

**PUBLIC RISK MANAGEMENT ASSOCIATION – WASHINGTON CHAPTER**  
**BYLAWS**  
(AS OF 12/1/17)

**ARTICLE I – NAME**

The name of this voluntary, non-profit organization shall be PUBLIC RISK MANAGEMENT ASSOCIATION (PRIMA), WASHINGTON CHAPTER, hereafter referred to as the Chapter or WA-PRIMA.

**ARTICLE II – PURPOSE**

The purpose of this organization shall be:

A. 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, and to act in any other manner that will further the best interests of Washington's public entities including federal, state, county, municipal governments, governmental agencies, intergovernmental risk pools, schools, and other special districts in their risk management activities.

B. To strengthen the quality of risk and insurance management through continuing education.

C. To be an educational and research organization for the benefit of governments, governmental agencies, political subdivisions thereof and other special districts.

D. To provide members the opportunity to exchange ideas and to consult with one another, to meet with persons in or associated with public risk management and insurance, and to supply members with risk management information that they can share with their entity.

E. To act in any other manner which will further the best interests of governments, governmental agencies, political subdivisions and special districts in their risk management and insurance activities.

F. No publicity, advertising, or preferred vendor lists shall be posted on the Chapter website or released in the name of the Chapter without the prior simple majority approval of the Board.

**ARTICLE III – FISCAL YEAR**

The fiscal year of the Chapter shall be from January 1 through December 31.

**ARTICLE IV – OFFICES**

The principal office of the Chapter shall be at the place of business of the Secretary. Other offices may be established from time to time as required to carry on the work of the Chapter.

## **ARTICLE V – MEMBERSHIP**

A. Membership in the Chapter will consist of the following categories. General reference to Members in the Bylaws means the Bylaws apply equally to all membership categories.

1. **Government Member** - This category will consist of government entities, political subdivisions thereof, public risk pools, special districts, and school districts that have been approved by the Board of Directors (aka "Board") for admission. Each Government Member is the owner of the membership and will appoint a Designated Representative.

2. **Associate Member** - This category will consist of employees of Government Members, other than Designated Representative. There is no limit to the number of Associate Members a Government Member may have.

3. **Affiliate Members** - This category will consist of organizations and individuals that do not qualify as Government Members. Affiliate Members may not vote or hold office in the Chapter but are entitled to all other benefits of membership. There is no limit to the number of members an Affiliate Member may have, however, all Affiliate Members must be employees of the Affiliate Member.

B. The Board of Directors may create other membership classifications providing that such members shall not have a role in the affairs of the Association nor hold office.

C. Application for Membership

1. All new members must complete a membership application and submit the application to the Treasurer of the Chapter.

2. The Board will make a determination on the membership category if it is not clear from the application.

3. Membership runs from January 1, through December 31.

4. The Board reserves the right to decline a membership application if the applicant does not support the Purpose of the Chapter as stated in **Article II – Purpose**.

5. Any membership may be terminated by the Board for cause, including nonpayment of dues or fees.

## **Article VI – VOTING**

A. Each Government Member is entitled to one vote on all matters up for Chapter vote, including the elections of the Board of Directors. Voting rights are given to the Designated Representative of the Government Member. A Government Member must be in good standing and with current paid dues in order to retain voting rights. The Designated Representative may delegate their voting rights by proxy to any Associate

Member from the same Government Member by notifying the Board of the proxy on their ballot or other voting correspondence prior to voting.

B. Board members may vote as part of membership, if they are the Designated Representative of the Government Member they represent, or have been given the vote by proxy.

C. The Secretary shall collect and tally all votes. The Secretary shall confirm that cast votes are by eligible Designated Representative, or their proxy, and that no Government Member has cast more than one vote.

## **Article VII – DUES AND FEES**

A. Membership dues and fees shall be reviewed annually by Board and if a change is determined necessary, it will only require a simple majority vote of the Board and will be listed in **Exhibit A** of these Bylaws.

B. Members will be notified of annual dues at least sixty (60) days in advance of the first meeting of the membership for the new calendar year, but in all cases no later than March 1<sup>st</sup> of the new membership year for which dues are being collected.

