

**IDAHO CHAPTER  
PUBLIC RISK MANAGEMENT ASSOCIATION  
BYLAW, as amended, November 2, 2011**

**ARTICLE I - NAME**

The name of this voluntary, non-profit organization shall be **Idaho Chapter, Public Risk Management Association, Inc-**

**ARTICLE II - PURPOSE**

The purpose of this Chapter shall be:

1. To increase the proficiency of risk and insurance management in governmental entities and intergovernmental risk pools;
2. To strengthen the quality of risk and insurance management through continuing education,
3. To be an educational and research organization for the benefit of governmental entities and intergovernmental risk pools throughout the STATE OF IDAHO;
4. To provide members the opportunity to exchange ideas and to consult with one another and to meet with persons in or associated with public risk management, and to supply members with information concerning their organization, **Public Risk Management Association (PRIMA)**;
5. To support the mission and goals of National **PRIMA** as documented in its Strategic Plan; and
6. To act in any other manner which will further the best interests of governments, governmental agencies, intergovernmental risk pools, school and other special districts in their risk management activities.

**ARTICLE III - OFFICES**

The principal office of the Chapter shall be at the place of business of the Secretary/Treasurer, or at such other office as may be designated by the Board of Directors. Other offices may be established by the Board of Directors as required to carry on the work of the Chapter.

**ARTICLE IV - MEMBERSHIP and VOTING**

1. Membership in this Chapter shall be open to governmental entities and intergovernmental risk pools that have been approved by the Board of Directors.
2. Each governmental entity and intergovernmental risk pool shall be entitled to one vote in

the affairs of the Chapter to be cast by its representative member.

3. Representative members shall be admitted in accordance with policies and procedures established by the Board of Directors. Such members shall be employees of the governmental entity or pool they represent and the employee designated by that governmental entity as responsible for risk, insurance, and/or safety management.
4. Application for membership shall be made in writing upon such form or forms as may be prescribed by the Board of Directors.
5. The Board may create other membership classifications in the Bylaw-

**Note:** The classification of membership and qualifications shall be consistent in name, voting status and description with those used by National **PRIMA**. Any changes to these categories must be incorporated into this Chapters' Bylaw by amendment and approved by the **PRIMA** Board of Directors. See **PRIMA** Membership Handbook for current member classifications.

6. Members may be suspended or expelled by the Board of Directors for non-payment of dues, or for any act or conduct which shall be deemed detrimental to the best interests of this Chapter.
7. Membership from governmental entities and intergovernmental risk pools, based upon the county boundaries within which their administrative offices exist, shall be organized into six (6) districts as follows:

- District I: Benewah, Bonner, Boundary, Kootenai and Shoshone Counties;
- District II: Clearwater, Idaho, Latah, Lewis, and Nez Perce Counties;
- District III: Ada, Adams, Boise, Canyon, Elmore, Gem, Owyhee, Payette, Valley, and Washington Counties;
- District IV: Blaine, Camas, Cassia, Gooding, Jerome, Lincoln, Minidoka, and Twin Falls Counties;
- District V: Bannock, Bear Lake, Bingham, Caribou, Franklin, Oneida, and Power Counties; and
- District VI: Bonneville, Butte, Clark, Custer, Fremont, Jefferson, Lemhi, Madison, and Teton Counties.

#### **ARTICLE V - DUES**

1. Member fees shall be set on a calendar year basis by a majority vote of the Board of Directors.

2. Dues shall be considered delinquent if not received by the Chapter within sixty (60) days from due date. Delinquent members may be restored to good standing by action of the Board of Directors within a period of one (1) year, upon payment of delinquent dues, together with the full amount of dues subsequently due and payable.

## **ARTICLE VI - OFFICERS AND DIRECTORS**

1. The management of this Chapter shall be vested in a Board of Directors. The Board of Directors is the governing Board of the Chapter and shall give leadership to the Chapter and establish policy and have full administrative authority in all matters of this Chapter.
2. The Board of Directors shall consist of a representative from each district, one (1) Director-at-Large, and officers: President, Vice President and Secretary/Treasurer. District and at-large Directors may serve as officers. The President shall act as Chairperson of the Board. The Past President, unless he or she would otherwise remain on the Board as a Director, shall continue to serve on the Board of Directors for a period of one (1) year following his or her service as President of the Chapter, and shall be an ex officio, non-voting member of the Board.
3. All of the Directors and Officers elected shall be, at the time of taking office, residents of the **State of Idaho**, residents of the district they represent, and shall be members of governmental entities or intergovernmental risk pools that have been approved by the Board of Directors for admission. The Chapter President must also maintain membership in National **PRIMA**. The membership fee shall be paid by the Chapter if the president is not already a member of National PRIMA.
4. The Officers and Directors shall be elected by the membership at the Annual Meeting and shall take office in January after election.
5. The Directors shall be elected to serve for a two (2) year term, except that for the initial year three (3) Directors shall be elected for a one (1) year term and four (4) Directors shall be elected to a two (2) year term.
6. The Officers shall be elected for a term of one (1) year or until their successor or successors shall be elected annually.
7. After three (3) consecutive Board Meetings of non-attendance without good cause shown, a Board Member's seat shall be deemed vacant.
8. Any vacancy in the Board of Directors during the term of office shall be filled by appointment for the un-expired terms by the remaining Directors. Any vacancy in the office of any Officer during the term of office shall be filled by appointment for the balance of the term by the Board of Directors subject to approval by the majority of the members attending the next regular meeting of the Chapter.

