Bylaws

of University Risk Management and Insurance Association, Inc.

Article I Membership

Section 1.01 Member Organizations

A Member Organization is an organization that meets the criteria for membership and pays applicable dues established by the Board of Directors ("Member Organization(s)"). Member Organizations must designate one (1) employee to serve in the role of "Voting Member" and primary contact person for the organization.

Section 1.02 Members

A Member is a person who meets the criteria for membership and pays applicable dues established by the Board of Directors or who has been designated as either a "Voting Member" or "Non-Voting Member" representing a Member Organization ("Member(s)").

Section 1.03 Membership Classes

As provided in the Articles of Incorporation, memberships of University Risk Management and Insurance Association, Inc. (the "Corporation" or "URMIA") shall be categorized into four classes. Specific membership categories are defined within each class. Additional membership categories with no voting rights may be established by the Board of Directors.

A) Educational Class

1) Institutional Memberships

a) Types

i) An Institutional Member organization consists of educational institutions. Where multiple locations exist, each location shall be considered a separate institution for purposes of membership if a risk management position exists at that location.

ii) An Institutional System consists of two (2) or more educational institutions operated by a government agency or other singular governing body or organizational structure related to risk management and insurance. If an institutional system membership is chosen, the Institutional System is entitled to the same rights as any other Institutional Member organization.

b) Eligibility

i) Institutional membership in the Corporation shall be restricted to qualified colleges, universities, private schools, museums, libraries, foundations, coordinating boards and agencies, nonprofit educational or quasi-educational/research organizations of higher education and other professional societies related to private or higher education (an "Institutional Member").

ii) The Institutional Member must employ a person who is responsible for administration of risk management or insurance or teaching risk management concepts to students on a full- or part-time basis.

iii) Institutional Members participate in exchanges of information relative to higher education risk management, subject to law or institutional policies. Requests for confidentiality or withholding of names of institutions participating in such exchanges will be honored.

c) Specific Rights

i) Each Institutional Member is entitled to one (1) vote, exercised by the designated Voting Member on behalf of the organization.

ii) Additional Non-Voting Members may be added under the organization's membership, as determined by the Voting Member of the organization.

iii) Voting and Non-Voting Members under the organization's membership are entitled to hold elected office and serve on committees and advisory groups of the Corporation.

2) Student Memberships

a) Eligibility

i) An individual who is enrolled as a full-time student is eligible for a Student Membership ("Student Member"). Full-time enrollment shall be determined by receipt of the college or university enrollment verification form or an official copy of college or university transcript. A Student Membership is not intended for those eligible for another type of membership.

b) Specific Rights

i) A Student Member may participate in membership meetings of the Corporation and serve on committees and advisory groups of the Corporation but will not be considered for purposes of establishing a quorum and is not entitled to vote or eligible for elected offices.

B) Business Class

1) Affiliate Memberships

a) Eligibility

i) Organizations whose purpose is to serve the needs of higher education risk management professionals that are not eligible for Institutional Membership are eligible for an Affiliate Membership. Typically, but not exclusively, Affiliate Member organizations are fore-profit corporations active in the field of higher education, such as insurers, brokers, and suppliers of products and services related to risk management.

ii) Organizations with the same parent company may be considered for a single Affiliate membership, or each organization may choose to establish a separate Affiliate membership, with a limit of five (5) per same parent company.

b) Specific Rights

i) Each Affiliate Member organization is entitled to one (1) vote exercised by the designated Voting Member on behalf of the organization.

ii) Additional Non-Voting Members may be added under the organization's membership, as determined by the Voting Member of the organization. Affiliate Voting Members and Non-Voting Members are entitled to serve as the Affiliate Representative on the Board of Directors and may serve on committees and advisory groups of the Corporation.

C) Retiree Class

1) Retiree Membership

a) Eligibility

i) An individual who is retired from full-time employment in the higher education risk management profession, was a member of the Corporation prior to retirement, and does not qualify for another type of membership is eligible for a Retiree Membership.

b) Specific Rights

i) A Retiree Member may participate in membership meetings of the Corporation but will not be considered for purposes of establishing a quorum and is not entitled to vote. Retiree Members are eligible for non-voting appointive offices but are not eligible for elected offices.

