



**PUBLIC RISK MANAGEMENT ASSOCIATION (PRIMA)  
MARYLAND CHAPTER  
BYLAWS**

**I NAME**

The name of this organization will be the Public Risk Management Association Maryland Chapter, Inc. (Chapter.)

**II PURPOSE**

The purposes of the Chapter shall 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 the Public Risk Management Association, (PRIMA), a not-for-profit District of Columbia corporation, 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 risks 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 PRIMA. 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, or his or her designee.

- 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, 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, and four (4) 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 Bylaws or the Articles of Incorporation.

The Secretary shall keep the minutes of this Chapter and the minutes of the Board of Directors. The Secretary shall keep a roster of the membership and all records for this Chapter and shall give advance written notice of all meetings to members as provided herein. The Secretary shall be responsible for transferring these records to his or her successor.

The Treasurer shall have general supervision of the financial operations of this Chapter, and shall have custody of all funds of the Chapter and shall deposit all monies received in a bank or banks approved by the Board of Directors. Drafts or checks against bank accounts in payment of the obligations of this Chapter shall be signed by the Treasurer and another officer (or officers) to be designated by the Board of Directors. The Treasurer shall prepare financial statements for presentation to the membership no fewer than one time each year. The Treasurer shall be responsible for transferring all financial records to his or her successor.

- 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 non-profit organization whose voting membership consists solely of government entities.
- D. The regular annual meeting of the Board of Directors will be held in the month of January. 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.

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 meeting.

## **V. NOMINATIONS AND ELECTIONS**

- A. Three months prior to the annual meeting, 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 State of Maryland.
- B. The Nominating Committee will select the candidate or candidates to run for each opening as director, based upon evaluation of applications for nomination, which will be mailed to the membership one month prior to the annual meeting. The Board will set the criteria for evaluation. The Nominating Committee will set the deadlines for receipt of applications as well as for receiving ballots and will establish procedures for nomination by petition. 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. The candidates for President and Vice President will be selected from the directors who are currently completing their term of office. In the event that no directors are able and willing to be a candidate for the office of President, nomination may be completed from among those qualified Designated Representatives in the Chapter who have completed a term as Vice President but have never served as President.

In addition to any eligible director currently serving on the Board, a designated representative of a member government who has served previously on the Board as a director will be eligible to petition to be on the ballot.

- D. The terms of office for all directors will be two years.
- E. In the event a director, during his/her term of 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. A new director will be elected at the next annual meeting of the Chapter.
- 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 another director, 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 any other Past President.
- J. The newly elected directors of the Chapter will commence their terms of office immediately following their election.
- 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 in January of each year on a date and at a place designated by the Board of Directors, giving at least thirty (30) days notice to the membership. In the event the annual meeting cannot be held in January, the Secretary will mail a written notice to each member of the date, time and place of such meeting - at least thirty (30) days in advance thereof.
- B. All matters requiring a vote will be determined by a plurality of those eligible voting members, with the exception of amendments to the Bylaws, which require a two-thirds (2/3) vote as specified in section VIIIA.
- C. The election of Chapter officers and directors may not be conducted by mail ballot. All other matters requiring a vote of the membership may be conducted by mail ballot (US Postal Service or electronic) or at the annual or special meetings of the Chapter.
- D. In the absence of the President from any Chapter meeting, the Vice President will preside.
- E. 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 chaired by the Past President, and will include those members appointed by the Board.
- 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 Bylaws by two-thirds (2/3) of the Board of Directors, the membership will be notified of the proposed amendments to the Bylaws at least thirty (30) days in advance of the proposed vote. Amendments to the Bylaws so referred to the membership will require a vote of approval of two-thirds (2/3) of voting members present and voting at any annual or special meeting of the Chapter.
- B. Any Designated Representative of a government member of the Chapter may propose a change in the Bylaws 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 Bylaws 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 Bylaws 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 Maryland 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-governmental 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 Bylaws.

## **XI FISCAL YEAR**

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

## **XII BYLAW ADOPTION**

This Bylaw has been approved and accepted by the membership on January 25, 2008 and is to be submitted for approval of PRIMA. Any amendment to this Bylaw will be submitted to PRIMA for review and approval.