

# Constitution and Bylaws



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## TITLES

Article I	Name
Article II	Objectives and Powers
Article III	Offices
Article IV	Membership
Article V	Chapters
Article VI	House of Delegates
Article VII	Board of Directors
Article VIII	Officers
Article IX	Committees
Article X	Executive Director
Article XI	Fiscal Year
Article XII	Dues
Article XIII	Parliamentary Procedure
Article XIV	Waiver of Notice
Article XV	Indemnification
Article XVI	Amendments
Article XVII	Effective Date
Article XVIII	Transition Rules



# Constitution and Bylaws

## ARTICLE I - NAME

The name of this organization shall be the RISK AND INSURANCE MANAGEMENT SOCIETY, INC. (hereinafter referred to as RIMS), a nonprofit corporation organized under the laws of the State of Illinois.

## ARTICLE II - OBJECTIVES AND POWERS

### Section 1. Objectives.

A. To promote the discipline of risk management and enhance the image of the professional risk manager.

B. To foster the educational and professional development of risk managers, as well as others within the risk management and insurance communities.

C. To provide necessary services to local Chapters and to encourage and assist in the growth and development of new Chapters.

D. To influence legislation and regulation at the federal, state and provincial levels, for the benefit of its members.

E. To develop and promote products and services which meet the needs of its members.

F. To provide forums for the free exchange of ideas and viewpoints among its members.

G. To promote a competitive insurance marketplace and the development of insurance products which benefit all insurance consumers.

H. To foster relationships with other professional societies and organizations in order to advance its objectives.

### Section 2. Powers.

RIMS shall have the power to engage in any legal, ethical and moral activity to further the objectives listed above in Section 1.

## ARTICLE III - OFFICES

### Section 1.

The principal office of RIMS shall be in the State of New York, City of New York. RIMS may have such other offices as the Board of Directors may determine, as the affairs of RIMS may require from time to time.

### Section 2.

RIMS shall have and continuously maintain in the State of Illinois a registered office, and a registered agent whose office is identical with such registered office.

## ARTICLE IV - MEMBERSHIP

### Section 1. Classes of Membership.

A. Class I - Corporations or Other Legal Entities (hereinafter "Member")

1. A Member corporation or legal entity must:

- subscribe to the objectives of RIMS;
- agree to abide by RIMS' Constitution and Bylaws;
- have been accepted for membership by a 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 a Deputy (subject to eligibility requirements) who is a salaried employee of the Member (or affiliated entity of the same economic family); and

- pay membership dues, which shall be fixed by RIMS' Board of Directors.

A wholly owned subsidiary of a 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.

2. A Member corporation or legal entity may:

- designate two Deputies, a primary and a secondary, for its membership dues. The primary deputy is responsible for exercising the voting rights of the member organization with the secondary deputy serving as the back up; and

- designate additional deputies for a fee set by the Board of Directors.

3. A Deputy shall be a salaried employee of a Member company or affiliated entity of the same economic family having regular duties in risk or insurance management and/or employee benefits management, who shall have been designated by a Member to exercise the rights of that member.

### A Deputy

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;
- loss control;
- 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 non-affiliated 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



# Constitution and Bylaws

- executive recruitment and/or personnel recruitment.
- c. may vote, hold office and chair or serve on a committee.

## B. Class II - Honorary Members

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 RIMS or has received one of the following awards: the Harry and Dorothy Goodell Award, the Donald M. Stuart Award, or the Richard W. Bland Memorial Award, and has made outstanding contributions to the advancement of the Society;
- 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 five deputy members in a written statement addressed to the President of RIMS, signed by each, specifying the grounds upon which the nomination is made and documenting the contributions of the nominee to RIMS and risk management; and
- must submit a completed application to RIMS Board of Directors for consideration.

The 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 non-members, 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.

## C. Class III - Educational Member

An individual whose primary occupation is a faculty member teaching risk management, insurance or benefits courses at an institution of higher learning or chairing a department at such an institution, which offers risk management, insurance or benefits

courses 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, so long as the educational institution offers courses in insurance, benefits, or risk management.

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 deputy 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;
- must 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 non-members, 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.

## D. Class IV - Student Member

A Student Membership may be granted to a student who is:

- considered to be "full-time" by the college or university the student is enrolled in;
- majoring in risk management, insurance, business, finance or management with an emphasis in risk management and/or insurance; and
- not otherwise eligible for membership in another class.

Student Members should be affiliated with a RIMS chapter, to the extent possible given the student's location relative to the chapter areas. (Approved by RIMS BOD 4/29/07) Upon graduation or 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 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 non-members, unless otherwise specified; and
- must pay dues, which shall be fixed by RIMS' Board of Directors.