D) Transitional Class

1) Transitional Memberships

a) Eligibility

i) A member who becomes unemployed during membership may establish a Transitional Membership. The individual must be actively seeking employment in higher education and not pursuing permanent work as an independent consultant. Transitional Membership shall last for no more than twelve (12) months but may be extended for one additional twelve (12) month period with approval by the Executive Committee of the Board of Directors.

b) Specific Rights

i) A Transitional Member may participate in membership meetings of the Corporation and serve on committees and advisory groups of the Corporation but will not be considered for purposes of establishing a quorum and is not entitled to vote or eligible for elected offices.

E) Honorary Class

1) Honorary Memberships

a) Eligibility

i) An individual who is not eligible for membership in any other membership class and has made contributions of outstanding and lasting importance to the Association and to the profession over a sustained period of time. Honorary membership should not be conferred simply as a reward for longevity or passive committee or organizational activity but is reserved for those who have had board service or been an awardee as a volunteer. Honorary membership recognizes an accumulation of years of service. If not yet retired, past presidents will be moved to this class of membership if not still on their institution's roster or if they are no longer active in higher education risk management. Honorary members are elected by a majority vote of the Board of Directors.

b) Specific Rights

i) An Honorary Member may participate in membership meetings of the Corporation but will not be considered for purposes of establishing a quorum and is not entitled to vote. Honorary Members are eligible for non-voting appointive committees but are not eligible for elected offices or chair positions.

Section 1.04 Items Applicable to All Memberships

A) Applications for Membership

1) Applications for membership shall be submitted to the Executive Director, or their designee, for review. If the application complies with the membership criteria as described in these Bylaws in all respects, the Executive Director, or their designee, shall approve the application and notify the Member of such action. If the membership application presents any issues of interpretation or discretion, the Executive Director, or their designee, shall forward it to the Executive Committee for review. The application may be amended from time to time by a vote of the Board of Directors of the Corporation.

B) Dues, Fees and Assessments

1) Subject to the Articles of Incorporation, the amount of any membership fees, dues and assessments applicable to membership in the Corporation and the time and manner of payment thereof shall be determined by the Board of Directors.

C) Member in Good Standing

1) A Member in Good Standing will meet the criteria of membership; will fulfill obligations incurred or commitments made; will pay dues, fees and assessments in a timely manner; will abide by the Corporation's Bylaws; will not violate any lawful rule or practice duly adopted by the Corporation; will not engage in any conduct that is prejudicial to the interests of the Corporation; will transact Corporation business related to their position and area of responsibility in compliance with all laws, Corporation Bylaws and policies; will behave in a manner that respects the freedom of others as well as refraining from interfering with, obstructing, or disrupting normal association activity; will strive to avoid conflicts of interest as described in the Corporation's Code of Conduct, published on URMIA's website; and will treat all confidential and privileged information about the Corporation responsibly and appropriately.

D) Member Rights

1) In addition to the rights specified in Section 1.03 under each membership class, Members in Good Standing are entitled to the Corporation's mailings, the Corporation's online member resources, the Corporation's membership directory, membership rates for educational events as applicable, and any other services that are reserved for Members.

E) Termination of Membership

1) Membership in the Corporation may terminate by voluntary resignation as herein provided, or as otherwise provided in these Bylaws or by law. All rights and privileges of a Member in the

Corporation shall cease on the termination of membership. If membership is terminated there is no return of paid dues.

F) Expulsion or Suspension

1) A Member may be expelled or suspended and a membership may be terminated or suspended by the Board of Directors only under a procedure that is fair and reasonable and carried out in good faith, as provided by law in the Corporation's state of domicile. The procedure will be conducted by the Executive Committee, whose decision will be forwarded to the Board of Directors. Sufficient cause shall include, but not be limited to, failing to meet the criteria of a Member in Good Standing. A Member suspended or terminated may appeal this action to the Board of Directors, whose decision is final. If there is a tie in the Board of Directors' vote, the President shall cast a tiebreaking vote.

G) Resignation

1) Any Member may voluntarily resign at any time upon fair and reasonable notice to the Corporation. Resignation of membership shall be effective when notice is so given, unless the notice is in writing and provides for a later effective date. The resignation of membership does not relieve the Member from any obligations the Member may have to the Corporation as a result of obligations incurred or commitments made before such resignation, including any unpaid dues, fees or assessments.