C. Dues run concurrent with each calendar year, January 1, to December 31. New member organizations are allowed to prorate their dues over the course of the calendar year to the most current  $\frac{1}{4}$  of a year. Membership dues can also be paid in full at the current rate and in advance for the next subsequent calendar year when also paying a prorated year's dues. New members are allowed to prorate dues only in the first year of membership or if a lapse in membership exceeds three (3) consecutive years.

D. Dues must be paid in full by membership prior to, or at the first meeting of membership. Members who have not renewed their membership and paid dues prior to the first meeting of the membership will be assessed a Fee to attend the meeting as indicated in Exhibit A of these Bylaws. First-time attendees, as a representative from an inactive, non-member organization can attend a regular Chapter meeting as a guest and at no cost to the attendee (this does not apply to any special event or Workshop).

E. Fees may also be assessed to membership for special events provided a minimum of thirty (30) days advance notice is provided to membership.

F. Dues paid in one membership year, regardless of when paid, cannot be transferred to a future year without a simple majority vote of the Board approving a transfer.

G. Dues are paid in the name of the Government Member and not on an individual basis. Thus, members cannot take their membership with them on an individual basis in the event they change employers.

H. Dues are non-refundable without a simple majority vote of the Board approving a refund.

I. The Board may raise annual dues by no more than 20% upon simple majority vote of the Board. Dues increases in excess of 20% require a simple majority vote of membership and a quorum of at least 15 eligible voting members. Dues increases that require a vote of membership will be conducted during the annual meeting of membership. Upon approval of membership, the dues increase will apply to the next Chapter fiscal year. Dues cannot be raised within the current Chapter fiscal year.

J. The Board cannot raise dues in more than two consecutive membership years without a vote of the membership.

## **Article VIII –THE BOARD OF DIRECTORS**

### **A. Board of Directors**

1. The Board of Directors (referred to collectively as the Board) is the governing board of the Chapter and will give leadership to the Chapter, transact the business of the Chapter, establish policy, and give direction to the President for the execution of such policy.

2. Each member of the Board of Directors must be a Government Member or Associate Member, in good standing, and with paid current dues.

3. The Board of Directors of the Chapter will consist of four Officers including the offices of president, vice president, secretary and treasurer, and three Board Positions, collectively referred to as the Board of Directors. The three Board Positions are as follows:

- a. Board Position 1 – To be filled by immediate succession from Board Position #2 or from eligible membership if Board Position #2 is also vacant.
- b. Board Position 2 - To be filled from eligible membership.
- c. Past President – To be filled by the immediate Past President.

4. Board Position No. 2 and, if applicable, Board Position No. 1 will be filled by vote of eligible chapter voting members during the annual meeting of the Chapter.

5. The term of office for any position will be one (1) year.

6. Any member of the Board may be asked to resign by a vote of simple majority of the Board at any time, at any meeting of the Board called for the purpose of removing that Board member and with a minimum quorum of four Board members present.

7. Board members must notify the Board in the event they lose their status as a Government or Associate Member during their term of office. Such notice shall be given to the Board within thirty (30) days of losing such status.

### **B. Meetings of the Board of Directors**

1. Notices for Board of Director meetings will be posted on the Chapter web site. Prior to each meeting, the President will submit an agenda to the Board for

the meeting. Board members shall submit agenda items to the President at least one week prior to the scheduled meeting.

2. Regular meetings of the Board of Directors, in addition to the annual Board and membership meeting, will be held as often as necessary throughout the year as determined by the Board provided that each Board member is given at least fourteen (14) days prior notice of any such meeting.

3. The President will preside at Board meetings. In the absence of the President, the Vice-President will preside.

4. The Secretary will take minutes of all meetings. Meeting minutes approved by the Board and signed by the President will be posted on the Chapter website within 30 days of the next meeting.

5. Board members may participate in a Board meeting by means of a conference call or by any other means of communication agreed upon by the Board. Such participation shall constitute presence at the meeting.