## E. Class V - Affiliate Member

An Affiliate Membership may be granted to a current Deputy upon that Deputy'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 Affiliate Member status shall terminate, with no refund of any prorated dues amount.

Affiliate 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 non-members, unless otherwise specified; and
- must pay dues, which shall be fixed by RIMS' Board of Directors.

## F. 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.

An Associate of the Society:

- must not be eligible to be a Deputy 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 Deputy, as described above in Section 1(A), for a current Member.

Associates of the Society:

- must subscribe to the objectives of RIMS;
- must agree to abide by RIMS' Constitution and Bylaws;
- may not vote;
- may not hold office;
- 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; and
- must pay dues, which shall be fixed by RIMS' Board of Directors.

## G. Class VII – Retired Member

A Retired Member 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 Deputy 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 Deputy 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 in any capacity in the risk management field, such as would make him or her eligible to be a member of RIMS in any other Class.)

Retired Members:

- must subscribe to the objectives of RIMS;
- must agree to abide by RIMS' Constitution and Bylaws;
- may be a member of a local chapter;
- must pay dues, which shall be fixed by RIMS' Board of Directors;
- may not vote, hold office or be a chair or vice chair of a committee, but may serve as a voting member of a committee; and
- are afforded the same privileges of membership such individuals had received as Deputy or Associate Members, as the case may have been, unless otherwise specified.

**H.** The Executive Committee of the 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 the Board of Directors, who may overrule the action of the Executive Committee by a majority vote of the entire Board of Directors at an in person meeting specified in Article VI, Section 7, below. 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 so inform the affected chapter. Such resignation shall not discharge any



# Constitution and Bylaws

obligations to pay dues, assessments, or other charges accrued and unpaid. No refund shall be made on any unexpired portion of dues.

B. Suspension. Any Class I, III, IV, V, VI, or VII 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 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 any affected chapter.

C. Termination. Any membership may be terminated by action of the Board of Directors, if after forty-five (45) days written notice to the Member or individual, and the affected chapter, and hearing before the Board of Directors, if requested by the Member or individual, the 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 of the membership shall be held during the month of April unless otherwise designated not less than one hundred twenty (120) days in advance, at any place specified by the Board of Directors, provided, however, when an annual conference is scheduled by RIMS, the annual meeting of the membership shall be held in connection with such conference, in the city where the conference is to be held regardless of the month in which the conference is held.

At the annual meeting, the membership will receive a report on the state of RIMS and no votes will be taken.

Notice of the annual meeting shall be sent to all membership classes at least thirty (30) days in advance. Notice of the annual meeting contained in a RIMS publication or on RIMS Web site shall constitute adequate notice.

B. Special meetings of the membership may be called by the President at the President's discretion, and shall be called upon request of a majority of the House of Delegates or of two-thirds (2/3) of the Board of Directors, or by written application of 10 percent of the Members of RIMS. Requests or applications for special meetings shall be sent to the President of RIMS. Notice of such meetings, stating the business to be transacted, shall be sent to all Members at least sixty (60) days in advance. Business not on the agenda shall not be considered except by unanimous consent of the Members present.

Only the primary Deputy representing a Member shall exercise

a vote at a special meeting. Voting by proxy shall be permitted at special meetings provided a single and only a single written proxy for a Member, valid only for the specified meeting, signed by the primary Deputy, shall be filed ten (10) days in advance of such special meeting with the Secretary of RIMS.

The primary Deputies present shall constitute a quorum at a special meeting.

## **ARTICLE V - CHAPTERS**

### **Section 1. Organization.**

Groups of Deputies of RIMS and/or individuals whose employers are eligible for RIMS membership may apply to the Board of Directors for a charter to form a chapter in a single geographic area. The application for a charter shall be sent to the President of RIMS at the RIMS office.

An application for a charter shall be accompanied by:

1. A list of no fewer than ten (10) names of Members or those eligible for Class I membership in the proposed chapter, who shall become members of such a chapter if a charter is granted;
2. a chapter constitution and bylaws;
3. a list of provisional officers;
4. the proposed geographical area from which the chapter will solicit membership; and
5. such other supporting data as may be desired of the applicants.