Article II Business Practices

Section 2.01 Member Voting

The Board of Directors shall bring to Voting Members issues that significantly impact member rights.

Section 2.02 Voting Rights

Except as may otherwise be provided in the Articles of Incorporation, voting rights are specified in Section 1.03 within each membership description.

Section 2.03 Voting Quorum

The President-Elect and Directors shall be elected by a plurality of the votes cast by the Voting Members. Excluding the election of President-Elect and directors, for matters that the Board of Directors brings forward to the Voting Members, one-third (1/3) of the votes entitled to be cast on a matter, represented in person or by proxy, shall constitute a quorum for action on the matter, unless a higher quorum shall be required by law, the Articles of Incorporation or these Bylaws. Action is approved when a quorum exists, and the votes cast favoring the action exceed the votes cast opposing the action, unless a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 2.04 Action by Written Ballot

Any action brought forward by the Board of Directors may be taken without a meeting if the Corporation delivers a written ballot to every Voting Member. Written ballots may be delivered by regular mail or administered through a web vote hosted on the Corporation's website. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and when the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting. A solicitation for votes by written ballot must indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of directors, and specify the time by which a ballot must be received by the Corporation to be counted. A written ballot may not be revoked once received by the Corporation.

Section 2.05 Action by Consent

A) Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if the action is approved by members holding at least eighty percent (80%) of the votes entitled to be cast on the action. The action must be evidenced by at least one (1) written consent which describes the action taken, is signed by the members representing at least eighty percent (80%) of the votes entitled to be cast on the action, and is delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. Requests for written consents must be delivered to all members entitled to vote. Action taken by written consent is effective when the last member necessary to meet the eighty percent (80%) requirement signs the consent, unless a prior or subsequent effective date is specified in the consent.

B) Subject to satisfying the requirements provided in Section 2.05(a), the members may take any action electronically as contemplated by the Indiana Uniform Electronic Transactions Act ("UETA"), provided the action is initiated by the Board of Directors. For the sake of clarity and avoidance of doubt, subject to the requirements of the UETA, written consent by the members can be undertaken via email, or other electronic record communication, if the written consent setting forth the action to be taken is circulated to all members via email, or other electronic record communication, and at least eighty percent (80%) of the members indicate their approval by return email or other approved electronic record communication. The Corporation shall confirm with each member the electronic address or addresses, such as an email address or text message number, for that member to be used for purposes of sending and receiving email, text or other electronic record communications, and for the purpose of notices to and from the Corporation, and shall maintain such information as part of the Corporation's current records, which may be maintained electronically. The Corporation shall provide its electronic address, and the electronic addresses of the other members, to be used for purposes of taking such action. The Board of Directors may provide for any particular requirements, method or means for taking action electronically and for notices to and from the Corporation and its members, in which case the action to be taken shall be taken in accordance with such requirements, method, or means.

Section 2.06 Action by Membership Renewal

Decisions that must be approved by a quorum of eligible Voting Members may be voted upon as part of the annual membership renewal process. Matters will be defined by the Board of Directors and disseminated to Voting Members on or before the beginning of the renewal period. Renewal of membership will constitute one (1) vote of acceptance by the Voting Member of the Member Organization for all matters presented.

Section 2.07 Voting by Proxy

A Voting Member may appoint a proxy to vote or otherwise act for the Voting Member by submitting an appointment form personally or by a duly authorized attorney in fact of such Member. An appointment of a proxy is valid for a single election or matter up for vote, unless a longer or shorter period is specified in the appointment form. No proxy shall vote unless the appointment form designating such proxy has been filed with the Secretary or other officer or agent authorized to tabulate votes.

Section 2.08 List of Voting Members

The Corporation shall keep at the Corporation's principal place of business a complete and accurate list of all Members entitled to vote as defined by the Articles of Incorporation and these Bylaws of the Corporation. Subject to the limitations described below, a Member may request the Corporation's list of Voting Members if the Member gives the Corporation written notice at least five (5) days before the Member desires to inspect and copy the same, provided the following conditions exist:

A) the Member's request must be in good faith and for a proper purpose, the Member must describe with reasonable particularity the purpose of the inspection, and

B) the list of Voting Members must be directly connected with the purpose.

Notwithstanding the foregoing, the Corporation in any event may refuse to provide names or identifying information relating to financial contributors.

