

**Chicago Chapter of the Risk and Insurance Management Society, Inc.
(Chicago RIMS)
Constitution and Bylaws**

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CHAPTER CONSTITUTION AND BYLAWS

ARTICLE I - NAME

The name of this organization shall be "The Chicago Chapter of the Risk and Insurance Management Society, Inc." hereinafter referred to as the "Chapter" or "Chicago RIMS". 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, 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.
- 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 stated herein; and
- H. To comply with the Constitution and Bylaws and the policies 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 comply with both RIMS' and Chicago RIMS' Constitution and Bylaws;
 - have been accepted for membership by the Chapter, or for non-chapter membership by RIMS Director of Membership & Chapter Services (or other staff equivalent position) after taking into consideration geographic location, travel time and other extenuating circumstances;
 - 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 its own membership.

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

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. Only one Deputy shall be entitled to vote on behalf of each Member corporation or legal entity.

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. A Deputy may vote, hold office and chair or serve on a committee. No more than one Deputy of a Member organization shall serve as a Chapter Officer. No more than two Deputies of a Member organization shall, in any combination, serve as a Chapter-level Board Members, Officers, or committee chairs at any one time. (Amended 5/18/10)

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 the Society 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 Board of Directors;
- 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.
- must submit a completed application to 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 comply with both RIMS' and Chicago RIMS' Constitution and 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 the Chapter 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 pro rated dues amount.

Educational Members:

- must subscribe to the objectives of RIMS;
- must agree to comply with both RIMS' and Chicago 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 the Chapter 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; provided such individual is not otherwise eligible for membership in another class. 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:

- must subscribe to the objectives of RIMS;
- must agree to comply with both RIMS' and Chicago RIMS' Constitution and Bylaws;
- 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 the Chapter differentiates between members and nonmembers, unless otherwise specified; and
- pay 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 comply with both RIMS' and Chicago RIMS' Constitution and 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 Chapter or Society officer, committee member, or advisor 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;
- are afforded the privileges of RIMS membership, whenever RIMS or the Chapter 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 Affiliate Membership, as it deems appropriate, pursuant to the above criteria. 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 comply with both RIMS' and Chicago RIMS' Constitution and 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 accepted for non-chapter membership by RIMS Director of Membership & Chapter Services (or other staff equivalent position) after taking into consideration geographic location, travel time and other extenuating circumstances;
- are afforded the privileges of RIMS membership, unless otherwise specified; and

- must pay 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 of the Chapter to the benefits associated with membership in RIMS.

G. Class VII – Retired Member

A Retired 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, a Class III Educational 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, 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 comply with both RIMS' and Chicago RIMS' Constitution and Bylaws;
- may be a member of the Chicago Chapter; unless disapproved by that Chapter
- must pay dues, which shall be fixed by RIMS' Board of Directors;
- may not vote, hold office or be a chair or vice chair of a committee, but may serve as a voting member 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 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 and Bylaws. Nothing herein deprives the Chapter of the right to refuse chapter admission to an applicant where the Chapter has the discretion to do so.

Section 2. Termination of Membership.

- A. Resignation. Any membership may be resigned by filing a written resignation with RIMS and RIMS shall make the information available to the affected 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 other 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.
- C. Termination. Any membership may be terminated by action of 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 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 thirty (30) days in advance of the meeting. Notice of the Annual Meeting placed in the chapter newsletter or on the chapter Web site 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 ten (10) percent but not fewer than five (5) primary deputy members, whichever is greater. 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 stated in the notice shall not be considered at a Special Meeting.
- 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. In the event both the primary deputy and one or more alternate deputies of a Class I member are present at the meeting at which a vote is to be taken, the primary deputy shall exercise the vote on behalf of the Class I member. A Class V member is entitled to vote only while continuing to serve as described in Article III, Section 1(E) above. 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. Reports. The Chapter shall regularly maintain and submit to RIMS written notices of meetings, minutes of meetings, financial reports, updated Constitution & Bylaws 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 a member of its Board of Directors, 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 June. Delegates may be elected to successive terms. 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 to the Chapter when it is necessary to make changes in the Chapter Constitution and Bylaws required to comply with constitutional changes in the RIMS Constitution and Bylaws.

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 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's Board of Directors shall elect officers of the Chapter and shall assume the general management of all affairs of the Chapter.