If granted a charter, the new chapter:

1. Shall be known as "The \_\_\_\_\_ Chapter of the Risk and Insurance Management Society, Inc.";
2. Shall incorporate itself under the laws of the host state, province or locality and conduct business as a non-profit corporate entity;
3. Shall comply with the Constitution and Bylaws of RIMS and with the policies of RIMS;
4. Shall not incur financial or other obligations for which RIMS may be responsible without the approval of the Board of Directors; and
5. Shall comply with all federal, state, provincial and local statutes and regulations, if any, pertaining to non-profit corporate entities, including the filing of any and all forms required for the operation of such entities.

### **Section 2. Membership.**

Unless non-chapter affiliation status is approved by RIMS Director of Membership & Chapter Services, or other equivalent staff position, each Class I, III, IV, V and VI Member shall be affiliated with a chapter; each Class I member of a chapter shall be a member of RIMS; and the membership classifications in Article IV, Section 1, of this document shall prevail. Members granted non-chapter affiliate status shall have no voting rights, except at Special



# Constitution and Bylaws

Meetings of the membership, when votes are taken. The chapter shall transmit to RIMS at the RIMS principal office each addition, deletion and/or change to its membership as soon as practicable, and during the month of September shall submit to RIMS, a current mailing list of chapter members.

### **Section 3. Meetings.**

Each chapter shall hold at least four (4) meetings during each year, and one of these meetings shall be the “annual meeting.”

The chapter regularly shall submit to RIMS, notices of meetings, minutes of meetings, and such other information as may be reasonably requested by RIMS.

### **Section 4. Dues Collection.**

A. Society Dues: Class I, III, IV, V, VI and VII members shall pay society dues directly to RIMS’ principal office or an alternate location as indicated on the dues invoice.

B. Chapter Dues: At the option of each chapter, Members shall pay chapter dues:

- (i) directly to RIMS’ principal office or alternate location, along with that Member’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
- (ii) directly to the chapter.

### **Section 5. Delegates**

Each chapter shall elect one of its Deputies, usually a member of its Board of Directors to serve as a representative of the Chapter to the House of Delegates in accordance with the provisions of Article VI. The Delegate is elected by the chapter membership at its Annual Meeting to serve as a voting member of the chapter board and as a voting member of the RIMS House of Delegates on behalf of the chapter.

The chapter shall advise RIMS in writing, within fifteen (15) days of election, of the Delegate elected, along with the name of the Member in which the Delegate is employed.

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 any changes in the Chapter constitution and bylaws necessary to comply with constitutional changes in the RIMS Constitution and Bylaws.

### **Section 6. Revocation/Dissolution of Charters.**

A. The charter of a chapter may be revoked for the chapter’s failure to meet the provisions of this article including but not limited to failure to incorporate and/or loss of incorporation or for

conduct inconsistent with the best interests of RIMS. The Board of Directors shall review the proposed revocation and said revocation shall be effective with an affirmative vote of two-thirds (2/3) of the entire Board of Directors. The chapter shall receive sixty (60) days notice prior to such Board action and may request a due process hearing before the Board.

B. A chapter may voluntarily surrender its charter at any time by notifying the Secretary of RIMS in writing. Upon an affirmative vote of two-thirds (2/3) of all the current dues paying chapter members, the chapter may be dissolved and its charter may be surrendered to RIMS. Said vote may be called by the President of the chapter at the President’s discretion, and shall be called upon the request of a majority of the chapter members. Notice of such a vote shall be sent to every Deputy in the chapter at least sixty (60) days prior to the date of the vote. The Secretary of the chapter shall forward the results of the vote to the Secretary of RIMS.

C. Upon such chapter revocation or dissolution, RIMS shall cause to be filed any and all necessary forms and/or documents with all appropriate federal, state, provincial and/or local governmental entities (only if incorporation is mandatory). The chapter shall make a final determination regarding the disbursement of chapter funds, if any, remaining at the time of revocation/dissolution, in accordance with its charter and applicable law. Any remaining funds shall be presented to RIMS for use in Chapter Services. Copies of all forms filed, as well as copies of any and all dissolution records, including records regarding the disbursement of chapter funds, shall be maintained by the Secretary of RIMS.

## **ARTICLE VI - HOUSE OF DELEGATES**

### **Section 1. Duties.**

- A. Meet at least once each year at RIMS Annual Conference.
- B. Elect members of the Board of Directors.
- C. Elect the Officers of RIMS.
- D. Receive and review financial reports of the Society, the same as submitted by the Treasurer to the Board of Directors.
- E. Receive a report of the meetings of the Board of Directors, and a copy of the minutes of said meetings.
- F. Review and approve the Nominating Committee slate of members upon the recommendation of the Nominating Committee Chair.
- G. Review and approve Nominating Committee reports on its process.
- H. Act as a communication liaison between the chapters and RIMS leadership, representing chapter concerns and interests to RIMS at large, as well as reporting on RIMS direction and activities at the chapter level.



