

**Public Risk Management Association (PRIMA)
Iowa, Nebraska, and South Dakota Chapter
By-Laws**

I. Name

The name of this organization will be the Public Risk Management Association Iowa, Nebraska, and South Dakota Chapter, Inc.

II. Purpose

The purposes of the Chapter will be to increase the proficiency of management of risk, insurance and benefits in government and other public entities through education and networking to support the mission and goals of PRIMA as documented in its Long-Range Plan, and to act in any other manner which will further the best interests of governments, governmental agencies, intergovernmental risk pools, and school and other special districts in their risk management activities.

III. Membership, Voting and Fees

A. Membership in the Chapter will consist of these categories:

1. Government Member

This category will consist of those governments and government entities or political subdivisions thereof or public entity risk pools (as defined by the Governmental Accounting Standards Board) that have been approved for admission by the Board of Directors of the Chapter and who maintain membership in Public Risk Management Association, a not-for-profit District of Columbia Corporation. Each government member will have a designated representative. New chapter members are not required to become members of the national organization during their first year of chapter membership. This is a voting category of membership.

2. Associate Member

This category will consist of employees of government members other than the designated representative. It is not required that associate members be primarily responsible for risk management for their employing government entity. Associate members may not vote or hold office in the Chapter but are entitled to all other benefits of membership.

3. Affiliate Member

This category will consist of organizations which do not qualify for either of the above member categories. Affiliate members may not vote or hold office in the Chapter but are entitled to all other benefits of membership.

4. Other membership categories as determined by the chapter.
- B. Each government member will be entitled to one vote in the affairs of the Chapter to be cast by its designated representative.

A designated representative is the person appointed by a government member as the individual responsible for risk, insurance, and/or safety management. The designated representative need not be an employee of the entity he or she is representing.
 - C. The Board of Directors of the Chapter (“Board”) will admit to government membership any qualifying entity upon that entity’s payment of dues. In any case where there is a doubt as to an applicant entity being a government agency or political subdivision thereof, or public entity risk pool, such information as is available will be reviewed by the Board, who will make a determination as to the applicant’s eligibility.
 - D. Member dues will be set on an annual basis by a majority vote of the Board.
 - E. Any membership may be terminated by the Board for cause, including nonpayment of dues or assessments.

IV. Officers and Board of Directors

- A. The Board of Directors of the Chapter will consist of the offices of: president, vice president, secretary/treasurer, past president, conference planning chair and six other directors. The duties of the directors will be those usually attached to such offices and those assigned by the Board, to the extent that they are not inconsistent with these By-Laws or the Articles of Incorporation.
- B. The Board of Directors is the governing board of the Chapter and will give leadership to the Chapter, establish policy and give direction to the president for the execution of such policy.
- C. Each member of the board will be the designated representative of a government member of the Public Risk Management Association. In addition, Board members must be either an employee of the member entity, or, in the case of a public entity risk pool, an employee or board member of the pool, or an employee or board member of the pool’s sponsoring organization. Such a sponsoring organization must be a government entity or nonprofit organization whose voting membership consists solely of government entities.

- D. The regular annual meeting of the Board of Directors will be held during the fall annual meeting. Special meetings of the Board will be held on the call of the president or upon the request in writing of any three members of the Board. The Board, by majority vote, may also establish a schedule of periodic meetings as necessary for the conduct of the Chapter's affairs. A quorum will be a majority of members of the Board; proxy votes will not be accepted.
- E. Any or all directors may participate in a duly warned meeting of the Board of Directors by means of a conference telephone call or by any means of communication agreed upon by the Board, and such participation shall constitute presence in person at the board meeting.
- F. The Chapter will protect, defend and indemnify all directors and officers and former directors and officers from any and all claims, liens, demands and obligations incurred while acting in the scope of their official capacity on behalf of the Chapter that result from their actual or alleged errors, omissions, or negligent acts except as limited by law. It will not be the policy of this Chapter to protect, defend and indemnify those directors and officers or former directors from acts of gross negligence or acts intended to commit harm.
- G. The Board of Directors membership to include president, vice president, secretary/treasurer, past president and/or all other board members are eligible to receive a stipend of up to \$300.00, if requested to provide assistance with cost of registration, hotel accommodations, and/or travel expense towards cost of attendance at annual chapter conference, provided that the chapter conference is located in another city than the Board member requesting assistance; and written verification is received that the qualifying entity denied the Board member's request for payment/reimbursement of said covered expenses to attend the annual chapter conference based upon budget constraints.

V. Nominations and Elections

- A. By the first day of August of each year, the secretary will forward to all voting members of the Chapter a notice listing the offices to be filled by election at the next annual meeting. There will be enclosed with such notice an application for nomination to be completed and submitted for consideration by the Nominating Committee. Nominees must represent an entity whose primary location or headquarters is located within the designated geographic boundaries of the chapter.
- B. By the 30th day of August of each year, the Nominating Committee will select the candidate or candidates to run for each opening based upon evaluation of applicants for nomination. The Board will set the criteria for evaluation. The actual vote will take place at the annual conference to be held in the fall of each year. The nominee receiving a plurality of the ballots cast for any office will be deemed elected. Should the successful candidate be unable to assume the office

for any reason prior to the actual assumption of that office, the candidate with the next most votes will be deemed elected. If no candidate is able to serve, the procedure described in V (H.) will be followed.

