

Risk and Insurance Management Society, Inc. (RIMS)

Long Island Chapter Constitution and Bylaws

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ARTICLE I - NAME

The name of this organization shall be "The Long Island Chapter of the Risk and Insurance Management Society, Inc." (hereinafter referred to as the "Chapter"). (The Risk and Insurance Management Society, Inc., shall hereinafter be referred to as "RIMS" or the "Society".) The Chapter name shall be abbreviated, when appropriate, as; LIRIMS.

ARTICLE II - OBJECTIVES AND POWERS

Section 1. Objectives. The objectives of the Chapter shall be:

- A. To promote the discipline of risk management and enhance the image of the risk management professional.
- B. To foster the educational and professional development of risk managers, as well as others within the risk management and insurance communities.
- C. To influence legislation and regulation at the federal, state and provincial levels, for the benefit of its members.
- D. To develop and promote products and services which meet the needs of its members.
- E. To provide forums for the free exchange of ideas and viewpoints among its members.
- F. To promote a competitive insurance marketplace and the development of insurance products which benefit all insurance consumers.
- G. To foster relationships with other professional societies and organizations in order to advance its objectives; and
- H. To abide by the Constitution and Bylaws of RIMS.

Section 2. Powers. The Chapter shall have power to engage in any legal, ethical and moral activity to further the objectives listed above in section 1; provided, however, that the Chapter shall not have any power to incur financial or other obligations for which RIMS may be responsible without the approval of the RIMS Board of Directors.

ARTICLE III - MEMBERSHIP

Section 1. Classes of Membership.

A. Class I – Organizational Members

1. An Organizational Member must:

- employ at least one individual with risk management responsibilities;
- subscribe to the objectives of RIMS;
- agree to abide by RIMS' Constitution and Bylaws and this Chapter Constitution and Bylaws;
- have been accepted for membership by the Chapter, or for non-chapter membership by RIMS Director of Membership & Chapter Services (or other staff equivalent position) after taking into consideration geographic location, travel time and other extenuating circumstances;
- at all times be represented by one or more Professional Member(s) (subject to eligibility requirements) who is a compensated employee of the Organizational Member (or affiliated entity of the same economic family); and
- pay Society and Chapter membership dues as fixed by the respective Boards of Directors.

A wholly-owned subsidiary of an Organizational Member that has its own risk management department and/or individual(s) performing the risk management function solely for the subsidiary must have its own membership.

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2. An Organizational Member may:
 - designate two Professional Members for its membership dues. Only one Professional Member, so designated as the primary Professional Member, may exercise the voting rights of the Organizational Member; and
 - designate additional Professional Members for a fee set by RIMS Board of Directors.
 - May designate one Professional Member to be the primary representative with voting rights in the Long Island Chapter when their primary membership is with another chapter provided that the Organization has paid the additional chapter dues for the Long Island Chapter.

 3. A Professional Member shall have responsibilities for risk management, insurance management or other functional area within the risk management process, and/or strategic and operational risk integration. A Professional Member must be employed by or work exclusively for the Organizational Member or an affiliated entity in the same economic family.
- A Professional Member:
- a. must perform one or more of the following risk management functions for the benefit of the Member and if applicable, for an affiliated entity of the same economic family:
 - risk administration;
 - risk assessment;
 - self-administered claims administration;
 - loss control;
 - safety
 - business resilience & continuity
 - emergency planning
 - security
 - benefits administration
 - risk financing; or
 - funding / selection/administration relative to property / casualty or employee benefits programs.

 - b. must not engage in any of the following prohibited activities for any nonaffiliated entities:
 - underwriting of insurance;
 - selling or brokering of insurance;
 - regulating of insurance;
 - rating of insurance;
 - actuarial services relating to insurance;
 - investigation and/or settlement of losses;
 - providing risk management or employee benefits-related services, including but not limited to risk management consulting, rehabilitation, mediation, environmental services, disaster recovery, etc.;
 - providing legal services; or
 - executive recruitment and/or personnel recruitment.

 - c. may vote, hold office and chair or serve on a committee.