## **Section 2. Composition.**

A. Delegates shall consist of one Deputy from each chapter, elected by the chapter to serve as a delegate to the House of Delegates of RIMS. All Delegates are voting members of the House of Delegates.

B. 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.

## **Section 3. Term of Office.**

A. Delegates shall serve a two (2) year term, and shall assume office the first (1st) day of January, unless otherwise instructed by an individual Chapter's Constitution and Bylaws. Delegates may be elected to successive terms.

B. A Delegate elected to be a member of RIMS Board of Directors shall serve as a Director only and the chapter shall designate another Delegate to complete the Delegate's unexpired term.

## **Section 4. Resignations.**

Delegates may resign at any time by giving written notice to RIMS and the affected chapter, and such resignation shall take effect at the time specified therein.

## **Section 5. Removals.**

A Delegate may be removed from office for cause by any of the following means: (i) a vote of the Chapter; (ii) a majority vote of the members of the House of Delegates in attendance at the annual meeting; or (iii) a majority vote of the members of the House of Delegates participating in a meeting by correspondence.

## **Section 6. Vacancies.**

Any vacancy created by the resignation, death, illness, incapacitation, removal or ineligibility of a Delegate shall be filled by the affected chapter as soon as possible. The replacement Delegate shall serve the unexpired term of the Delegate being succeeded.

Written notification of the name and address of the replacement Delegate shall be provided to RIMS, prior to the commencement of the next meeting of the House of Delegates.

## **Section 7. Meetings.**

A. The Annual Meeting of the House of Delegates shall be held at the same place as the annual meeting of the membership. Notice of the annual meeting of the House of Delegates, together with notice of all business, which shall come before that body, shall be sent to all members of the House of Delegates at least thirty (30) days in advance.

B. Other meetings of the House of Delegates, in person or by correspondence, may be called by the President at the President's discretion, and shall be called upon the request of two thirds (2/3) of the Board of Directors or upon the request of fifteen (15) percent of the members of the House of Delegates. Notice of such meetings, stating the business to be transacted, shall be given to all Delegates at least fifteen (15) days in advance. Balloting by mail shall be allowed for meetings by correspondence only. Mail ballots shall be sent to the attention of RIMS Secretary. Business not on the agenda of a special meeting shall not be considered.

C. Quorum. A majority of the members of the House of Delegates in attendance at any meeting or responding to a mail vote shall constitute a quorum for all the business of the House of Delegates. Voting by proxy shall be permitted at meetings of the House of Delegates only in the event that a Delegate will not be in attendance at a meeting and the chapter is unable to provide an alternate who is able to attend. In order for a proxy to be valid for a specified meeting, it must be signed by the Delegate and filed five (5) days in advance of such meeting with the Secretary of RIMS.

D. The place of meeting shall be in such places as the President from time to time may determine.

## **ARTICLE VII - BOARD OF DIRECTORS**

### **Section 1. Duties.**

- A. Govern the affairs of RIMS.
- B. Review and approve the RIMS annual budget.
- C. Review and approve changes in dues.
- D. Review and approve amendments to the RIMS Constitution and Bylaws.
- E. Review and approve the RIMS year-end financial audit.
- F. Elect members of the Audit Committee.
- G. Review and approve Audit Committee reports.
- H. Appoint and dismiss the Executive Director subject to a two-thirds (2/3) vote of the Board of Directors.
- I. Oversee the activities of the Executive Director.
- J. Appoint and direct the activities of those committees not specifically reserved to the House of Delegates.
- K. Take an active role in setting the direction and activities of RIMS.
- L. Work with the House of Delegates and RIMS staff to provide education and leadership training to the chapters.
- M. Serve as a resource to enhance communication within the Society and represent the Society internally and externally.
- N. Perform all duties as outlined in the Constitution and Bylaws.

### **Section 2. Composition.**

The Board of Directors shall consist of sixteen (16) members,



# Constitution and Bylaws

including the President, Vice President, Treasurer and Secretary of RIMS who shall be voting members of the Board, and the immediate former president, who shall be an "ex officio" non-voting member of the Board. The Nominating Committee shall use its best efforts to select a cross section of candidates for the Board of Directors.

### **Section 3. Qualifications.**

Members of the Board of Directors shall be deputy members of RIMS selected on the basis of their experience and service to RIMS as chapter officers, directors and delegates, their status as volunteers on the several standing committees and task forces of RIMS or on the basis of their standing and contributions to the risk management community. Prior to selection as a Director, each candidate should provide to the Nominating Committee a letter from the candidate's employer indicating a full commitment to the duties of the office of Director.