Section 2. Composition. The Chapter's Board shall consist of a maximum of fourteen (14) but no fewer than nine (9) elected Directors and officers combined. Directors shall be elected at the Annual Meeting by a majority of those voting members present at the meeting as further described in Section 3., below. Directors' terms shall be three (3) years. Those elected shall take office immediately 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 Officers and the Chapter Delegate to the RIMS House of Delegates shall be members of the Chapter Board of Directors.

Section 3. Election of Directors. The Directors of the Chapter shall be elected by the Membership as follows:

- A. The Nominating Committee shall deliver to the Secretary of the Chapter not later than the first day of April the names of its nominees for directors together with a signed acceptance from each.
- B. Candidates, other than those selected by the Nominating Committee, shall be placed in nomination at the written petition of no fewer than ten (10) members. The petition shall be valid if accompanied by a signed acceptance from each candidate and if filed with the Chapter Secretary not later than the first day of April.
- C. Only candidates placed in nomination as herein provided shall appear on the slate to be voted upon in the annual election, as described in subsection (D), below.
- D. The Chapter Secretary shall publish to the Chapter Membership by mail, fax, or electronic communication not later than the first day of May a slate for the annual election containing the names of all candidates for Directors. Directors shall be elected at the Annual Meeting by a majority of those voting members present at the meeting.

Section 4. *Term Limits.* No elected Director, except an elected Director who is elected to serve a sequential term as a Chapter Officer, shall serve more than two (2) full, consecutive terms.

Section 5. *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 6. *Removals.* A Director may be removed from office for cause only upon a two-thirds (2/3) affirmative vote of the Class I voting members present in person or by proxy at any meeting of the members held at least thirty (30) days after notice in writing is given to all Class I members stating that such removal action will be considered and naming the director(s) to be removed.

Section 7. *Vacancies.* Vacancies on the Chapter Board shall be filled by action of the Chapter Board. Any person selected to fill a vacancy shall serve the unexpired term of the Director he/she succeeds.

Section 8. *Meetings.*

- A. Annual Board Meeting. The Chapter Board of Directors shall meet at the Annual Meeting for the election of officers and transaction of any additional business as may properly come before the meeting.
- B. Other Meetings. Other Meetings of the Chapter Board of Directors, in person, by telephonic or electronic conference, or by correspondence, including by email or other electronic correspondence, may be called by the President at the President's discretion and shall be called upon the request of three (3) members of the Board of Directors. Notice of such meetings, stating the business to be transacted, shall be given to all members of the Chapter Board of Directors at least ten (10) calendar days in advance except that notice of electronic meetings shall be given at least 24 hours in advance. Balloting by mail, fax, or email shall be allowed for meetings by correspondence only. Mail, fax, or email votes shall be returned to the Chapter Secretary by the date listed therein. Business not on the agenda of a special meeting shall not be considered. The Chapter Board of Directors shall meet at least three times per year as regular meetings in addition to the Annual Meeting.
- 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 cast votes to constitute a quorum for a meeting by correspondence. A Director may designate in writing another member of the Chapter Board of Directors as a proxy to act on his/her behalf at any meeting of the Board provided such proxy is delivered in writing to the Chapter Secretary in advance of the 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.
- D. Board Meetings. Meetings of the Chapter Board shall be held within or without the State of Illinois, in such places as the President may, from time to time, designate.

ARTICLE VII - OFFICERS

Section 1. *Officers.* Officers of the Chapter shall be the President, Vice President, Secretary, and Treasurer, and as many additional Vice Presidents as the Chapter's Board of Directors deems necessary. The Immediate Past President shall be an ex-officio, non-voting member of the Board.

Section 2. *Election of Officers.* The Officers of the Chapter shall be elected by the elected Directors as follows:

- A. The Nominating Committee shall deliver to the Secretary of the Chapter not later than the first day of April the names of its nominees for each elective office together with a signed acceptance from each.
- B. Candidates, other than those selected by the Nominating Committee, shall be placed in nomination at the written petition of no fewer than ten (10) members. The petition may include a full or partial

slate of officers and shall be valid if accompanied by a signed acceptance from each candidate and if filed with the Chapter Secretary not later than the first day of April.