B. Class II - Honorary Members

Society Level Honorary Members

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An Honorary Membership may be conferred only by the Board of Directors of RIMS on a person deemed worthy of such a distinguished honor. An affirmative vote of at least two-thirds (2/3) of the entire Board of Directors is needed to confer an Honorary Membership.

A Nominee for Honorary Membership:

- must have served as an officer or director of the Society or has received one of the following awards: the Harry and Dorothy Goodell Award, the Donald M. Stuart Award, the Richard W. Bland Memorial Award and has made outstanding contributions to the advancement of RIMS, or if not eligible to be a deputy member of RIMS, must have made contributions to risk management/benefits and/or the insurance industry which are considered to be unusually outstanding as determined by RIMS Board of Directors;
- must not be a RIMS member, except for retired, at the time of nomination; and must have been a RIMS member for at least ten years;
- must be nominated by at least four (4) Members

RIMS Board of Directors shall evaluate and consider each nomination.

Honorary Members:

- must subscribe to the objectives of RIMS;
- must agree to abide by RIMS' Constitution and Bylaws;
- pay no dues;
- may not vote;
- may not hold office;
- may act as an advisor to a committee at the discretion of the committee chair;
- are afforded the privileges of RIMS membership, whenever RIMS or its Chapters differentiates between members and nonmembers, unless otherwise specified; and
- are not required to be a member of a chapter.

An Honorary Membership shall be conferred on an individual for the duration of that person's life.

The Chapter may grant a Chapter Honorary Membership as it deems appropriate, pursuant to the above criteria. The Chapter Honorary Membership will be recognized by the Chapter only and does not entitle the honoree to the benefits associated with membership in RIMS.

C. Chapter Level Honorary Members

An Honorary Membership in the Long Island Chapter of RIMS may be conferred only by the Board of Directors of the Long Island Chapter of RIMS on a person deemed worthy of such a distinguished honor. An affirmative vote of at least two-thirds (2/3) of the entire Board of Directors is needed to confer an Honorary Membership.

A Nominee for Honorary Membership:

- must have served as an officer or director of the Chapter or has received one of the following awards: the Harry and Dorothy Goodell Award, the Donald M. Stuart Award, the Richard W. Bland Memorial Award and has made outstanding contributions to the advancement of RIMS, or if not eligible to be a deputy member of RIMS, must have made contributions to risk management/benefits and/or the insurance industry or the Chapter which are considered to be unusually outstanding as determined by Chapter Board of Directors;
- must not be a RIMS member, except for retired, at the time of nomination; and must have been a RIMS member for at least ten years;
- must be nominated by at least three Professional Members in a written statement addressed to the President of the Chapter, signed by each, specifying the grounds upon which the

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nomination is made and documenting the contributions of the nominee to RIMS, risk management and the Chapter.

- must submit a completed application to RIMS Board of Directors for consideration.

Honorary Members must comply with the following:

- must subscribe to the objectives of RIMS;
- must agree to abide by RIMS' Constitution and Bylaws and the Constitution and Bylaws of the Long Island Chapter;
- pay no dues;
- may not vote;
- may not hold office;
- may act as an advisor to a committee at the discretion of the committee chair;
- are afforded the privileges of Chapter membership, whenever Chapter differentiates between members and nonmembers, unless otherwise specified; and
- are not required to be a member of a chapter.

An Honorary Membership shall be conferred on an individual for the duration of that person's life.

D. Class III - Educational Member

An individual whose primary occupation is as a faculty member at an institution of higher learning or chairing a department at such an institution may be extended the opportunity to be an Educational Member. This membership shall be carried with the faculty member from educational institution to educational institution.

An Educational Membership shall not be affected if the Educational Member engages in other employment, even if in that other position the Educational Member would not be eligible to be a Professional Member of RIMS, so long as education remains the member's primary occupation at an institution of higher learning. However, in the event the primary occupation of an Educational Member is no longer education, such Educational Member status shall terminate, with no refund of any pro rated dues amount.