### **Section 4. Election of Directors.**

Members of the Board of Directors shall be elected by the House of Delegates as follows:

A. The Nominating Committee shall deliver to the Secretary of RIMS, not later than the first (1st) of October, the names of nominees to the full Board of Directors together with a signed acceptance from each.

B. The Secretary shall receive the report of the Nominating Committee and shall mail a notice of the names of the nominees for the Board of Directors to the House of Delegates not later than the fifth (5th) day of October. Such notice shall also specify the procedure for nomination by petition.

C. Candidates, other than those selected by the Nominating Committee, shall be placed in nomination at the written petition of no fewer than ten (10) members of the House of Delegates. Such petition shall include a full slate of Directors to fill the entire Board. The petition shall be valid if accompanied by a signed acceptance from each candidate and if filed with the Secretary of RIMS not later than the fifth (5th) day of November.

D. 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 (E) below.

E. The Secretary shall mail to each member of the House of Delegates not later than the fifteenth (15th) day of November, a ballot for the annual election containing the names of all candidates for the Board of Directors. The return date of the voted ballot shall be on or before the twentieth (20th) day of December.

### **Section 5. Term of Office.**

Directors shall be elected by a majority vote of the House of

Delegates pursuant to the procedure set forth in Section 4 above. The term of office shall be one (1) year, commencing on January 1st of each year and ending on December 31st of the same year.

### **Section 6. Resignations.**

Directors may resign at any time by giving written notice to the President of RIMS and such resignation shall take effect at the time specified therein.

### **Section 7. Removals.**

Action for cause may be instituted against a Director before the expiration of the term of the Director's office by referral of the matter to a special panel of inquiry. This special panel shall be appointed by the President of RIMS upon a petition signed by no fewer than ten (10) members of the House of Delegates, or by a two-thirds (2/3) vote of the Board of Directors. The panel shall consist of seven (7) deputy members, three (3) of whom shall be members of the House of Delegates, and the other four (4) shall be former presidents of RIMS or former vice presidents if sufficient former presidents are not available. The most recent former president serving on the panel shall act as the chair of the special panel and shall have a vote. The panel shall have access to all RIMS records and the power to investigate the removal charges fully and shall meet at its discretion and consider all necessary information. A recommendation to remove a director must be approved by at least five (5) of the panel members.

The report of the panel, in writing, shall be submitted to the President as soon as practicable. Within ten (10) days after receiving the report, the President must transmit it to each member of the House of Delegates, and, if the report recommends removal, the President must submit the recommendation to the House of Delegates for a vote within 30 days. The panel shall be discharged after its recommendation is transmitted to the House of Delegates. An affirmative vote of a majority of the Delegates in attendance at a meeting of the House or responding by mail ballot is required to remove a Director.

### **Section 8. Vacancies.**

Any vacancy created by the resignation, death, illness, incapacitation, removal or ineligibility of a Director, shall be filled by the Nominating Committee for the unexpired term of the vacated Director.

### **Section 9. Meetings.**

A. The Annual Meeting of the Board of Directors shall be held at the same place as the annual meeting of the membership. Notice of the annual meeting of the Board of Directors, together with notice of the business to be conducted at the meeting of the Board of Directors, shall be sent to all members of the Board of Directors at least ten (10) days in advance. Minutes of all meetings of the Board of Directors shall be filed with the corporate records of RIMS.



# Constitution and Bylaws

B. Other Meetings of the Board of Directors, in person or by teleconference, may be called by the President at the President's discretion, and shall be called upon the request of five (5) members of the Board of Directors. Notice of such meetings, stating the business to be transacted, shall be given to all members of the Board of Directors at least five (5) days in advance. Business not on the agenda of a special meeting shall not be considered. Any action, which may be taken at a meeting or by teleconference, may be taken with the unanimous written consent of the full Board of Directors without a meeting.

D. Quorum. Unless otherwise specified herein, a majority of the Board of Directors shall constitute a quorum for an in person meeting or a meeting by teleconference. In the absence of a quorum, a majority of the members present may adjourn the meeting until a quorum is present.

E. The place of the meetings of the Board of Directors shall be in such places as the President from time to time may determine.

F. The President shall act as the Chair of the meetings of the Board of Directors. In the absence of, the President, the Vice President shall chair the meeting.

## ARTICLE VIII- OFFICERS

### Section 1.

Officers of RIMS shall consist of a President, Vice President, Treasurer and Secretary.