Section 2.09 Annual Business Meeting

The annual business meeting of the Members of the Corporation may be held at the Annual Conference on such date and at such place each year as may be determined by the President or the Board of Directors. If not held at the annual conference, the business meeting of the Members will be held no later than fifteen (15) months after the Corporation's last business meeting. At the business meeting of Members, the President and the Treasurer, or their designees, shall report on the activities and financial condition, respectively, of the Corporation.

Section 2.10 Member Participation in Meetings

A Member may participate in a meeting of the Members by or through the use of any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating by this means is considered to be present in person at the meeting.

Section 2.11 Notice of Meetings

Formal notice of the annual business meeting of the Members will be declared at least sixty (60) days in advance of the meeting.

Section 2.12 Conduct of Meetings

Meetings of Members, including the order of business, shall be conducted in accordance with such rules as the Board of Directors may adopt.

Article III Board of Directors

Section 3.01 Duties, Qualifications and Eligibility

The business and affairs of the Corporation shall be managed by the Board of Directors. To be eligible for a Director position, members shall demonstrate a commitment to the association as outlined in the board resolution and will attend board meetings, in person or virtually, as scheduled.

Section 3.02 Number, Term, Designation and Election

The Board of Directors shall consist of a minimum of sixteen (16) directors and a maximum of twenty-one (21) directors, with the exact number of directors specified by resolution of the Board of Directors. The Directors shall be selected as follows:

The six (6) Officers of the Corporation shall consist of: President, President-Elect, Immediate-Past-President (Presidential Progression); Secretary; Treasurer; and Parliamentarian (the "Officers"). Each shall serve as a member of the Board of Directors by virtue of their role as an Officer of the Corporation. Each Officer shall continue to serve as a member of the Board of Directors for so long as he or she serves as an Officer of the Corporation under the process detailed in Article IV of these Bylaws. If an Officer ceases to serve as an Officer, they automatically cease to serve as a member of the Board of Directors.

A) Nine (9) Directors shall be elected from among the Institutional Members, each to serve a three (3) year staggered term and with elections held annually by ballot of the Voting Members of the Corporation prior to the Annual Conference. These Elected Directors shall not exceed two (2) elected three (3) year terms.

B) One (1) Director shall be elected from among the Affiliate Members to serve a three (3) year term and shall be elected by ballot of the Voting Members of the Corporation prior to the Annual Conference in the year the incumbent Affiliate Director's term expires (together with the nine (9) Directors elected pursuant to Section 3.02(B), the "Elected Directors"). An affiliate member representative may only serve one (1) three (3) year term on the Board of Directors, regardless of their affiliate organization. Affiliate Member representatives employed by the same parent company are prohibited from serving consecutive terms as the elected Affiliate Director.

C) Despite the expiration of a Director's term, the Director continues to serve until a successor is designated or elected and qualifies, or until there is a decrease in the number of Directors. If a

Director is no longer a Member in Good Standing or changes to a membership in a different class, such Director shall become ineligible to serve on the Board of Directors to complete that term. A Member Organization may not have multiple representatives serving on the Board of Directors simultaneously.

D) No member shall serve more than a total of seven (7) years as a non-officer Director on the Board of Directors and not more than a total of ten (10) years of service as a member of the Board of Directors, regardless of position. Regardless of years of service, once a member has completed the Presidential Progression, they are no longer eligible to serve on the Board of Director in an elected position or as an Officer.

Section 3.03 Vacancies

A) Any vacancy among the Elected Directors caused by death, resignation, removal, increase in the number of Directors or otherwise may be filled by temporary appointment by the President in consultation with the Chairperson of the Leadership Development Committee, without a Board of Directors vote. The term of office of an appointed Director chosen to fill such a vacancy shall expire at the next annual election of directors (the "Temporary Term"). If the vacating Director's term does not expire at the end of the Temporary Term, then at the end of the Temporary Term, the vacancy shall be filled by the vote of the Members during the standard annual election process. In that case, the election ballot shall make a clear distinction between candidates running for a full Board of Directors term and candidates running to complete the vacating Director's term ("Partial Term").

Interim Directors appointed shall be eligible for election, after the expiration of their interim term, according to the standard term limits of Director members as if they had not filled the Interim Director seat.