6. A minimum of four Board members, including either the President or the Vice-President of the Board, shall constitute quorum for the transaction of business at Board meetings. A simple majority of the Board shall rule for voting matters. Voting by teleconference or email or fax voting shall be permitted. In the event of a tie amongst Board members, the issue will be tabled until all Board members can vote on the issue. In the event that the Board consists of an even number due to vacancies, the tie breaking vote will be delegated to the Past-President.

C. Authority of the Board of Directors

1. The Board has the authority to transact business on the behalf of the Chapter including the right to collect dues and fees from membership, contract for services, pay expenses, and maintain banking and investment accounts. Any single business transaction that is to involve an expense of more than \$5,000.00 (five thousand dollars) shall be reported to the Chapter membership at least seven days prior to incurring the expense.

2. The Board, by simple vote of majority, has to approve all transactions involving investments of Chapter monies into certificates of deposit, or other financial savings instruments. Reports of all Chapter investments shall be provided to membership at the annual Chapter meeting or a Special Meeting called for such purpose.

3. The Board shall prepare a proposed annual budget for each forthcoming membership year and present the budget at the annual membership meeting of the Chapter meeting. The proposed budget will be forwarded to membership along with the notice of the annual Chapter meeting.

4. The Chapter shall purchase Director and Officers liability insurance as determined necessary by the Board of Directors. The cost of such insurance will be included in the annual budget.

5. The Chapter will protect, defend, and indemnify, individually and collectively, all members of the Board, from any 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 any member of the Board from acts of gross negligence or acts intended to commit harm.

D. Duties of the Board of Directors

The duties of the Board of Directors are outlined in **Exhibit B** of these Bylaws. The Board may revise and update these duties at its discretion and advise the membership of significant changes during the annual meeting of membership.

E. Vacancies of the Board of Directors

1. In the event a Board member retires from or terminates employment with a Government Member, and does not regain status as a Government Member within sixty (60) days, his or her status as a Board member will be terminated and the office will be considered vacant.

2. In the event of a vacancy of the Board, the vacant position will be filled in accordance with the succession of the Board as outlined in **ARTICLE VIII.F.** The Board may approve by simple majority vote to leave the vacated position unfilled until the next election of the Board, if the Board feels that there is no immediate need to fill the vacant position.

3. If the Board wishes to temporarily fill a vacant position, the Board may appoint an eligible Government or Associate Member to the Board. This appointment will only be valid until the next annual meeting of membership.

F. Succession of the Board of Directors

1. The Vice-President will become President when the President's term has expired or otherwise becomes vacant.

2. Upon completion of the term of President, the President automatically becomes the Past-President.

3. The office of the Vice-President will be filled by the Treasurer when the Vice-President's term has expired or otherwise becomes vacant. If the Treasurer remains in the office of the Treasurer position and is confirmed by the membership, the Vice President office will then be filled by the Secretary.

4. The office of the Treasurer will be filled by the Secretary when the Treasurer's term has expired or otherwise becomes vacant. The Treasurer may request to remain in the office of Treasurer for succeeding terms. The Treasurer may remain in the position with annual membership approval by a majority vote of members present at the annual membership meeting.

5. The office of the Secretary (or Secretary/Treasurer if combined) will be filled from Board Position No.1 when the Secretary's term has expired or otherwise becomes vacant.

6. Board Position No. 1 will be filled from Board Position No. 2 when the Board position has expired or otherwise becomes vacant.

7. The office of the Past-President will be filled by the President from the previous fiscal year.

## **Article IX – NOMINATIONS AND ELECTIONS**

### **A. Nominations**

1. Nomination of candidates for Board positions shall be made by a Nominating Committee which shall consist of a minimum of two Board members.

2. At least 30 days in advance of the annual membership meeting, the Secretary shall post on the Chapter website and forward to all members a notice listing all Board positions for which candidates are sought.

3. Nominations can only be made by the Designated Representative, or a proxy, of a Government Member. Each Government Member may nominate one person for each open position for which candidates are sought.

4. Nominees are restricted to current and paid Government and Associate Members.

5. Nominations shall be returned to the Secretary and can be made by Fax, email, other electronic means, or by mail.

6. Nominations will be accepted on first come, first served basis up to and including the annual Chapter meeting; however, the Board reserves the right to restrict nominations in the event that a single open position has at least three nominees.