#### Section 2. Election of Officers.

The Officers, other than the Assistant Treasurer and Assistant Secretary, of RIMS shall be elected by the House of Delegates as follows:

A. The Nominating Committee shall deliver to the Secretary of RIMS, not later than the first (1st) day of October, the names of its nominees for each elective office, together with a signed acceptance from each.

B. The Secretary shall receive the report of the Nominating Committee and shall mail a notice of the names of the nominees for the Officers of RIMS to the House of Delegates not later than the fifth (5th) day of October. Such notice shall also specify the procedure for nomination by petition.

C. Candidates, other than those selected by the Nominating Committee, shall be placed in nomination at the written petition of no fewer than ten (10) members of the House of Delegates. Such petition shall include a full slate of officers, including President, Vice President, Treasurer and Secretary. The petition shall be valid if accompanied by a signed acceptance from each candidate and if filed with the Secretary of RIMS not later than the fifth (5th) day of November.

D. 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 (E), below.

E. The Secretary shall mail to the House of Delegates not later than the fifteenth (15th) day of November, a ballot for the annual election containing the names of all candidates for the election as Officers of RIMS. The return date of the voted ballot shall be on or before the thirty-first (31st) day of December.

### Section 3. Removal.

Any officer may be removed with or without cause by an affirmative vote of a majority vote of the full House of Delegates.

### Section 4.

Vacancies in any office shall be filled by the Board of Directors, upon the recommendation of the Nominating Committee, for the unexpired portion of the term.

### Section 5.

The President shall be the chief executive officer of RIMS. It shall be the duty of the President to preside at all meetings of the membership, the House of Delegates and the Board of Directors, and to enforce all Bylaws and policies of RIMS. The President shall also serve as a voting member of the Board of Directors concurrently with his or her term of office.

### Section 6.

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. In the event the office of the President becomes vacant, the Vice President shall assume the role of President. It shall be the Vice President's further duty to counsel and assist the President in the administration of all business, and to perform such other duties as from time to time may be assigned by the President. The Vice President shall also serve as a voting member of the Board of Directors concurrently with his or her term of office.

### Section 7.

The Treasurer shall have general supervision of financial operations and shall supervise the receipt, deposit and disbursement of all monies held in the name of RIMS. The accounts and related records of RIMS shall be audited as prescribed by the Board of Directors at least annually, under the direction of the Treasurer. The Treasurer shall also perform all duties incident to the office of Treasurer, and such other duties as from time to time may be assigned by the President. The Treasurer shall also serve as a voting member of the Board of Directors concurrently with his or her term of office.



## Section 8.

The Secretary shall record all official actions of RIMS, shall issue all notices of meetings, shall keep a register of the membership, and shall see that all notices and reports are duly given or filed in accordance with this Constitution and Bylaws or as required by law. The Secretary shall also 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. The Secretary shall also serve as a voting member of the Board of Directors concurrently with his or her term of office.

## Section 9.

The Chief Financial Officer, or other equivalent staff position, shall hold the title of Assistant Treasurer of RIMS. The Assistant Treasurer shall perform all duties usual to the office of Assistant Treasurer and such functions and duties as may from time to time be assigned by the Treasurer.

## Section 10.

The General Counsel, or other equivalent staff position, shall hold the title of Assistant Secretary of RIMS. The Assistant Secretary shall perform all duties usual to the office of Assistant Secretary and such functions and duties as may from time to time be assigned by the Secretary.

## Section 11. Term.

The term of office for RIMS Officers shall be one (1) year, beginning on January 1st and ending on December 31st of the same year.

## ARTICLE IX- COMMITTEES

### Section 1.

The Nominating Committee reports to the House of Delegates and shall consist of seven (7) Members of RIMS, up to three (3) of whom should be members of the House of Delegates of RIMS and one (1) of whom is a former president of RIMS. The chair of the Nominating Committee, who shall have had prior service on the Committee, shall be appointed by the Board of Directors with the approval of the House of Delegates for a two- (2) year term. The new Nominating Committee shall take office effective the first (1) day of March of each year.

In the winter of each year, the chair, with the approval of the House of Delegates, shall appoint for a three- (3) year term, Members to the Nominating Committee, replacing those individuals whose terms have expired. With the exception of the chair, committee members' terms shall be staggered with two (2) positions appointed each year.

The Nominating Committee chair shall also appoint a co-chair from among the members of the Committee to serve in the

absence of the chair. No Member shall serve for more than one (1) term as chair of the Nominating Committee. With the exception of the chair, committee members shall serve a single non-successive term of three (3) years. A Member shall be eligible for reappointment to the committee one (1) year after the completion of a term.