Educational Members:

- must subscribe to the objectives of RIMS;
- must agree to abide by RIMS' Constitution and Bylaws;
- pay dues, which shall be fixed by the Board of Directors;
- may not vote;
- may not hold office;
- may act as an advisor to a committee at the discretion of the committee chair;
- are afforded the privileges of RIMS membership, whenever RIMS or its Chapters differentiates between members and nonmembers, unless otherwise specified; and
- must re-qualify for such membership every five (5) years and if their teaching assignments or activities within RIMS change, such membership may be subject to termination.

The Chapter may grant a Chapter Educational Membership as it deems appropriate, pursuant to the above criteria. The Chapter Educational Membership will be recognized by the Chapter only and does not entitle the Educational Member to the benefits associated with membership in RIMS.

E. Class IV - Student Member

A Student Membership may be granted to a full-time student enrolled in at least twelve (12) credit hours per term in a college or university; provided such individual is not otherwise eligible for membership in another class. Student Members should be members of their local RIMS Chapter, to the extent possible given the student's location relative to the Chapter area. Upon graduation or acceptance of employment in the area of risk management, insurance or benefits, or the acceptance of any position involving the

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prohibited activities listed in Section 1(A)(3)(b), such Student Member status shall terminate, with no refund of any prorated dues amount.

Student Members:

- must subscribe to the objectives of RIMS;
- must agree to abide by RIMS' Constitution and Bylaws;
- may not vote;
- may not hold office;
- may join committee activities at the discretion of the committee chair;
- are afforded the privileges of RIMS membership, whenever RIMS or its Chapters differentiates between members and nonmembers, unless otherwise specified; and
- pay dues, which shall be fixed by RIMS' Board of Directors.

The Chapter may grant a Chapter Student Membership as it deems appropriate, pursuant to the above criteria. The Chapter Student Membership will be recognized by the Chapter only and does not entitle the Student Member to the benefits associated with membership in RIMS.

F. Class V - Transitional Member

A Transitional Membership may be granted to a current Professional Member upon that individual's separation from his/her current place of employment. Upon acceptance of employment in the area of risk management, insurance or benefits, or the acceptance of any position involving the prohibited activities listed in Section 1(A)(3)(b), such Transitional Member status shall terminate, with no refund of any prorated dues amount.

Transitional Members:

- must subscribe to the objectives of RIMS;
- must agree to abide by RIMS' Constitution and Bylaws;
- may enjoy such membership for a maximum of two continuous years from the date of separation from the Member;
- may continue to serve as a Chapter or Society officer or committee member until the expiration of his/her existing term, but may not seek reelection to that office, or election to any other office, and may not be re-appointed to a committee, upon the expiration of such existing term;
- may not vote, except as described immediately above;
- are afforded the privileges of RIMS membership, whenever RIMS or its Chapters differentiates between members and nonmembers, unless otherwise specified; and
- shall pay discounted membership dues, which shall be fixed by RIMS' Board of Directors.

When a Professional Member, serving on the Chapter Board, transfers to Transitional Status, the Chapter will pay the society dues for up to two years while the Transitional Member continues to serve on the Chapter Board. If the Transitional Member ceases to serve on the Board, the Chapter will no longer pay for the Transitional Member's Dues.

The Chapter may grant a Chapter Transitional Membership as it deems appropriate, pursuant to the above criteria. If the Transitional Member held the position of RIMS Delegate, he or she must immediately resign as RIMS Delegate but may continue to serve on the Chapter Board in another capacity during the transitional period. The Chapter Transitional Membership will be recognized by the Chapter only and does not entitle the Transitional Member to the benefits associated with membership in RIMS.

G. Class VI - Associate of the Society

An individual may be extended the opportunity to be an Associate of the Society if he/she can confirm their commitment to uphold and further the risk management discipline.

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An Associate of the Society:

- must not be eligible to be a Professional Member of a corporation or other legal entity eligible for Class I membership, as described above in Section 1(A); and
- must not be eligible to be a Professional Member, as described above in Section 1(A), for a current Organizational Member.