7. The Nominating Committee has the right to confirm with each nominee as to whether the nominee has the ability and desire to serve on the Board prior to the election.

8. The Nominating Committee has the right to evaluate each nominee's eligibility to serve on the Board. The Nominating Committee has the right to refuse or reject a nominee or suggest that the nominee consider a nomination for a different open position.

### **B. Elections to the Board – During Annual Membership Meeting**

1. The ballot will contain sufficient blank lines for writing other names at the option of the voter. Ballots will be handed out for voting at the annual membership meeting.

2. Voting is restricted to Government Members. Proxy votes are acceptable but limited to Associate Representatives of the Government Member. Each Government Member is limited to no more than one vote per open position.
3. Votes cast by email, mail, or fax will be collected by the Secretary up until 5:00 p.m. the day before the annual membership meeting. All remaining voting shall be during the annual membership meeting of the Chapter.
4. Board members and Nominees may vote as part of membership, if they are the Designated Representative of the Government Member they represent, or have been given the vote by proxy.
5. The Secretary shall collect and tally all votes, including proxy votes, during the annual membership meeting. The Secretary will validate that all votes have been cast by eligible voting members. The elected nominee for each position will be the nominee with the most votes.
6. In the event of a tie, the Board will determine how to break the tie. The Board has the option of breaking the tie by a vote of at least three Board members.
7. The President will announce the elected positions to membership at the annual Chapter meeting and the Secretary will communicate the results to the entire membership through email and by posting to the Chapter website.
8. The effective term of each newly elected Board member will be the start of the next Chapter fiscal year.

## **Article X - MEETINGS**

### **A. Regular Meetings of Membership**

1. Meetings of the membership will be determined by the Board with meeting notices posted on the Chapter website and emailed, or mailed upon request, at least thirty (30) days in advance of the meeting.
2. The President, or in his/her absence, the Vice-President, will preside during all Chapter meetings.
3. Meetings are open to Government Members, Associate Members, Affiliate Members and anyone from the general public who has an interest in public entity risk management that is consistent with the purpose of this Chapter as defined in **Article II – Purpose**.
4. Matters requiring a vote by membership during any meeting will be determined by a minimum quorum of the Designated Representatives, or by proxy to another member of the same Government Member. Any matter requiring a vote shall require a quorum of ten Designated Representatives (or their proxy). In the event quorum is not reached during a Chapter meeting or a Special meeting, the Board may approve an electronic vote to be held no later than ten (10) days following the meeting. If an electronic vote is chosen, the



Board shall post notice on the Chapter website and notify membership of the vote by email. Ballots shall be collected no later than fourteen (14) days after posting notice. Quorum for electronic voting shall be the same as stated above.

**B. Annual Chapter Meeting**

1. The annual meeting of the Chapter will be the last meeting of the fiscal year. Membership will be notified of this meeting at least thirty (30) days in advance by email and by notice on the Chapter website.

2. The annual meeting of the Chapter will be used to transact business, conduct elections, approve the forthcoming budget, approve proposed changes to the Chapter Bylaws, and vote on any other matters that require such a vote.

3. Voting during the annual meeting of membership, including quorum for elections, will be as described above in **Article X.A.4.**

4. Board members may vote as part of membership, if they are the Designated Representative of the Government Member they represent, or have been given the vote by proxy.

5. Minutes of the annual Chapter meeting will be kept by the Secretary and will be emailed out to membership and posted on the Chapter website.

**C. Special Meetings**

1. Special meetings of the Chapter may be called at any time with at least thirty (30) days advance notice by majority consent of the Board, or upon written request of a quorum of at least ten (10) Government Members.

2. Voting during any Special meeting that requires a vote shall follow the same voting process as described above in **Article X.A.4.**

**Article XI - COMMITTEES**

The Board may establish ad hoc committees as it deems appropriate.

**Article XII - BYLAW AMENDMENTS**

A. Proposed substantive changes to these Bylaws require approval by the Board by a simple majority of the Board followed by a vote of membership prior to amending the Bylaws.