B) Any vacancy among the Officers shall be filled under the process detailed in Article IV of these Bylaws.

Section 3.04 Removal

Any Elected Director may be removed, with or without cause, by a majority vote of the remaining Directors then in office. Officers may be removed under the process detailed in Article IV of these Bylaws.

Section 3.05 Annual Business Meetings

Unless the Board of Directors determines otherwise, annual business meetings of the Board of Directors shall be held at the Annual Conference for the purpose of the approval of the President's appointment of the Secretary, Treasurer and Parliamentarian of the Corporation, and consideration of any other business which may be brought before the meeting. No notice shall be necessary for the holding of an annual business meeting.

Section 3.06 Regular Meetings

Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board of Directors

to such effect and shall be held whenever convenient either in-person or virtually. No notice shall be necessary for any regular meeting.

Section 3.07 Special Meetings

Special meetings of the Board of Directors may be held according to the terms of Section 4.01, if applicable, or upon the call of the President, or three (3) of the directors then in office with at least forty-eight (48) hours' notice specifying the date, time, place and purpose of the meeting, given to each Director either personally or by regular mail, electronic mail, text or telephone.

Section 3.08 Waiver of Notice

A Director may waive any required notice of an annual, regular or special meeting. The waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or Corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Section 3.09 Participation

A Director may participate in an annual, regular or special meeting of the Board of Directors through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating by this means is considered to be present in person at the meeting.

Section 3.10 Voting Quorum

50% of the Directors shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors voting, excluding those who choose to abstain when the act is taken, shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 3.11 Action by Consent

(a) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all Directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director signs the consent, unless the consent specifies a prior or subsequent effective date.

(b) Subject to satisfying the requirements provided in Section 3.11(a), the Board of Directors may take any action electronically as contemplated by the Indiana Uniform Electronic Transactions Act ("UETA"). For the sake of clarity and avoidance of doubt, subject to the requirements of the UETA, written consent by the Board of Directors can be undertaken via email, or other electronic record

communication, if the written board consent setting forth the action to be taken is circulated to all Directors via email, or other electronic record communication, and the Directors indicate their approval unanimously by return email or other approved electronic record communication. The Corporation shall confirm with each Director the electronic address or addresses, such as an email address or text message number, for that Director to be used for purposes of sending and receiving email, text or other electronic record communications, and for the purpose of notices to and from the Corporation, and shall maintain such information as part of the Corporation's current records, which may be maintained electronically. The Corporation shall provide its electronic address, and the electronic addresses of the other members of the Board of Directors, to be used for purposes of taking such action. The Board of Directors may provide for any particular requirements, method or means for taking action electronically and for notices to and from the Corporation and its directors, in which case the action to be taken shall be taken in accordance with such requirements, method, or means.

Section 3.12 Executive Director

The Executive Director shall conduct the day-to-day business of the Corporation at the direction of the President and Executive Committee, within the staffing budget provided. The Executive Director shall have the authority to delegate their obligations and responsibilities to other individuals, including, but not limited to, an Assistant Executive Director, provided he/she provides adequate supervision and oversight.

Section 3.13 Financial Controls

The Finance Committee is responsible for assisting the Treasurer in financial reviews, for the development, monitoring and review of the financial controls of the organization, and for making recommendations to the Board of Directors for changes to the Corporation’s financial controls as needed.

Section 3.14 Committees

The Board of Directors may create and appoint standing, special or other committees, working groups or task forces to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the Corporation. All Voting and Non-Voting Members shall be eligible to serve on any committee, excluding the Executive Committee. Committees, to the extent specified by the Board of Directors, may exercise the powers, functions or authority of the Board of Directors, except where prohibited by law, provided that (a) all the persons serving on the committee must be Directors, (b) there must be at least two (2) persons on the committee and (c) the creation of the committee and the appointment of its members shall be by a majority of all Directors in office when the action is taken. All committee Chairpersons shall be appointed by the President of the Corporation and subject to confirmation by the Board of Directors at its option; the sole exception is the Chairperson of the Leadership Development Committee, who shall be the Immediate Past President of the Corporation. An Affiliate Member may be appointed to co-chair a committee if the co-chair is an Institutional Member. The sole exception is in the case of groups designated to serve the needs of the affiliate membership, in which case an Affiliate Member may serve as the Chairperson.