Associates of the Society:

- must subscribe to the objectives of RIMS;
- must agree to abide by RIMS' Constitution and Bylaws;
- may only vote on Chapter matters, if serving as a Chapter Director;
- may serve as a Director of the Chapter [limit of two (2) Associates];
- may not serve as an Officer of the Chapter;
- may act as an advisor to a committee at the discretion of the committee chair;
- must be an Associate of a local Chapter, unless accepted for non-chapter membership by RIMS Director of Membership & Chapter Services (or other staff equivalent position) after taking into consideration geographic location, travel time and other extenuating circumstances;
- are afforded the privileges of RIMS membership, unless otherwise specified;
- must pay dues, which shall be fixed by RIMS' Board of Directors; and
- must be employed by a company that is an Associate Member of the Long Island Chapter.

The Chapter may grant a Chapter Associate Membership as it deems appropriate, pursuant to the above criteria. The Chapter Associate Membership will be recognized by the Chapter only and does not entitle the Associate of the Chapter to the benefits associated with membership in RIMS.

The Long Island Chapter will grant Chapter Associate Membership to individuals or companies who support the efforts of the Long Island Chapter and / or the risk management/insurance/employee benefits community. Each Chapter Associate Member Company may have one or more individuals representing their organization as Chapter Associate Members of the Long Island Chapter.

Associates of the Long Island Chapter, including those maintaining the Associates of the Society membership are entitled to participate in all "Open" chapter meetings and events and are not entitled to participate in those meetings or events restricted to Professional or other classes of membership.

Associate of the Chapter dues will be collected annually directly by the Chapter. Any Associate of the Society who's company fails to maintain an active membership in the Chapter will have their Chapter membership terminated until such time as their Chapter dues is no longer in arrears.

H. Class VII – Retired Member

A Retired Membership may be extended to an individual who was previously employed in risk management or one of its related specialties and who was previously a Class I Professional Member, a Class III Educational Member or a Class VI Associate Member of RIMS prior to retirement.

A Retired Member:

- must have previously been a Class I Professional Member, a Class III Educational Member or a Class VI Associate Member of RIMS;
- must be fully retired (i.e., does not practice or work full time in a risk management capacity, as would make him or her eligible to be a member of RIMS in any other Class).
- A Retired Class VII Member may continue to provide part time consulting within the risk management field.

Retired Members:

- must subscribe to the objectives of RIMS;
- must agree to abide by RIMS' Constitution and Bylaws;

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- may be a member of a local chapter;
- must pay dues, which shall be fixed by RIMS' Board of Directors;
- may vote, hold office and/or serve as a chair or vice chair of a committee, and may serve as a voting member of a committee; and
- are afforded the same privileges of membership such individuals had received as Professional Members or Associates, as the case may have been, unless otherwise specified.

The Chapter may grant a Chapter Retired Membership as it deems appropriate, pursuant to the above criteria. The Chapter Retired Membership will be recognized by the Chapter only and does not entitle the Retired Member of the Chapter to the benefits associated with membership in RIMS

I. Class VIII – Associate of the Chapter

Associate of the Chapter Membership may be granted to companies who support the mission of the Long Island Chapter. Any employee of an Associate of the Chapter may participate in open activities and meetings of the Chapter. Employees of an Associate of the Chapter may join RIMS as an Associate of the Society without having to pay a separate membership fee to the Chapter.

J. The Executive Committee of RIMS Board of Directors is empowered to: resolve cases of doubt as to eligibility; review admissions as to eligibility; refuse admission to entities or individuals whose inclusion would not be in the best interest of RIMS; and terminate a membership by reason of ineligibility that has come about subsequent to admission. Exclusion from or termination of membership may be appealed by a RIMS Director to RIMS Board of Directors, who may overrule the action of RIMS Executive Committee by a majority vote of the entire RIMS Board of Directors at an in person meeting specified in Article VI, Section 7, of RIMS Constitution and Bylaws. Nothing herein deprives a Chapter of the right to refuse Chapter admission to an applicant where the Chapter has the discretion to do so.

Section 2. Termination of Membership.

