

BYLAWS  
TAMPA BAY CHAPTER PUBLIC RISK MANAGERS ASSOCIATION.

ARTICLE I - NAME

The name of this non-profit corporation shall be TAMPA BAY CHAPTER PUBLIC RISK MANAGERS ASSOCIATION, Inc. (PRIMA).

ARTICLE II - PURPOSE

The purpose of this corporation shall be:

1. To increase the proficiency of risk and insurance management in governments, governmental agencies, political sub-divisions thereof and school districts;
2. To strengthen the quality of Risk/Insurance management through continuing education;
3. To be an educational and research organization for the benefit of governments, governmental agencies, political sub-divisions thereof, and school and other special district units;
4. To provide the 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 Insurance, and to supply members with information concerning their organization;
5. To act in any other manner which will further the best interests of governments, governmental agencies, political sub-divisions, school and other special districts in their Risk Management/ Insurance activities;
6. Notwithstanding any other provision of these by-laws the purpose for which the TAMPA BAY CHAPTER OF THE PUBLIC RISKMANAGEMENT ASSOCIATION, Inc. (PRIMA), is to operate exclusively for such business purposes as will qualify it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE III - MEMBERSHIP, VOTING, AND DUES

1. Membership in this non-profit corporation shall be open to governments, governmental agencies, political sub-divisions thereof, school districts and publicly supported institutions which have been approved by the Board of Directors for admission.
2. Each governmental entity shall be entitled to one vote in the affairs of the corporation 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 they represent and the employee designated by that governmental entity as responsible for Risk, Insurance, Claims Administration, Safety Management, or related business area, for that entity.
4. Additional governmental members may join the organization, however they will be non-voting members and shall not be designated as the representative member.
  5. Member fees shall be set on an annual basis by a majority vote of the Board of Directors,
  6. Members may be suspended or expelled by the Board of Directors for non-payment of dues, or, after a hearing, for any act or conduct which shall be deemed detrimental to the best interests of this Corporation. Dues shall be considered delinquent if not received by the Corporation within sixty (60) Days from due date. Delinquent members may be restored to good standing by action of the Board of Directors.
  7. The Board of Directors may create other membership classifications, known as Associate Members, providing that such members shall be non-voting members and shall not hold office.

#### ARTICLE IV – DIRECTORS

1. The membership of the Board of Directors shall consist of at least six (6) member representatives; the four (4) current Officers and at least two (2) Directors, The current President shall act as Chairman of the Board.
2. The Officers of the Corporation will consist of President, Vice-President, Secretary and Treasurer. The Secretary and Treasurer positions may be combined if desired by the membership.
3. The two (2) required Directors shall consist of the two (2) immediate past Presidents. The President may establish additional Director positions as he/she may deem necessary. Examples might be; Finance Director, Program Director, etc.
4. The Officers shall be elected by the membership at the last meeting of each calendar year and the newly elected officers shall take office as of January 1, each year.
5. The Officers shall be elected to serve for a one-year term or until their successors are elected.
6. Should a vacancy occur in the office of the President, the Vice-President will serve as President for the balance of the current term of office. Any vacancy occurring in the office of any other Officer or Director shall be filled to the end of the current term by appointment of the President.
7. The management of this Not for Profit Corporation shall be vested in the Board of Directors and they shall have the following specific duties:
  - a. It shall authorize all expenditures but it shall not authorize disbursement of Corporate funds for purposes inconsistent with business and policy authorized by the Corporation membership.
  - b. It shall have the books and accounts audited annually or, in its discretion,

more frequently, and may require an accounting, or have an audit made of the handling of any Corporation funds by any Officer, Director, Committee, or member of this Corporation. Any member of this Corporation in good standing may inspect any such audit upon request, at a reasonable time and place.

- c. It shall appoint at the recommendation of the Secretary/ Treasurer a bank or banks for the deposit of funds of this Corporation.
- d. It may appoint a surety for the bonding of any Officer or Director of this Corporation, as it deems appropriate.
- e. They shall have all other powers and duties which have not been specifically reserved by the Articles of Incorporate or these Bylaws.