A) Executive Committee

The Executive Committee shall be composed of the Officers of the Corporation. During intervals between meetings of the Board of Directors, the Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation, except where prohibited by law. The Executive Committee shall cause minutes of its proceedings to be kept and filed. The President shall report to the Board of Directors on the actions and activities of the Executive Committee at regularly scheduled meetings of the Board of Directors. The Executive Committee will be responsible for oversight of the Parliamentarian's role as Chief Ethics Officer and shall evaluate enterprise risks to the Corporation and recommend actions regarding appropriate management of such risks to the Officers and Board of Directors. The Executive Committee shall also perform other duties in the best interests of the Corporation as determined and directed by the President. The Executive Committee shall exercise oversight over the National Office and governance of the Corporation and shall provide an annual report on governance to the Board of Directors.

B) Finance Committee

The Finance Committee shall consist of the Treasurer, a Finance Committee Chairperson, a Vice Chair, and at least three (3) other members. The Board of Directors representative to this committee shall be the Treasurer. The Chair and Vice Chair are recommended and appointed by the President and Treasurer with approval by the Board of Directors. The committee will interact with the CPA firm conducting the agreed upon procedures for the current year, make appropriate recommendations as necessary to the Board of Directors, and maintain the Financial Policies and Procedures, including managing investments of the Corporation. The committee shall report annually to the Board of Directors regarding changes made or anticipated to financial controls or policies and procedures, as well as any ongoing activities that may need financial guidance.

C) Leadership Development Committee

The Leadership Development Committee shall consist of the Immediate Past President, who will serve as the Leadership Development Committee Chairperson; two (2) Directors; and at least three (3) other individuals – one of which should be an Affiliate Member. The Leadership Development Committee will solicit nominations for President-Elect and Board of Directors members and prepare a ballot for membership vote prior to each annual business meeting.

The Leadership Development Committee Chairperson must assure that each person nominated will accept the nomination and is willing to serve in the office for which he/she is being nominated. Any Member in Good Standing may propose any other eligible Member in Good Standing for nomination for any appropriate office, provided that said Member agrees to the nomination and meets qualifications The Leadership Development Committee will also perform such other duties which are in the best interests of the Corporation as determined and directed by the President.

Article IV Officers

Section 4.01 Officer Duties, Qualifications and Eligibility

The Officers of the Corporation shall consist of: President, President-Elect, and Immediate Past President (Presidential Progression); Secretary; Treasurer; and Parliamentarian. To be eligible for an Officer position, members shall demonstrate a commitment to the association as outlined in the board resolution and will attend board meetings and executive committee meetings, in person or virtually, as scheduled.

A person may not hold more than one (1) elected or appointed office simultaneously. However, they may run for President-Elect while otherwise serving as an Officer. The President-Elect shall be elected by ballot of the Voting Members of the Corporation prior to the Annual Conference. The Secretary, Treasurer and the Parliamentarian shall be appointed by the President of the Corporation for the duration of that President's term, subject to the approval of the Board of Directors.

Section 4.02 Terms of Office

Each Officer of the Corporation shall hold office for a term of one (1) year and until a successor shall be duly elected, appointed and qualified, or until resignation, removal or death. The appointed Officers of Secretary, Treasurer and Parliamentarian shall not be appointed to more than four (4) terms in office. The President-Elect shall automatically advance to the role of President when it becomes vacant. At the end of their term, the President shall automatically advance to the role of Immediate Past President.

Section 4.03 Vacancies

If the role of President becomes vacant, the President-Elect shall immediately fill the vacancy for the duration of the unexpired term.

If the office of President-Elect becomes vacant, the President shall appoint an individual to fill the vacancy and shall call a special meeting of the Board of Directors to approve the President's appointment of such individual.

If the offices of both the President and President-Elect become vacant, the Immediate Past President shall call a special meeting of the Board of Directors to appoint replacements for such offices.

If any other Board position becomes vacant, the President, in consultation with the Chairperson of the Leadership Development Committee, shall appoint an individual to serve the remainder of the current year of the vacating Officer's term.

Section 4.04 Removal

Any Officer of the Corporation may be removed, with or without cause, at any time by the Board of Directors.

Section 4.05 Compensation

The Officers of the Corporation shall receive no compensation for their services in such offices.