- A. Resignation. Any membership may be resigned by filing a written resignation with RIMS and RIMS shall make the information available to the affected Chapter. Such resignation shall not discharge any obligations to pay dues, assessments, or other charges accrued and unpaid. No refund shall be made on any unexpired portion of dues.
- B. Suspension or Expulsion. Any member who fails to pay dues when payable or within ninety (90) days thereof, or who becomes ineligible for membership, may be forthwith suspended by the RIMS Director of Membership & Chapter Services, or other equivalent staff position, but shall be reinstated without reelection if within two months of such suspension the condition which caused the suspension is remedied. Notice of any action taken hereunder shall be given to the President of the Chapter.
- C. Any membership may be terminated by action of RIMS Board of Directors, if after forty-five (45) days written notice to the Member or individual, and the Chapter, and hearing before RIMS Board of Directors, if requested by the Member or individual, RIMS Board of Directors by a two-thirds (2/3) vote finds the Member or individual guilty of unethical conduct or conduct prejudicial to the best interests of RIMS.

Section 3. Meetings of Membership.

- A. Annual Meeting. The Annual Meeting of the Chapter shall be held during the month of March, unless otherwise designated by the Board of Directors. The Annual Meeting shall be held on Long Island at any place specified by the Chapter's Board of Directors. Notice of the annual meeting shall be sent to all Chapter members at least seven (7) days in advance of the meeting and placed in the chapter newsletter or on the chapter Web site and shall constitute adequate notice.

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- B. Special Meetings. Special Meetings of the Chapter may be called by the President of the Chapter, and shall be called upon the request of a majority of the Chapter Board of Directors or upon a written application of 10 percent, or not less than four (4) primary Professional Members, whichever is greater, of the Chapter members. Requests or applications for special meetings shall be sent to the Chapter President. Notice of such meetings, stating the business to be transacted, shall be sent to all Chapter members at least seven (7) days in advance. Business not on the agenda shall not be considered.
- C. Regular Meetings. Regular Meetings of the Chapter shall be held at such time and place as may from time to time be approved by the Chapter Board of Directors. The Chapter shall meet at least four (4) times per year, with one of those being the Annual Meeting.
- D. Voting. Only one of the Professional Members representing a Class I member entity shall exercise a vote at a meeting of the Chapter. In the event both the primary Professional member and one or more alternate Professional Members of a Class I member are present at the meeting at which a vote is to be taken, the primary Professional Member shall exercise the vote on behalf of the Class I member. Voting by proxy shall be permitted at Chapter meetings provided a single and only a single written proxy for a member, valid only for the specified meeting and signed by an authorized Professional Member, shall be filed ten (10) days in advance of such Meeting with the Chapter Secretary. Retired Class V Members will have voting rights and be eligible to exercise an individual vote regardless of whether they were previously employed by an organization who is a member with voting rights.
- E. Quorum. The Chapter members present shall constitute a quorum at any meeting of the Chapter.
- F. Reports. The Chapter shall regularly maintain and submit to RIMS written notices of meetings, minutes of meetings, financial reports, updated Constitution & Bylaws and such other records and information as may be reasonably requested by RIMS.

ARTICLE IV - DUES COLLECTION

Section 1. Society Dues. Members shall pay Society dues directly to RIMS' principal office or an alternate location as indicated on the dues invoice.

Section 2. Chapter Dues. At the option of the Chapter, members and associates as applicable shall pay Chapter dues as follows:

- A. Directly to RIMS' principal office or alternate location, along with that member's or Associate's Society dues. RIMS shall then return to the Chapter all Chapter dues as soon as possible, but not later than sixty (60) days after receipt; or
- B. Directly to the Chapter.

ARTICLE V - RIMS DELEGATES

The Chapter's Board of Directors shall elect, at its Annual Meeting, one of its Professional Members to serve on the House of Delegates of RIMS for a two (2) year term. Said two-year term shall commence on the first (1ST) day of January [*Chapter may use another date*]. Delegates may be elected to successive terms [* Unless Chapter elects to have term limits. See Art. VI, Section 4.] The Delegate shall serve as a voting member of the Chapter Board, as well as a voting member of RIMS House of Delegates.

A Delegate elected to be a RIMS Director shall serve as such Director only and the Chapter shall designate another Delegate to complete the Delegate's unexpired term.