- C. When the president's term has expired, the vice president will automatically succeed and assume the duties of the president. In the event that the vice president is unable to become president, the secretary/treasurer shall assume the duties of the president. The candidates for vice president will be selected from the directors who are currently completing their term of office.
- D. The terms of office for the president, vice president and past president shall be for one year. The term for secretary/treasurer will be for one year with up to three (3) consecutive one-year terms. The term of office for the other directors will be two years; these terms will be staggered.
- E. In the event the president or vice president, during his/her term of office, or other director, during his/her second year in office, loses his/her designation as the designated representative of a government member but remains otherwise qualified to serve on the board, he/she may complete the term of office. If a director during the first year of office loses his/her designation as the designated representative of a government member but remains employed by a public entity and otherwise qualified to serve on the board, his/her term will be until the next annual meeting of the Chapter at which time a new director will be elected for a one-year term.
- F. In the event the president, vice president or any director retires from or terminates employment with a government entity and does not become an employee of a government entity within sixty days, his/her status as a board member will terminate and the office will be considered vacant.
- G. In the event of a vacancy in the office of president, the unexpired term will be filled by the vice president. In the event of a vacancy in the office of vice president, the unexpired term may be filled by a director serving in the second year of his/her two year term and chosen by a majority vote of the board, until the next annual election of the chapter.
- H. In the event of a vacancy in the office of one of the directors, the unexpired term will be filled by a member appointed by the president with the concurrence of a majority of the Board, until the next annual election of the Chapter.
- I. In the event of a vacancy in the office of past president, the unexpired term may be filled by a qualified representative member, who has previously served as president, appointed by the president with the concurrence of a majority of the Board.
- J. The newly elected directors of the Chapter will commence their terms of office each January.

- K. A person serving a partial term as president or vice president to fill an office left vacant in mid-term by any cause will be eligible for election to a full term of office immediately following the completion of the partial term.

VI. Meetings

- A. The annual meeting of the Chapter will be held on a date set by the board of directors, giving at least ninety (90) days notice to the membership.
- B. All matters requiring a vote by the membership will be determined by a plurality of those representatives of government members voting, with the exception of amendments to the By-Laws, which require a two-thirds (2/3) vote as noted in section VIII. Ballots may be conducted by mail or at the annual or special meetings of the Chapter.
- C. In the absence of the president from any Chapter meeting, the immediate past president will preside, and in his/her absence, the vice president will preside.
- D. Special meetings of the chapter may be called by the Board of Directors upon majority vote or by petition of at least twenty-five (25) percent of the members eligible to vote.

VII. Committees

- A. There will be a Nominating Committee to prepare and present to the membership nominees for office. The Nominating Committee will be made up of the past president and the first year director(s) whose terms do not expire at the upcoming annual meeting.
- B. The Board of Directors may establish ad hoc committees as it deems appropriate.
- C. Committee chairs and members will be appointed by the president, except the chair of the Nominating Committee who will be the past president. In the event that no such past president qualifies, the president will be the Chair of the Nominating Committee. The president will serve as an ex-officio, non-voting member of all committees unless the committee's structure stipulates otherwise.

VIII. Amendments

- A. Upon approval of a proposed change to the By-Laws by two-thirds (2/3) of the Board of Directors, the membership will be notified of the proposed amendments to the By-Laws at least thirty (30) days in advance of the proposed vote. Amendments to the By-Laws so referred to the membership will require a vote of approval of two-thirds (2/3) of the designated representatives present and voting at any annual or special meeting of the Chapter, or of two-thirds (2/3) of the

designated representatives responding to a mail ballot, allowing them a minimum of thirty (30) days to cast their votes, whichever method is selected by the board.

- B. Any designated representative of a government member of the Chapter may propose a change in the By-Laws by submitting the proposal to the Board of Directors in writing and attested to by four (4) other designated representatives of government members. The proposed change will be presented to the membership as specified above and will require a vote of two-thirds (2/3) of the designated representatives.
- C. Should any provision of these By-Laws be determined to be contrary to law, in whole or in part, the remaining provisions shall remain in full force and effect. Any amendment or other alteration of these By-Laws that is contrary to law or to the Chapter's status shall be invalid and of no force or effect.

IX. Dissolution

In the event the Public Risk Management Association Iowa, Nebraska, South Dakota Chapter, Inc. would dissolve, any assets after creditors have been satisfied will be distributed in equal shares to the government members as soon as possible after dissolution. Each participating government entity will receive an equal share of the assets distributed and will use such assets for public purposes.

X. Inurement

No part of the net earnings of the Chapter will inure to the benefit of, or be distributed to its non-government members, directors, employees or other private persons, except that the Chapter will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II of these By-Laws.

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