter's Board of Directors shall elect, at its Annual Meeting, one of its deputy members, usually someone who has previously served as Chapter President, to serve on the Board of Directors of RIMS for a two (2) year term. Said two-year term shall commence on the first (1ST) day of June. The RIMS Director shall serve as a voting member of the Chapter Board, as well as a voting member of RIMS Board of Directors.

The Chapter shall notify RIMS at RIMS' principal office, in writing and within fifteen (15) days of election, of the RIMS Director elected, along with the name of the member company in which the RIMS Director is employed.

The RIMS Director acts as communication liaison between the chapter and the RIMS leadership, representing the chapters' concerns and interests to RIMS at large, as well as reporting on RIMS directions and activities at the local chapter level. It is the RIMS Director's responsibility to communicate the changes in the Chapter Constitution and Bylaws necessary to comply with constitutional changes in the RIMS Constitution and Bylaws.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 General Powers

The Chapter's Board of Directors shall assume the general management of all affairs of the Chapter.

Section 2 Composition

The Chapter's Board shall consist of twelve (12) Directors. Directors shall be elected at the Annual Meeting by a majority of those members present at the meeting. Those elected shall take office on the 1st day of June, and shall serve until the expiration of their term of office or until their successors have been elected and qualified. All Chapter Directors shall be Deputy Members of RIMS. The Chapter President and the Chapter RIMS Director shall be members of the Chapter Board of Directors.

The Board of Directors shall consist of not more than twelve members who shall be the President, the Vice-President, the Secretary-Treasurer, the RIMS Director and the Canadian Risk Management Council Representative and seven Directors at Large, including the Immediate Past President when applicable. The President shall act as Chair of the Board of Directors.

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Section 3 Annual Election of Directors

- a) Each year at the Annual Meeting, Directors shall be elected to replace those whose terms expire and a Director whose term expires is eligible for re-election.
- b) Except as to the first fiscal year after this Bylaw takes effect, or when an election is held to fill the unexpired portion of a term, Directors shall be elected to hold office for three years.
- c) Directors shall be elected so that their terms of office shall expire in rotation and, in the first fiscal year after this Bylaw takes effect, the terms of four incumbent Directors shall be extended for a term of one year; the terms of four incumbent Directors shall be extended for a term of two years; and four new Directors shall be elected for a term of three years, each term to take effect June 1, 1998.

Section 4 Vacancies

Vacancies in the Offices or in the Board of Directors shall be filled for the unexpired portion of the fiscal year by appointment of the remaining Directors, if they see fit to do so. Regardless, such vacancy shall be filled for the unexpired portion of the fiscal year at the next Annual Meeting by nomination and election.

Section 5 Remuneration

The Officers and Directors shall receive no remuneration for acting as such.

Section 6 Nominations

Nominations for the Chapter Board, other than those made by the nominating committee, may be made from the floor at the Annual Meeting.

Section 7 Resignations

Directors may resign at any time by giving written notice to the Chapter Secretary and such resignation shall take effect at the time specified therein.

Section 8 Removals

A Director may be removed from office upon a two-third (2/3) vote of the Chapter Board of Directors, taken at a meeting of the Board of Directors 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.

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ARTICLE VII - OFFICERS

Section 1 Officers

The Officers shall be the President, the Vice-President, the Secretary-Treasurer, the RIMS Director and the Canadian Risk Management Council Representative.

Section 2 Length of Service for Officers

- a. The duration of office of the President, the Vice-President and the Secretary-Treasurer shall be one year. The duration of office of the RIMS Director and the Canadian Risk Management Council Representative shall be two years to satisfy respective constitutions.
- b. No Officer shall serve more than two successive duration in any one office, but this provision shall not operate to disqualify such Officer for subsequent service.

Section 3 Removal

Any officer may be removed with or without cause by an affirmative vote of two-thirds (2/3) of the Chapter Board of Directors.

Section 4 Vacancies

Vacancies in any office shall be filled by the Chapter Board of Directors upon the recommendation of the Nominating Committee for the unexpired portion of the term. The Chapter shall notify RIMS within fifteen (15) days of any vacancies filled by the Chapter Board of Directors.

Section 5 President

The President shall be the chief executive officer of the Chapter and shall have general supervisory powers over the business affairs of the Chapter and its Officers, subject to the control of the Chapter Board of Directors. It shall be the duty of the President to preside at all meetings of the chapter membership and Chapter Board of Directors and to enforce all laws and regulations relating to the Chapter.

Section 6 Vice President

The Vice President shall, in the absence of the President, perform all the duties of the President and shall perform such other duties as from time to time may be assigned to the Vice President by the President or Chapter Board of Directors. It

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shall be the Vice President's further duty to counsel and assist the President in the administration of all business of the Chapter.

Section 7 Secretary-Treasurer

The Secretary-Treasurer shall have general supervision of financial operations of the Chapter and shall supervise the receipt, deposit and disbursement of all moneys held in the name of the Chapter. The accounts and related records of the Secretary-Treasurer shall be audited, as prescribed by the Chapter Board of Directors, at least annually. The Secretary-Treasurer shall also record all official actions of the Chapter and shall perform all other duties usual to the office of Secretary-Treasurer, and such other duties as from time to time may be assigned by the President or Chapter Board of Directors.

ARTICLE VIII - COMMITTEES

Section 1 Nominating Committee

A Nominating Committee shall be appointed by the Chapter President, with the approval of the Chapter Board of Directors, within ninety (90) days after taking office. The Nominating Committee shall consist of a Past President, who shall be the Chair, the President and the Vice-President. Vacancies on the committee shall be filled by the Chapter President. The Nominating Committee shall deliver to the Chapter Secretary, not later than the 31st day of March, the names of its nominees for each elective office, together with a signed acceptance from each nominee. Only candidates placed in nomination by this committee, or by petition, shall be voted on in the annual election.

Section 2 Executive Committee

There shall be an Executive Committee consisting of the Officers of the Chapter, the Chair of which shall be the President.

Section 3 Other committees

Other Committees, as may be required by the business of the Chapter, shall be established by the Chapter Board of Directors or the President, and the members of each committee shall be Class I and Class V Members of the Chapter. Class II, III, IV, and VI members can be appointed as advisors to a committee at the discretion of the committee Chair. The Chair of each committee shall be designated by the Board Member to whom the committee reports, subject to the approval of the President. The President, Chapter Board of Directors or Committee Chair shall appoint the members of the committee. Each member of a committee shall perform the duties specified in their appointment and shall serve until the commencement of the next annual term of Officers, unless sooner

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discharged. Except as otherwise provided by the Chapter Board, each committee shall establish its own quorum, rules and procedures.

ARTICLE IX - FISCAL YEAR

The fiscal year shall begin the 1st day of June and shall end the 31st day of May.

ARTICLE X - PARLIAMENTARY PROCEDURE

Robert's Rules of Order shall govern matters of parliamentary procedure unless specifically modified in advance.

ARTICLE XI - WAIVER OF NOTICE

Any notice required to be given hereunder may be waived in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein. The attendance at any meeting, unless specifically noted to the contrary, shall be deemed a waiver of notice of said meeting.

ARTICLE XII - AMENDMENTS

Amendments to this Constitution and Bylaws shall be made only by an affirmative vote of a majority of the Chapter membership present, provided that written notice fully describing the proposed amendment or revision is given in the notice of the meeting.

ARTICLE XIII - EFFECTIVE DATES

This Constitution and Bylaws shall become effective on the 17th day of September, 1998.