The Chapter shall notify RIMS at RIMS' principal office, in writing and within fifteen (15) days of election, of the Delegate elected, along with the name of the member company in which the Delegate is employed.

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The Delegate acts as communication liaison between the Chapter and the RIMS leadership, representing the Chapters' concerns and interests to RIMS at large, as well as reporting on RIMS directions and activities at the local Chapter level. It is the Delegate's responsibility to communicate to the Chapter when it is necessary to make changes in the Chapter Constitution and Bylaws required to comply with constitutional changes in the RIMS Constitution and Bylaws.

In the event that a Delegate cannot be present at a meeting of the House of Delegates, the Chapter may designate an alternate Delegate by providing written notification of the name and address of the alternate Delegate to the Secretary of RIMS prior to the commencement of the meeting of the House of Delegates.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. General Powers. The Chapter's Board of Directors shall elect officers of the Chapter and shall assume the general management of all affairs of the Chapter.

Section 2. Composition. The Chapter's Board shall consist of a minimum of four (4) and a maximum of nine (9) Directors, of which two (2) may be Associate Members. Directors shall be elected at the Annual Meeting by a majority of those members present at the meeting. Those elected shall take office on the 1st day of May; and shall serve until the expiration of their term of office or until their successors have been elected and qualified. Chapter Directors shall be Professional Members or Associate Members (maximum of 2) of RIMS. The Chapter President and the Chapter Delegate to the RIMS House of Delegates shall be Professional members of the Chapter Board of Directors.

Section 3. Election of Directors.

The Directors of the Chapter shall be elected by the Membership as follows:

- A. The Nominating Committee shall deliver to the Secretary of the Chapter, not later than the 1st day of March the names of its nominees for Directors, together with a signed acceptance from each.
- B. Candidates, other than those selected by the Nominating Committee, shall be placed in nomination at the written petition of no fewer than four (4) members. The petition shall be valid if accompanied by a signed acceptance from each candidate and if filed with the Chapter Secretary not later than fifteen (15) days prior to the date of the Membership Vote Mailing (by March 15) of the Chapter.
- C. Only candidates placed in nomination as herein provided shall appear on the ballot to be voted upon in the annual election, as described in subsection (D), below.
- D. The Chapter Secretary shall mail or email to the Chapter Membership not later than the 15th day of March, a ballot for the annual election containing the names of all candidates for Directors (Membership Vote Mailing). The return date of the voted ballot shall be 1st day of April. Chapter Secretary shall certify the election results at the Annual Meeting of the Chapter Membership.

Section 4. Term Limits. The Chapter will not have or mandate term limits.

Section 5. Resignations. Directors may resign at any time by giving written notice to the Chapter Secretary and such resignation shall take effect at the time specified therein.

Section 6. Removals. A Director may be removed from office upon a two-third (2/3) vote of the Chapter Board of Directors, taken at a meeting of the Board of Directors held at least thirty (30) days after notice in writing is given to all Directors that such removal action will be considered and the reason(s) therefore.

Section 7. Vacancies. Vacancies on the Chapter Board shall be filled by action of the Chapter Board. If a vacancy occurs with less than 90 days to the next annual election, the position may, at the Chapter

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Board's discretion, remain vacant until the annual election, at which time it shall be filled via the annual election process. Any person selected to fill a vacancy shall serve the unexpired term of the Director he/she succeeds. The Chapter may leave vacant, one or more open Director positions at the discretion of the Board of Directors provided that notice has been sent to all members advising of the vacancy and solicitation for candidates.

Section 8. Meetings.