#### ARTICLE V - OFFICERS

1. The Officers of the Corporation shall be: President, Vice-President, Secretary and Treasurer. At the memberships discretion the office of Secretary and Treasurer may be combined into one Officer position.
2. The Officers shall be elected for a one year term by the membership at the last meeting of each calendar year and shall take office as of January 1 each year.
3. The President shall preside at all meetings of the members, and of the Board of Directors, and shall perform all duties and have the authority incident to the Office of President.
4. The Vice-President shall, in the absence of or disability of the President, possess all the powers and discharge all the duties of the Office of President.
5. The Secretary/Treasurer shall perform the following duties:
  - a. Keep the minutes of this Corporation and the minutes of the Board of Directors meetings.
  - b. Keep a roster of the membership and all records of this Corporation.
  - c. Give advance written notice of all meetings to members as provided herein.
  - d. Have general supervision of the financial operations of the Corporation.
  - e. Have custody of all funds of the Corporation and shall deposit all monies received in a bank or banks approved' by the Board of Directors.
  - f. Submit a written report annually, or from time to time upon the request of the Board of Directors.
  - g. Checks written against bank accounts in payment of the obligations of this Corporation shall be signed by the Secretary/Treasurer and other officer or officers to be designated by the Board of Directors.

#### ARTICLE VI - RESTRICTION ON SUCCESSION

No Officer or Director shall be elected to more than one successive terms in any one Office, but this provision shall not operate to disqualify such Director or Officer for subsequent service, provided that such subsequent service shall be subject to the same limitations as to its successive terms.

## ARTICLE VII - COMMITTEES

The President, with the approval of the Board of Directors, shall appoint such Committees as are required for the proper functioning of this Corporation. Examples of Committees that might be appointed include; Finance Committee, Program Committee, Membership Committee, Hospitality Committee, and State Conference committee.

## ARTICLE VIII - MEETINGS

1. It is the intend of this Corporation to hold bi-monthly meetings, however it is required that at least an Annual Meeting of this Corporation for the election of Officers and Directors and the transaction of other business shall be held at such time and place as designated by the Board of Directors of the Corporation. The Secretary/Treasurer shall mail a written notice to each member of the time and place of such meeting at least fifteen (15) days in advance thereof.
2. Regular meetings of the Corporation shall be held at such time and place as may be approved by the Board of Directors.
3. Special meetings of this Corporation may be called at any time by a majority consent of the Board of Directors, or upon the written request of the majority of the 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. At any meeting, a quorum shall consist of seven (7) Representative members, three of which shall be members of the Board of Directors. Action may be taken by a majority vote of the members present.
4. The Board of Directors shall meet periodically, or at least annually immediately after the Annual Meeting of the Corporation, and at the call of the President at such other time and place as may be designated by the President. Three (3) members of the Board of Directors shall constitute a quorum for the transaction of business at Board meetings. Action may be taken by, a majority vote of the Directors present, except that for expulsion of a member, a two-thirds vote of the entire Board membership in favor of expulsion after a hearing shall be required. The expelled member may appeal his expulsion to the membership.

## ARTICLE IX - ELECTIONS

1. Nomination of eligible candidates for Officers and Directors shall be made by a nominating committee which shall be appointed by the President, with the approval of the Board of Directors, at least sixty (60) days prior to the year end meeting of the annual Meeting.
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 (in alphabetical order where they may be more than one candidate) on a ballot which shall also provide sufficient blank

- lines for the writing in of other names at the option of the voters.
3. Voting shall be conducted either by secret written ballot, and shall be the first order of business at the Annual Meeting, or may be by returned ballots mailed to the person designated by the President to receive such ballots. The results of the election will be reported at the last meeting of the calendar year.
  4. Votes submitted at the annual meeting shall be tallied immediately upon the completion of the balloting by the Vice-President and Secretary/Treasurer, in the presence of the members, and the results of the election shall be announced as soon as determined. Votes mailed into the designated person will be reported to the membership at the next members meeting.

#### ARTICLE X - PUBLICITY

No publicity shall be released in the name of the Corporation without the prior approval of the Board of Directors.

#### ARTICLE XI - FISCAL YEAR

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

#### ARTICLE XII - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern action of the Corporation where applicable, if they are not inconsistent with these Bylaws or any special rule of order the Corporation may adopt.

#### ARTICLE XIII - AMENDMENT OF BYLAWS

Amendments to the By Laws may be proposed by any member of the Board of Director at any meeting of the Board. An affirmative majority vote of the members present shall be required for approval of any amendment, Such Amendment must then be approved at any regular or special meeting of the Corporation provided that fifteen (15) days written advance notice be given to the members of the Corporation. An affirmative vote of two-thirds of the members present at the regular or special meeting shall be required for approval of the Amendment.

Adopted by approval of the membership: January, 2005.

Revised: \_\_\_\_\_