

**Constitution and Bylaws
of the
Oregon Chapter of Risk and Insurance Management Society, Inc.
January 2013**

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CHAPTER CONSTITUTION AND BYLAWS

ARTICLE I - NAME

The name of this organization shall be "The Oregon Chapter of the Risk and Insurance Management Society, Inc." (hereinafter referred to as 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 profession of risk management and enhance the image of professional risk managers.
- 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, state 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 by sponsoring professional and social activities.
- 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 Board of Directors.

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;
 - agree to abide by RIMS' Constitution and Bylaws and this Chapter's 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 compensated 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.
3. A Deputy shall be a compensated 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.
- b. must not engage in any of the following prohibited activities for any nonaffiliated 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 RIMS or have received one of the following awards: the Harry and Dorothy Goodell Award, the Donald M. Stuart Award, the Richard W. Bland Memorial Award and have made outstanding contributions to the advancement of RIMS, 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 RIMS member, except for retired, at the time of nomination, and must have been a RIMS member for at least ten years;
- 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 RIMS and risk management; and
- must submit a completed application to the RIMS Board of Directors for consideration.

RIMS Board of Directors shall evaluate and consider each nomination.

Honorary Members:

- must subscribe to the objectives of RIMS;
- must agree to abide by RIMS Constitution & Bylaws;
- 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 or its Chapters differentiates between members and nonmembers, unless otherwise specified; and
- are not required to be a member of a chapter.

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

The Chapter may grant a Chapter Honorary Membership as it deems appropriate, pursuant to the above criteria. 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 individual whose primary occupation is as a faculty member teaching risk management, insurance or benefits courses at an institution of higher learning or chairing a department at such an institution, 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, so long as 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 occupation at an institution of higher learning. However, in the event the primary occupation of an Educational Member is no longer education, such Educational Member status shall terminate, with no refund of any prorated dues amount.

Educational Members:

- must subscribe to the objectives of RIMS;
- must agree to abide by RIMS' Constitution and Bylaws;
- 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 change, 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.

D. Class IV - Student Member

A 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 should be affiliated with a local RIMS Chapter, to the extent possible given the student's location relative to the Chapter area. Upon graduation or 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 Student Member status shall terminate, with no refund of any prorated dues amount.

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 RIMS membership, whenever RIMS or its Chapters differentiates between members and nonmembers, unless otherwise specified; and
- pay discounted membership dues, which shall be fixed by RIMS' Board of Directors.

The Chapter may grant a Chapter Student Membership as it deems appropriate, pursuant to the above criteria. The Chapter Student Membership will be recognized by the Chapter only and does not entitle the Student 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:

- must subscribe to the objectives of RIMS;
- must agree to abide by RIMS Constitution & Bylaws;
- 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 nonmembers, unless otherwise specified; and
- shall pay discounted membership dues, which shall be fixed by RIMS' Board of Directors.

The Chapter may grant a Chapter Affiliate Membership as it deems appropriate, pursuant to the above criteria; provided, however, that a Chapter Affiliate Member must immediately resign any local or national office or committee membership. The Chapter Affiliate Membership will be recognized by the Chapter only and does not entitle the Affiliate Member to the benefits associated with membership in RIMS.

F. Class VI - Associate of the Society

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:

- must subscribe to the objectives of RIMS;
- must agree to abide by RIMS Constitution & Bylaws;
- 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.

G. Class VII – Retired Member

A Retired Member Membership may be extended to an individual who was previously employed in risk management or one of its related specialties and who was previously a Class I Deputy Member or a Class VI Associate Member of RIMS prior to retirement.

A Retired Member:

- must have previously been a Class I Deputy Member, a Class III Educational Member, or a Class VI Associate Member of RIMS;
- must be fully retired (i.e., does not practice or work in any capacity in the risk management field, such as would make him or her eligible to be a member of RIMS in any other Class).

Retired Members:

- must subscribe to the objectives of RIMS;
- must agree to abide by RIMS' Constitution and Bylaws;
- may be a member of a local chapter, unless disapproved by the chapter;
- must pay dues, which shall be fixed by RIMS' Board of Directors;
- may vote, hold office or be a chair or vice chair of a committee and
- are afforded the same privileges of membership such individuals had received as Deputy or Associate Members, as the case may have been, unless otherwise specified.