## **ARTICLE VII - DUTIES OF OFFICERS**

1. The President shall preside at all meetings of the members of the Board of Directors, and shall perform all duties and have the authority incident to the Office of the President.
2. The Vice President shall, in the absence of or disability of the President, possess all the powers and discharge all of the duties of the President.
3. The Secretary/Treasurer shall keep the minutes of this Chapter and the minutes of the Board of Directors. The Secretary/Treasurer, or such member/organization as may be designated by the Board of Directors (hereafter referred to as Board Designee), 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/Treasurer (or Board Designee) shall be responsible for transferring these records to his or her successor. The Secretary/Treasurer (or Board Designee) 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 Secretary/Treasurer or Board Designee(s) as approved by the Board of Directors. Any two of the signatures on the bank account, as authorized by the Board of Directors, shall be required to validate a draft or check. The Secretary/Treasurer (or Board Designee) shall prepare financial statements for presentation to the membership no fewer than one time each year. The Secretary/Treasurer (or Board Designee) shall be responsible for transferring all financial records to his or her successor.

## **ARTICLE VIII - COMMITTEES**

1. There shall be a Nominating Committee, comprised of a minimum of three (3) members appointed by the President, to prepare and present nominees for office to the membership. The President shall designate one member of the Nominating Committee as Chairman.
2. The Board of Directors may establish such standing committees as it deems appropriate. Other committees may be established by the President as appropriate.
3. The President shall appoint Committee Chairpersons and members as required.

## **ARTICLE IX - MEETINGS**

1. An Annual Meeting of this Chapter for the election of Directors and Officers and the transaction of other business shall be held at such time and place as may be designated by the Board of Directors. The Secretary/Treasurer shall mail a written notice to each member of the time and place of such meeting at least thirty (30) days in advance thereof.

2. Regular meetings of this Chapter shall be held at least semi-annually at such time and place as may be approved by the Board of Directors.
3. Special meetings of this Chapter may be called at any time by a majority consent of the Board of Directors, or upon the written request of the majority of members in good standing. Fifteen (15) day advance notice of the time and place thereof shall be mailed to each member by the Secretary/Treasurer (or Board Designee).
4. Each eligible member or representative present who is in good standing shall be entitled to one (1) vote on each question. Each member entity shall be entitled to one (1) vote only.
5. The members present at the meeting of the Chapter shall constitute a quorum for the transaction of business during that meeting. A majority vote of the members present shall rule.
6. The Board of Directors shall meet at the Annual Meeting of the Chapter, and at the call of the President at such other time and place as may be designated by the President. Four (4) members of the Board of Directors shall constitute a quorum for the transaction of business at Board meetings. A majority vote of the Directors present shall rule, except that for expulsion of a member, a two-thirds (2/3) vote of the entire Board membership in favor of expulsion shall be required.

#### **ARTICLE X - ELECTIONS**

1. Nomination of eligible candidates for Directors and Officers shall be made by a nominating committee which shall be appointed by the President.
2. At least one (1) candidate shall be nominated for each office to be filled by election. The names of all such candidates shall be listed for the designated office for which they are nominated on a ballot. The Chairman of the Nominating Committee shall be responsible to submit the slate of Directors and Officers, as nominated by the Nominating Committee, to the voting members of the Chapter at least ten (10) days prior to the Annual Meeting of the Chapter. Nominations may also be taken from the floor.
3. Voting shall be by secret, written ballot at the Annual Meeting. Each member entity shall be entitled to one (1) vote only. The President may appoint a Parliamentarian for the purpose of stating the voting procedures at the beginning of the election process and for the purpose of serving as the clarifying authority on interpretation of this Bylaw.

4. Votes shall be tallied immediately upon the completion of the balloting by the Secretary/Treasurer, in the presence of the members and the results of the election shall be announced as soon as determined.

#### **ARTICLE XI - PUBLICITY**

No publicity shall be released in the name of the Chapter without the prior approval of the Officers.

#### **ARTICLE XII - NATIONAL AFFILIATION**

In recognition of the values of national fellowship and cooperation available to this Chapter and its members through its privileges and rights of participation in the government and activities of National **PRIMA**, it is hereby declared a major policy of this Chapter to exercise fully those privileges and rights and to adhere to the rules and regulations set forth in the Chapter Affiliation Agreement.

#### **ARTICLE XIII - APPROVAL OF BYLAW AND AMENDMENTS**

1. This Bylaw may be amended or revised at any Annual Meeting of the Chapter or at a special meeting called for that purpose, by an affirmative vote by not less than two thirds (2/3) of the eligible membership of the Chapter present, provided that notice of such proposed amendments or revisions shall be given by the Secretary/Treasurer (or Board Designee) in the Notice of the Meeting thirty (30) days in advance.
2. This Bylaw was originally approved and accepted by the membership on October 10, 1990, and submitted for approval of the National **Public Risk Management Association, Inc. (PRIMA)**. Any amendment to this Bylaw will be submitted to National **PRIMA** for review and approval.