- A. Annual Membership Meeting. The Chapter Secretary shall schedule an annual meeting of the Membership between April 1st and April 30th.
- B. Annual Board Meeting. The Chapter Board of Directors shall meet as soon as practicable after the Annual Meeting for the election of Officers and transaction of any additional business as may properly come before the meeting.
- C. Special Board Meetings. Other Meetings of the Chapter Board of Directors, in person or by correspondence, may be called by the President at the President's discretion, and shall be called upon the request of members of the Board of Directors. Notice of such meetings, stating the business to be transacted, shall be given to all members of the Chapter Board of Directors at least fifteen (15) days in advance. Balloting by mail or email shall be allowed for meetings by correspondence only. Mail ballots shall be returned to the Chapter Secretary by the date listed therein. Business not on the agenda of a special meeting shall not be considered.
- D. Quorum. The Chapter members present shall constitute a quorum at any meeting of the Chapter.
- E. Regular Board Meetings. Meetings of the Chapter Board shall be held within the State of New York, Long Island Region in such places as the President may, from time to time, designate. The frequency of Regular Board Meetings shall be determined by the Chapter President but should be no less frequent than bi-monthly.

The agenda for Regular meetings of the Board shall include but not be limited to the following;

- Opening Remarks
- Treasurers Report
- Presentation of Bills
- Communications
- Presidents Report
- Committee Reports
- Unfinished Business
- New Business

- F. Annual Planning Meeting. Annual planning Meetings shall be held between July 1st and August 31st. Annual Planning Meetings may be held at a location outside of the Long Island Region. Such out of region meetings shall be approved by vote of the Board of Directors.

Section 9. Board Advisors.

The Board of Directors may appoint one or more "Advisors to the Board" to assist the Board with running the Chapter. Candidates for consideration for appointment as an Advisor to the Board must be sponsored by one or more Directors and nominated for appointment as an Advisor to the Board. The nominees for Advisor to the Board must be approved by a two-thirds (2/3) vote of the Chapter Board of Directors, taken at a meeting of the Board of Directors. The Chapter Secretary shall give written notice to all members of the Chapter Board of Directors at least fifteen (15) days in advance of the election of Advisor. Election of Advisors to the Board may take place at anytime during the fiscal year. All Advisors

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to the Board must be re-approved to continue to serve as an Advisor to the Board annually at the Annual Board Meeting.

Advisors to the Board may weigh in on issues but can not cast a vote on matters requiring a formal vote of the Board of Directors.

An Advisor to the Board may be removed from office upon a two-third (2/3) vote of the Chapter Board of Directors, taken at a meeting of the Board of Directors held at least thirty (30) days after notice in writing is given to all Directors that such removal action will be considered and the reason(s) therefore.

ARTICLE VII - OFFICERS

Section 1. Officers. Officers of the Chapter shall be the President, Vice President, Secretary and Treasurer, and as many additional Vice Presidents as the Chapter's Board of Directors deems necessary. Associate Members may not serve as an Officer of the Chapter.

Section 2. Election of Officers.

The Officers of the Chapter shall be elected by the Board of Directors as follows:

- A. The Nominating Committee shall deliver to the Secretary of the Chapter, not later than the 1st day of May, the names of its nominees for each elective office, together with a noted acceptance from each.
- B. Candidates, other than those selected by the Nominating Committee, shall be placed in nomination at the written petition of no fewer than four (4) members. The petition may include a full or partial slate of officers and shall be valid if accompanied by a signed acceptance from each candidate and if filed with the Chapter Secretary not later than seven (7) days prior to the date of the Annual Meeting of the Chapter.
- C. Only candidates placed in nomination as herein provided shall appear on the ballot to be voted upon in the annual election, as described in subsection (D), below.
- D. The Chapter Secretary shall give, mail, and/or email to the Chapter Board of Directors not later than the 15th day of May, a ballot for the annual election containing the names of all candidates for Officers. The return date of the voted ballot shall be on or before the date of the Annual Meeting of the Chapter Board of Directors.
- E. The Annual Meeting of the Board of Directors and election of the Chapter Officers shall take place between May 1st and May 30th.
- F. The Chapter Secretary shall certify the election results at the Annual Meeting of the Board of Directors. Those elected as chapter officers shall take office on the 1st day of July and shall serve till at least June 30th of the following year.

Section 3. Term Limits. The Chapter will not have or mandate term limits.

Section 4. Resignations. Directors may resign at any time by giving written notice to the Chapter Secretary and such resignation shall take effect at the time specified therein.

Section 5. Removal. Any Officer may be removed with or without cause by an affirmative vote of two-thirds (2/3) of the Chapter Board of Directors.