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

H. The Executive Committee of the RIMS Board of Directors 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 Committee by a majority vote of the entire RIMS Board of Directors at an in person meeting specified in Article VI, Section 7 of RIMS Constitution & Bylaws. 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 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, III, IV, V, VI or VII 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 RIMS Director of Membership & Chapter Services (or another equivalent staff position), 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.

Any membership may be terminated by action of the RIMS Board of Directors, if after forty-five (45) days written notice to the Member or individual, and the Chapter, and hearing before RIMS Board of Directors, if requested by the Member or individual, RIMS Board of Directors by a two-thirds (2/3) vote finds the Member or individual guilty of unethical conduct or conduct prejudicial to the best interests of RIMS.

Section 3. Meetings of Membership.

- A. Annual Meeting. The Annual Meeting of the Chapter shall be held during the month of June, 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 thirty (30) days in advance of the meeting. Notice of the Annual Meeting placed in the chapter newsletter or on the chapter website 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 advance. Business not on the agenda shall not be considered.
- 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 ten (10) days in advance of such Meeting with the Chapter Secretary.
- E. Quorum. The Chapter members present shall constitute a quorum at any meeting of the chapter.
- F. 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, III, IV, V, VI and VII 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 sixty (60) days after receipt; or
- B. directly to the Chapter.

ARTICLE V - RIMS DELEGATES

The Chapter's Board of Directors shall elect, at its Annual Meeting, one of its deputy members, usually who has previously served as Chapter President or other Board of Director position, to serve on the House of Delegates of RIMS for a two (2) year term. Said two-year term shall commence on the first (1ST) day of July. Delegates may be elected to successive terms subject to board approval. The Delegate shall serve as a voting member of the Chapter Board, as well as a voting member of RIMS House of Delegates.

A Delegate elected to be a RIMS Director shall serve as such Director only and the Chapter shall designate another Delegate to complete the Delegate's unexpired term.

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

The Delegate 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 Delegate's responsibility to communicate the changes in the Chapter Constitution and Bylaws necessary to comply with constitutional changes in the RIMS Constitution and Bylaws. The Delegate also shall be the Chapter's liaison with the RIMS National Governmental Affairs Committee and be responsible for keeping the Chapter updated on legislative matters of interest at both the local and national levels.

In the event that a Delegate cannot be present at a meeting of the House of Delegates, the Chapter may designate an alternate Delegate by providing written notification of the name and address of the alternate Delegate to the Vice President & Secretary of RIMS prior to the commencement of the meeting of the House of Delegates.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. General Powers. The Chapter Board of Directors will consist of two branches, Executive and Director. The Deputy Members of the Chapter shall elect members to the Executive Branch. The Executive Branch includes the President of the Chapter, Vice President, Secretary and Treasurer who shall assume the general management of all affairs of the Chapter. The Director Branch shall be appointed by the President and will consist of five members.

Section 2. Election. The Executive Branch Members shall be elected at the Annual Meeting by a majority of those members present at the meeting, or at such other meeting of the Chapter as approved by the Board upon thirty days advance notice. Those elected shall take office as of July 1st unless filling a vacancy, and shall serve terms of one year. All Executive Branch Members shall be Deputy Members of RIMS. The Chapter President and the Chapter Delegate to the RIMS House of Delegates shall be members of the Chapter Board of Directors.

Section 3. Candidates. At least one candidate shall be nominated for each office to be filled by election. The names of all such candidates shall be listed below the designation of the office for which they are nominated (in alphabetical order where there is more than one Candidate) and on a ballot, which shall provide sufficient blank lines for the writing in of other names at the option of the voter.

Section 4. Voting. Voting shall be conducted by secret written ballot, by mail, or by electronic mail. Votes shall be tallied by the Secretary immediately upon the completion of the balloting. The results of the election shall be announced as soon as determined.

Section 5. Nominations. Nominations for the Executive Branch of the Chapter Board, other than those made by the nominating committee, may be made by petition signed by not less than five members provided that such petition must be presented to the Chapter Secretary at least forty-five (45) days prior to the date of the Annual Meeting of the Chapter.

Section 6. *Term Limits.* No director or officer shall serve more than two consecutive terms in any one office unless no qualified nominee or volunteer comes forward to fill an office.