Vacancies that occur after the Nominating Committee members have been appointed shall be filled by the chair to serve the unexpired term of the member(s) being replaced.

### Section 2.

The Executive Committee shall consist of the Officers of the Society and one additional member elected by the Board of Directors. The functions of the Executive Committee shall include the following:

A. Exercising actual oversight and supervision of the Executive Director;

B. Establishing and developing the general policies and practices of RIMS; and

C. Exercising the full powers of the Board of Directors to the extent necessary between Board of Directors meetings under circumstances that require immediate action; provided, however, that the Executive Committee may not approve RIMS annual budget, make changes in membership dues or make any changes or revisions to this Constitution and Bylaws.

### Section 3.

The Audit Committee shall consist of up to five (5) Members, at least three (3) of whom shall be members of the Board of Directors. The Chair of the Committee shall be chosen from among one of the three (3) members of the Board of Directors. The functions of the Audit Committee shall include, but not be limited to, the following with regard to the financial reporting of RIMS:

A. Reviewing, analyzing and making recommendations to the Board of Directors concerning the financial well being of the Society;

B. Selecting and acting as the Board's liaison with RIMS independent auditors; and

C. Assessing the sufficiency of and implementation of the Society's policies, procedures and internal controls.

### Section 4.

Other committees may be established by the Board of Directors or the President, as may be required by the business of RIMS, and except as otherwise provided by the Board of Directors, the members of each committee shall be Members of RIMS.

A. The chair of each committee shall be designated by the Board



# Constitution and Bylaws

of Directors prior to December 31st of each year. The chair shall serve a one (1) year term and tenure as chair is limited to two (2) years. Exceptions may be made with the concurrence of the Board of Directors.

B. The committee chair shall appoint the members of the committee. Committees may consist of up to twelve (12) members. Exceptions may be made with the concurrence of the Board of Directors.

C. Committee members shall serve a one (1) year term from the first (1st) day of January until the following thirty-first (31st) day of December, the commencement of the next annual term for officers, unless sooner discharged. The Board of Directors will ensure that there is appropriate involvement of new members.

D. Each member of a committee shall perform the duties assigned to him or her by the committee chair. Except as otherwise provided by the Board of Directors, each committee shall establish its quorum, rules, procedures, and assist staff in the development of any proposed project budgets.

E. Committee chairs shall communicate with the Board of Directors through the designated Board member. Committee chairs shall be the main communication link with staff concerning the activities of the committee.

## ARTICLE X- EXECUTIVE DIRECTOR

### *The Executive Director shall:*

1. carry out the directives of the Executive Committee of the Board of Directors;
2. manage the business affairs of RIMS;
3. direct the activities of the employees of RIMS;
4. serve as a liaison with and maintain working relationships with other societies and outside organizations; and
5. be accountable to the Board of Directors.

## ARTICLE XI- FISCAL YEAR

The Fiscal year shall begin the first (1) day of January and end the thirty-first (31) day of December.

## ARTICLE XII- DUES

Dues and/or assessments, fixed by the Board of Directors, shall be payable in advance on the anniversary date of the membership. A Member whose dues and/or assessments are delinquent sixty (60) days after either of the above due dates may be suspended as provided in Article IV, Section 2(B).

## ARTICLE XIII- PARLIAMENTARY PROCEDURE

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

## ARTICLE XIV- 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 herein. The attendance at any meeting, unless specifically noted to the contrary, shall be deemed a waiver of notice of said meeting.

## ARTICLE XV- INDEMNIFICATION

RIMS shall indemnify and defend a Delegate or Director or Officer of RIMS, a director or officer of a RIMS chapter, and a chair of a RIMS committee or task force (hereinafter referred to as "person"), against any and all judgments, fines and amounts paid in settlement, together with reasonable expenses including attorney's fees, actually and reasonably incurred in the defense of an action, threatened action, suit or proceeding, or any appeal therefrom, brought by a third party, if such person was acting on behalf of RIMS or such chapter or committee for a purpose such person reasonably believed to be in the best interest of RIMS, and if such person had no reason to believe the conduct was unlawful; provided that RIMS may require such person to cooperate with RIMS, its counsel and advisors in order to receive such indemnification.