B. Approved changes to the Bylaws will go into effect starting with the next Chapter fiscal year.

C. Amendments to the Bylaws may be proposed by any Government Member in good standing or by any member of the Board. Proposed amendments must be submitted to the Board in writing, by mail, email, or Fax.

D. Following Board member approval, membership will be notified of the proposed amendments to the Bylaws at least thirty (30) days in advance of the annual membership meeting. Amendments to the Bylaws will require a vote of approval of two-thirds (2/3) of the Designated Representatives, or their proxy, who are present. A quorum of ten (10) eligible voting members is needed to vote on the proposed amendments. There is only one allowed vote per Government Member.

E. Approved amendments to the Bylaws will be sent by email to membership and posted on the Chapter website.

F. In the event all or part of any provision of these Bylaws is determined to be contrary to law, the remaining provisions shall remain in full force and effect. Any amendment or other alteration of these Bylaws that are contrary to law or to the status of the Chapter shall be invalid and of no force or effect.

### **XIII. Dissolution**

In the event that the Public Risk Management Association, Washington Chapter dissolves, any assets, after creditors have been satisfied, will be distributed in equal shares to current eligible Government Members as soon as possible after dissolution. Each participating Government Member will receive an equal share of the assets distributed and will use such assets for public purposes. No part of the net earnings of the Chapter will inure to the benefit of, or be distributed to, its Affiliate Members, Non-Members, the Board of Directors, 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 to further the purposes set forth in **Article II – Purpose** of these Bylaws.

### **XIV. Records Retention**

The following retention schedule will be followed and kept in the storage of the Secretary or the Secretary/Treasurer if those offices are combined. Should any retention schedule be found to be in conflict with State of Washington retention schedule requirements, the State schedule shall be followed.

- A. All Minutes Other Than Annual Membership Meeting Minutes– 5 years
- B. Annual Membership Meeting Minutes - Indefinite
- C. Contracts – Termination plus 6 years
- D. Correspondence – 5 years
- E. Financial Records – 6 Years
- F. Article of Incorporation – Indefinite
- G. Receipts in excess of \$100.00 – 5 years
- H. Insurance policies – Indefinite

**EXHIBIT A**  
**Fee Schedule**

A. These dues shall remain in effect unless otherwise changed in accordance with these Bylaws.

1. Government Member - \$150.00 per year includes the Designated Representative and one Associate Member; additional Associate Members may attend Chapter meetings by paying the appropriate per person fee at the meeting ( or joining as a Government Member with Multiple Associate Members).

2. Large Government/Risk Pool Member - \$350.00 per year includes the Designated Representative and four Associate Members; additional Associate Members may attend Chapter meetings by paying the appropriate per person fee at the meeting.

3. Affiliate Members - \$350.00 per year includes two Affiliate Members.

B. These fees shall be approved by the Board unless otherwise changed in accordance with the Bylaws.

1. Each Government and Large Government membership includes meeting fees for the single Designated Representative and the appropriate number of Associate Members. Each additional Associate Member, beyond the approved number shall be charged \$20.00 per meeting provided that the Government Member is current in dues paid and in good standing. In the event the Designated Representative does not attend a meeting – a substitute employee may attend at no additional cost.

2. Affiliate Members – Affiliate Members are entitled to two members at a Chapter meeting; additional members shall be charged a fee of \$20.00 per meeting.

3. General Public – Any member of the public who is not a current paid Government or Affiliate Member shall be charged a fee of up to \$50.00 per meeting. This includes any former Government or Affiliate Member that is not current in dues for the current calendar year. The Board shall set the fee based on the length, content, and food/beverage service provided by the Chapter at the meeting. The fee to be charged shall be published on all meeting announcements.