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 unless the resignation is rescinded by the resigning Director within 15 days after rejection of the resignation by the Chapter Board.

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.

Section 9. *Vacancies.* Vacancies on the Chapter Board shall be filled by action of the remaining Chapter Board. Any person selected to fill a vacancy shall serve the unexpired term of the Director he/she succeeds.

Section 10. *Meetings.*

- A. Annual Board Meeting. The Chapter Board of Directors shall meet as soon as practicable after the Annual Meeting for the election of officers and transaction of any additional business as may properly come before the meeting.
- B. Monthly Board Meetings. Monthly meetings of the Chapter Board of Directors, in person, by conference call, or electronic, may be called by the President at the President's discretion. Special meetings shall be called upon the request of five members of the Board of Directors. Notice of special meetings, stating the business to be transacted, shall be given to all members of the Chapter Board of Directors at least ten days in advance. Business not on the agenda of a special meeting shall not be considered.
- C. Quorum. A majority of the Chapter Board of Directors shall constitute a quorum for an in-person meeting; however, two-thirds (2/3) of the Board of Directors must be present to constitute a quorum for a meeting by conference call or electronic. 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.
- D. Location of Board Meetings. Meetings of the Chapter Board shall be held within the State of Oregon, in such places as the President may, from time to time, designate.

ARTICLE VII – BOARD SEATS

Section 1. *Number of Seats.* The Chapter Executive Board shall have five seats: President, Executive Vice President, and Vice Presidents for Secretary, and Treasurer. The immediate Past President shall be a voting member of the Board of Directors and shall progress to the position of Past President automatically upon completion of their term as Chapter President. They shall serve until the next Past President becomes eligible for the position (usually one year) or they resign.

Section 2. *Executive Branch*

- a. ***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.
- b. ***Executive Vice President.*** The Executive 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 by the President or Chapter Board of Directors. It shall be the

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

- c. **Secretary.** The Secretary shall record all official actions of the Chapter, shall issue all notices of meetings, and shall perform all other duties usual to the office of Secretary.
- d. **Treasurer.** The 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 Treasurer shall be audited, as prescribed by the Chapter Board of Directors, at least annually.

Section 3. Director Branch

- a. **Chapter Delegate shall also serve as Legislative Chair.** The Legislative Chair shall be the Chapter's liaison with the RIMS National Governmental Affairs Committee and shall be responsible for keeping the Chapter updated on legislative matters of interest.
- b. **Membership.** The membership Chair shall keep a register of the Chapter membership, process and coordinate membership matters with RIMS, and be responsible for matters regarding membership in the Chapter.
- c. **Communications.** The Communications Chair shall be responsible for publicizing activities of the chapter and communicating general items of interest on the chapter website or Chapter Newsletter.
- d. **Special Projects.** The Special Projects Chair shall be responsible for any conferences or social events that the Board of Directors deems to be in the Chapter's best interests.
- e. **Education.** The Education Chair shall be responsible for educational events, classes and seminars sponsored by the Chapter.
- f. **Director at large:** Duties determined as needed by the board and shall include development and execution of a coordinated chapter sponsorship program.

ARTICLE VIII - COMMITTEES

Section 1. Nominating Committee. The 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 at least two members of the Chapter. The Chapter President shall appoint a Chair of the committee from the members appointed. Vacancies on the committee shall be filled by the Chapter President. The Nominating Committee shall deliver to the Chapter Secretary, not later than the first day of April, the names of its nominees for the Executive Branch of the board, together with a signed acceptance from each nominee. Candidates nominated by this committee, or by petition, shall appear on the ballot.

Section 2. Other committees. Other Committees, as may be required by the business of the Chapter, shall be established by the Chapter Board of Directors or by the President. The members of each committee shall be Class I 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. 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 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 first day of July and shall end the thirtieth day of June.

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 two-thirds (2/3) of the full Chapter membership eligible to vote. No proposition to amend shall be acted upon unless written notice fully describing the proposed amendment is given to all members of the Chapter at least thirty (30) days prior to the Chapter meeting where the vote is to be taken.

ARTICLE XIII - EFFECTIVE DATES

This Constitution and Bylaws shall become effective immediately upon adoption.

ARTICLE XIV - DISSOLUTION

Upon dissolution of the Chapter, after all liabilities of the Chapter have been discharged, the remaining assets shall be given over to the National Society.