## ARTICLE XVI- AMENDMENTS

Amendments to the Constitution and Bylaws shall be made by an affirmative vote of two-thirds (2/3) of the full Board of Directors. No proposition to amend shall be acted upon unless notice is given to the Board of Directors at least thirty (30) days prior to the meeting. Any amendments to the Constitution and Bylaws approved by the Board of Directors shall take effect upon approval by the Board of Directors. However, all such amendments shall be ratified by the House of Delegates upon the affirmative vote of a majority of the Delegates present or represented at the next meeting of the House of Delegates.

## ARTICLE XVII- EFFECTIVE DATE

These Constitution and Bylaws, including the Revised Transition Rules in Article XVIII below, shall become effective on the 28th day of February 2006.

## ARTICLE XVIII-REVISED TRANSITION RULES

These Revised Transition Rules shall govern the nomination and election of RIMS Officers and Directors, and the appointment of committees under Article IX, except for the Nominating Committee, from the period beginning on May 1, 2006 through September 1, 2007. On September 2, 2007, these rules shall expire and all nominations and elections shall thereafter be governed by Articles VII and VIII herein, and this Article XVIII shall become null and void.

Section 1. Procedure for Nomination and Election of Directors and Officers to take Office on May 1, 2006

A. Not later than February 1, 2006, the Nominating Committee shall deliver to the Secretary of RIMS the names of the eleven (11)



# Constitution and Bylaws

nominees to the Board of Directors, one of whom shall be the soon to be immediate former President of RIMS, who shall be nominated for an "ex officio" non-voting position, and four of whom shall also be nominated to be President, Vice President, Treasurer and Secretary, together with a signed acceptance from each. These individuals will be nominated for terms to run from May 1, 2006 through April 30, 2007. The terms of the Class I directors who were elected under the Constitution and Bylaws in effect prior to April 18, 2004 shall continue to April 30, 2007, thus resulting in a full Board of Directors consisting of fifteen (15) voting members and one (1) ex officio non-voting member. By adopting and ratifying these Revised Transition Rules, the Board of Directors and House of Delegates, respectively, hereby approves the extension of the term of the slate nominated under the predecessor to this Section (previously Article XVIII, Section 2A) to August 31, 2007.

B. The Secretary shall receive the report of the Nominating Committee and shall mail a notice of the names of the nominees for the Board of Directors to the House of Delegates not later than the fifth (5th) day of February. Such notice shall also specify the procedure for nomination by petition.

C. Candidates, other than those selected by the Nominating Committee, shall be placed in nomination at the written petition of no fewer than (10) members of the House of Delegates. Such petition shall include a full slate of ten (10) directors as specified in 2.A. above. The petition shall be valid if accompanied by a signed acceptance from each candidate and if filed with the Secretary of RIMS not later than the fifth (5th) day of March.

D. 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 (E) below.

E. The Secretary shall mail to each member of the House of Delegates not later than the fifteenth (15th) day of March, a ballot for the annual election containing the names of all candidates for the Board of Directors. The return date of the voted ballot shall be on or before the date of the next meeting of the House of Delegates.

Section 2. Procedure for Nomination and Election of Directors and Officers to take Office on September 1, 2007

A. Not later than February 1, 2007, the Nominating Committee shall deliver to the Secretary of RIMS the names of the sixteen (16) nominees to the Board of Directors, one of whom shall be the soon to be immediate former President of RIMS, who shall be nominated for an "ex officio" non-voting position, and four of whom shall also be nominated to be President, Vice President, Treasurer and Secretary, together with a signed acceptance from each. These individuals will be nominated for terms to run from September 1, 2007 through December 31, 2008.

B. The Secretary shall receive the report of the Nominating Committee and shall mail a notice of the names of the nominees for the Board of Directors to the House of Delegates not later than the fifth (5th) day of February. Such notice shall also specify the procedure for nomination by petition.

C. Candidates, other than those selected by the Nominating Committee, shall be placed in nomination at the written petition of no fewer than (10) members of the House of Delegates. Such petition shall include a full slate of fifteen (15) directors as specified in 2.A. above. The petition shall be valid if accompanied by a signed acceptance from each candidate and if filed with the Secretary of RIMS not later than the fifth (5th) day of March.

D. 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 (E) below.

E. The Secretary shall mail to each member of the House of Delegates not later than the fifteenth (15th) day of March, a ballot for the annual election containing the names of all candidates for the Board of Directors. The return date of the voted ballot shall be on or before the date of the next meeting of the House of Delegates.

### **Section 3. Committee Appointments**

The terms of committee members who are serving as such as of May 1, 2006 shall be extended to coincide with the officer and director terms specified in Section 1A above. The next committee terms shall coincide with the officer and director terms specified in Section 2A above. Thereafter committee appointments and terms shall be governed by Article IX, Section 4C.