- C. Only candidates placed in nomination as herein provided shall appear on the slate to be voted upon in the annual election, as described in subsection (D), below.
- D. The Chapter Secretary shall publish to the Chapter Board of Directors by mail, fax, or electronic communication not later than the first day of May a slate for the annual election containing the names of all candidates for Officers and shall distribute such slate to newly elected Directors following their election at the Annual Meeting. The elected Directors shall assemble to elect Chapter Officers at the Annual Meeting as provided in Article VI 8. A. above.
- E. Chapter officers shall assume their duties upon election and their terms shall expire at the Annual Meeting following their election. No officer shall serve in any combination of officer capacities for more than five (5) full, consecutive terms.

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 not counting the officer(s) under consideration for removal taken at any 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 naming the officer(s) to be removed.

Section 4. Vacancies. Vacancies in any office shall be filled by action of 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 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. 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 reviewed as prescribed by the Chapter Board of Directors at least annually in accordance with standard business practices, and the applicable rules and regulations of the Chapter's place of business.

Section 8. Secretary. The Secretary shall record all official actions of the Chapter, shall issue all notices of meetings, shall keep a register of the Chapter membership, and shall perform all other duties usual to the office of Secretary and such other duties as from time to time may be assigned by the President.

Section 9. Immediate Past President. The Immediate Past President shall serve for the year following his/her term as Chapter President. The duties of the Immediate Past President shall be to assist the President as requested. The Immediate Past President shall be an ex-officio, non-voting member of the Board of Directors and shall chair the nominating committee with voting rights.

ARTICLE VIII - COMMITTEES

Section 1. Nominating Committee. The Chapter Immediate Past President shall chair the Nominating Committee. The Nominating Committee shall consist of the Chair and at least two (2) Deputy Members of the Chapter appointed by the Chapter President, with the approval of the Chapter Board of Directors, and seated within ninety (90) days after the last Annual Meeting. If the Immediate Past President is unavailable the Chapter President shall appoint a Chair of the committee from the members appointed. The Immediate Past President shall fill vacancies on the committee; proposed appointees require approval of the Board. The Nominating Committee shall deliver to the Chapter Secretary not later than the first day of April 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 appear on the slate to be voted on in the annual election.

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 the President and the voting members of each committee shall be Class I, V, or VII members of the Chapter. At the discretion of the committee Chair or the Chapter Board of Directors Class II, III, V, and VI members can be appointed as advisors to a committee and Class IV members can be appointed as participating members 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 following June 1st or 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 provided that such are consistent with this constitution and bylaws. The Board member to whom a committee reports is responsible to inform the Board on the progress of each committee.

ARTICLE IX - INDEMNIFICATION

The Society shall indemnify and defend a director or officer of a RIMS Chapter against any and all judgments, fines, and amounts paid in settlement, together with reasonable expenses including attorney's fees, actually and reasonably incurred in defense of an action, threatened action, suit, or proceeding, or any appeal therefrom, brought by a third party, if such person was acting on behalf of RIMS or the Chapter for a purpose such person reasonably believed to be in the best interests of RIMS or the Chapter, and if such person had no reason to believe the conduct was unlawful; provided that RIMS may require such person to cooperate with RIMS, its counsel and advisors in order to receive such indemnification. The Chapter provides no additional indemnification to its members.

ARTICLE X - FISCAL YEAR

Effective January 1, 2010 and thereafter the Chapter's fiscal year shall begin the first day of January and shall end the 31st day of December. (Amended 12/7/09)

ARTICLE XI - PARLIAMENTARY PROCEDURE

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

ARTICLE XII - 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 XIII - AMENDMENTS

Amendments to this Constitution and Bylaws shall be made only by an affirmative vote of two-thirds (2/3) of the Chapter's voting members present in person or by proxy at a regular, annual, or special Chapter meeting. No proposition to amend shall be acted upon unless written notice fully describing the proposed amendment(s) 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.

Amendments become effective upon approval. The Secretary 1) shall make the amended Constitution and Bylaws available to the members in hard copy or electronic form; 2) shall forward a copy to RIMS within thirty (30) days following approval; and, 3) shall file a copy with the State of Illinois as required.

ARTICLE XIV - EFFECTIVE DATES

This Constitution and Bylaws shall become effective on the 29th day of May, 2004.

Amended as of May 15, 2008.

Amended as of December 7, 2009

Amended as of May 18, 2010