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Section 6. Vacancies. Vacancies in any office shall be filled by action of the Chapter Board of Directors upon the recommendation of the Nominating Committee for the unexpired portion of the term. The Chapter shall notify RIMS within fifteen (15) days of any vacancies filled by the Chapter Board of Directors.

Section 7. President. The President shall be the chief executive officer of the Chapter and shall have general supervisory powers over the business affairs of the Chapter and its Officers, subject to the control of the Chapter Board of Directors. It shall be the duty of the President to preside at all meetings of the Chapter membership and Chapter Board of Directors and to enforce all laws and regulations relating to the Chapter.

Section 8. Vice President. The Vice President shall, in the absence of the President, perform all the duties of the President and shall perform such other duties as from time to time may be assigned to the Vice President by the President or Chapter Board of Directors. It shall be the Vice President's further duty to counsel and assist the President in the administration of all business of the Chapter.

Section 9. Treasurer. The Treasurer shall have general supervision of financial operations of the Chapter and shall supervise the receipt, deposit and disbursement of all moneys held in the name of the Chapter. The accounts and related records of the Treasurer shall be reviewed at least annually, in accordance with standard business practices, and the applicable rules and regulations of the Chapter's place of business.

Section 10. Secretary. The Secretary shall record all official actions of the Chapter, shall issue all notices of meetings, shall keep a register of the Chapter membership and shall perform all other duties usual to the office of Secretary, and such other duties as from time to time may be assigned by the President or Chapter Board of Directors.

ARTICLE VIII - COMMITTEES

Section 1. Nominating Committee. A Nominating Committee shall be appointed by the Chapter President, with the approval of the Chapter Board of Directors, within ninety (90) days after taking office. The Nominating Committee shall consist of at least [3] members of the Chapter. The Chapter President shall appoint a Chair of the committee from the members appointed. Vacancies on the committee shall be filled by the Chapter President. The Nominating Committee shall deliver to the Chapter Secretary, not later than the 1st day of [March], the names of its nominees for each elective office, together with a signed acceptance from each nominee. Only candidates placed in nomination by this committee, or by petition, shall appear on the ballot to be voted on in the annual election, to be held by mail ballot.

Section 2. Other Committees. Other Committees, as may be required by the business of the Chapter, shall be established by the Chapter Board of Directors or the President, and the members of each committee shall be Class I Professional Members or Class VII Retired Members of the Chapter. Class II, III, IV, and VI members can be appointed as committee members at the discretion of the committee Chair but cannot serve as a committee Chair. The Chair of each committee shall be designated by the Board Member to whom the committee reports, subject to the approval of the President. The President, Chapter Board of Directors or Committee Chair shall appoint the members of the committee. Each member of a committee shall perform the duties specified in their appointment and shall serve until the commencement of the next annual term of Officers, unless sooner discharged. Except as otherwise provided by the Chapter Board, each committee shall establish its own quorum, rules and procedures.

ARTICLE IX - FISCAL YEAR

The fiscal year shall begin the January 1st each year and shall end on December 31st.

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ARTICLE X - PARLIAMENTARY PROCEDURE

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

ARTICLE XI - WAIVER OF NOTICE

Any notice required to be given hereunder may be waived in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein. The attendance at any meeting, unless specifically noted to the contrary, shall be deemed a waiver of notice of said meeting.

ARTICLE XII - AMENDMENTS

Proposals to amend this Constitution and Bylaws shall be submitted in writing to the Board of Directors. Amendments to this Constitution and Bylaws shall be made only by an affirmative vote of a majority of the votes cast by eligible voters of the full Chapter membership eligible to vote. No proposition to amend this Constitution and Bylaws shall be acted upon unless written notice fully describing the proposed amendment is given to all members of the Chapter at least thirty (30) days prior to the Chapter meeting where the vote is to be taken. Prior to voting on proposed amendments members shall be given the opportunity to discuss such amendment at a general membership meeting. Voting by mail or email shall be permitted

ARTICLE XIII - EFFECTIVE DATES

This Constitution and Bylaws shall be effective immediately.