Article V Powers and Duties of Officers

Section 5.01 President

The President, if present, shall preside at all meetings of the Members and the Board of Directors. At each annual business meeting of the Members, the President, or the President's designee, shall report on the activities of the Corporation. Subject to the general control of the Board of Directors, the President shall manage and supervise all of the affairs of the Corporation and shall perform all of the usual duties of the Chief Executive Officer of a corporation. The President shall appoint all Chairpersons of committees and approve task force committees.

Section 5.02 President-Elect

Subject to the general control of the Board of Directors, if the President is not present, the President-Elect shall discharge all the usual functions of the President and shall have such other powers and duties as these Bylaws, the Board of Directors or an Officer authorized by the Board of Directors may prescribe.

Section 5.03 Immediate Past President

The Immediate Past President provides advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board of Directors in governing the Corporation. The Immediate Past President supports the President and the President-Elect as needed. If the President and President-Elect are not present, the Immediate Past President shall discharge all the usual functions of the President and shall have such other powers and duties as these Bylaws, the Board of Directors or an Officer authorized by the Board of Directors may prescribe.

Section 5.04 Secretary

The Secretary shall attend all meetings of the Members and the Board of Directors and prepare, keep or cause to be kept a true and complete record and minutes of the proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Board of Directors. If required, the Secretary shall attest the execution by the Corporation of deeds, leases, agreements and other official documents. The Secretary shall attend to the giving and serving of all notices of the Corporation required by these Bylaws, shall have custody of the books (except books of account) and records of the Corporation, shall be responsible for authenticating records of the Corporation, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws, the Board of Directors or an Officer authorized by the Board of Directors may prescribe.

Section 5.05 Treasurer

The Treasurer, in conjunction with the Executive Director, shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables which

may from time to time come into the possession of the Corporation and shall deposit, or cause to be deposited, all funds of the Corporation with such depositories as the Board of Directors shall designate. At each annual business meeting of the Members, the Treasurer, or the Treasurer's designee, shall report on the financial condition of the Corporation. The Treasurer, or the Treasurer's designee, shall furnish, at meetings of the Board of Directors or whenever requested, a statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of Treasurer.

Section 5.06 Parliamentarian

The Parliamentarian is responsible for updating and maintaining the Articles of Incorporation and Bylaws of the Corporation. The Parliamentarian will, upon request by any Member (with the endorsement of four (4) other Members), prepare amendments to the Articles of Incorporation and Bylaws of the Corporation for submission to the President, the Board of Directors and the Members for ratification. The Parliamentarian will attend all meetings of the Board of Directors, Members and, if requested, committees of the Corporation, and shall serve as the Chief Ethics Officer of the Corporation. The Parliamentarian will organize ad hoc task forces to assist in their duties as needed.

Section 5.07 Assistant Officers

The Board of Directors may from time to time designate and elect Assistant Officers, who shall have such powers and duties as the Officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as these Bylaws or the Board of Directors may prescribe. An Assistant Secretary may, in the absence or disability of the Secretary, attest the execution of all documents by the Corporation.

Article VI Miscellaneous

Section 6.01 Corporate Seal

The Corporation may have a corporate seal. The form of any such corporate seal may be specified in a resolution of the Board of Directors. A corporate seal, however, shall not be required for any purpose, and its absence shall not invalidate any document or action.

Section 6.02 Execution of Contracts and Other Documents

Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President or President-Elect and, if required, attested by the Secretary or an assistant secretary.

Section 6.03 Fiscal Year

The fiscal year of the Corporation shall begin on January 1 of each year and end on the immediately following December 31.

Section 6.04 Amendments

Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the Board of Directors, who must approve any such change by the affirmative vote of two-thirds (2/3) of the Directors sitting in quorum, except where such changes would terminate or alter the membership rights of Members. In that case, the Members shall have the power to vote upon such changes, as provided in the Act. The Corporation must provide notice to the Directors and, when applicable, the Members, of any meeting at which an amendment to the Bylaws is to be considered and voted upon.

Section 6.05 Parliamentary Authority

The current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all matters to which it is applicable and not inconsistent with the Articles of Incorporation, these Bylaws, or any special rules of order adopted by the Corporation.

ON FILE AT URMIA OFFICE

	Secretary's Initials	
	Date	6/10/26