**EXHIBIT B**  
**Duties of the Board of Directors**

**PRESIDENT:**

1. The President's activities shall support the purpose of the Chapter. The President shall preside at all Board and Chapter meetings and shall perform all duties and have the authority incident to the Office of President.
2. Call Board meetings as needed.
3. Shall have signature authority on all banking and savings/checking accounts.
4. Appoint such committees as are required for proper functioning of the Chapter, with approval of the Board.
5. Oversee the annual elections for Officers and Board Positions including overseeing the Board in the evaluation and selection of qualified nominees open positions.
6. Assist Officers and the Board Positions in the completion of their tasks for the Chapter.
7. Transfer all applicable records to the next President.
8. Ensure that signatures for all bank and saving/checking accounts are current.
9. Determine along with the Board as to whether an independent annual review of the financial statements or review the financial statements audit conducted by a qualified person is needed.
10. Appoint a member of the Board the duty of maintaining the Chapter website.
11. Upon conclusion of term, will fill the Past-President Board position.

**VICE-PRESIDENT:**

1. The Vice-President's activities shall support the purpose of the Chapter.
2. In the absence or disability of the President, possess all the powers and discharge all the duties of the President.
3. Coordinate the program for all meetings of the full Chapter.
4. Attend Board and Chapter meetings.
5. Have signature authority on all banking and checking/saving accounts.
6. Transfer all records of the office to the next Vice-President.
7. Upon conclusion of the term, assume the office of President.

**TREASURER:**

1. The Treasurer's activities shall support the purpose of the Chapter.
2. Maintain supervision of the financial operations and have custody of all funds of the Association.
3. Have signature authority on all financial accounts.
4. Deposit all moneys received in a bank or account approved by the Board.
5. Maintain records of current paid members and membership applications.
6. Issues receipts for dues and fees upon request.
7. Provide Chapter financial updates at each Chapter meeting and Executive Board meeting.
8. Prepare the annual prospective budget to be approved by the Board and presented to membership.
9. Arrange for audit of financial records if requested by the Board.
10. Accept registrations and make disbursements for annual meeting.

11. Provide to the Secretary for distribution membership dues invoices to current, former and prospective members at least sixty (60) days in advance of the first chapter meeting of the new membership year, but no later than March 1<sup>st</sup>.
12. Attend Board and Chapter meetings.
13. Reconcile the Chapter checking account with bank statements on a monthly basis.
14. Provide for timely transfer of financial records upon leaving office to new Treasurer.
15. Upon completion of term, Treasurer will move to the office of Vice-President unless a majority vote approves a Treasurer's request to remain in the Treasurer position.

### **SECRETARY:**

1. The Secretary's activities shall support the purpose of the Chapter.
2. Prepare and retain minutes of the Chapter and the Board and see that they are posted on the Chapter website.
3. Maintain an electronic up-to-date roster of current dues paid members by Membership category along with current email addresses.
4. Maintain all official Chapter records, with the exception of financial records.
5. Provide advance notice by email of all meetings to Board members and membership.
6. Prior to the annual meeting of the Chapter, ensure all members have been sent copies of election nominees, proposed By-Law changes, and the prospective Chapter budget.
7. Upon completion of the balloting for officers, By-Law amendments or other election, tally and announce the election results as soon as determined.
8. Attend Board and Chapter meetings.
9. Keep the official copy of the Chapter Bylaws and makes copies available to active members.
10. Produce or maintain records of official correspondence of the Chapter.
11. Send by email to membership all Chapter announcements such as job postings, meeting notices, and all documents needed for the annual Chapter meeting.
12. Provide for timely transfer of Chapter records upon leaving office to the new Secretary.
13. Distribute dues invoices to members as provided by the Treasurer.
14. Upon completion of term, Secretary will move to the office of Treasurer unless the Treasurer position remains filled by election at the annual business meeting. If the Treasurer position is filled, then the Secretary will move to the office of the Vice President.

### **BOARD POSITIONS 1, 2, AND Past-President:**

The Board Positions shall provide a continuity of leadership, direction and supervision of the affairs of the Chapter. They shall make themselves available to the Officers and membership concerning any matter related to the goals and purposes of the Chapter. Board Positions may be delegated special duties by the President as required for such purposes as membership, Chapter web site upkeep, communications, and industry liaisons. Board Positions shall attend Board and Chapter meetings. Board Positions 1 and 2 are elected positions and will move up respectively to succeed the next higher Board position or Chapter Officer upon completion of their term.