

Constitution and Bylaws

The Piedmont Chapter of the Risk and Insurance Management Society, Inc.

ARTICLE I - NAME

The name of this organization shall be "The Piedmont 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".)

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 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 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;
- H. To abide by the Constitution and Bylaws of RIMS; and
- I. To contribute to the community in which the Chapter serves.

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 – Professional Member

Professional Members must perform one or more of the following risk management functions for the benefit of the Member or, if applicable, for an affiliated entity of the same economic family:

- risk administration;
- risk assessment;
- self-administered claims administration;
- loss control;
- risk financing; or

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- funding/selection/administration relative to property/casualty or employee benefits programs.

Professional Members 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
- executive recruitment and/or personnel recruitment.

A Professional Member may vote, hold office and chair or serve on a committee. A Professional 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. A Professional Member may designate additional Professional Members for a fee set by RIMS Board of Directors.

- a. Organizational Member is a full-time professional with risk management responsibilities exclusively for one organization, and the organization maintains a membership. The member's organization 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 a Professional Member (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.

- b. Individual Member is a full-time professional with risk management responsibilities exclusively for one organization, and the employer does not maintain an Organizational Membership.

B. Class II – Associate Member

Associate Members provide products or services to those in the risk management profession. Associate Members may vote and serve on a committee. Associate Members may not hold the chapter offices of President, Vice President, Treasurer, or Secretary.

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C. Class III - 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 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
- must 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.

D. Class IV - Educational Member

An individual who is a full-time professor or dean in a program providing risk management or insurance education. 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;
- 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 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.

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E. Class V – 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.

Retired Members:

- 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 in any capacity in the risk management field, as would make him or her eligible to be a member of RIMS in any other Class);
- 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 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

F. Class VI - 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
- must pay dues as required by RIMS' Board of Directors.

The Chapter may grant a Chapter Transitional Membership as it deems appropriate, pursuant to the above criteria; provided, however, that a Chapter Transitional Member must immediately resign any Chapter or Society office or committee membership. 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 VII - Chapter Associate Member

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

Chapter Associate 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 act as an advisor to a committee at the discretion of the committee chair; and
- must pay dues, which shall be fixed by Chapter RIMS' Board of Directors.

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 Chapter Associate Member to the benefits associated with membership in RIMS.

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 will not discharge any obligations to pay dues, assessments, or other charges accrued and unpaid. No refund will be made on any unexpired portion of dues.
- B. Suspension or Expulsion. 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 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 must be given to the President of the Chapter.

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 will be held during the month of April, unless otherwise designated not less than forty-five (45) days prior to the meeting date, at any place specified by the Chapter's Officers. Notice of the annual meeting will be sent to all Chapter members at least thirty (30) days in advance of the meeting. Notice of the Annual Meeting placed in the chapter newsletter or on the chapter Web site will constitute adequate notice.
- B. Special Meetings. Special Meetings of the Chapter may be called by the President of the Chapter, and must be called upon the request of a majority of the Chapter's Officers or upon a written

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application of 10 percent, or not less than 5 primary Professional Members, whichever is greater, of the Chapter members. Requests or applications for special meetings must be sent to the Chapter President. Notice of such meetings, stating the business to be transacted, must be sent to all Chapter members at least thirty (30) days in advance. Business not on the agenda will not be considered.

- C. Regular Meetings. Regular Meetings of the Chapter will be held at such time and place as may from time to time be approved by the Chapter's Officers. 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.

Professional Members, Transitional Members, and Retired Members are eligible to vote on membership matters. Voting at membership meetings may be in person or electronically with each voting member having a single vote.

If voting in person, a majority of members voting where a quorum is present carries an action. If electronically, a quorum of votes carries an action. Members may vote without a meeting on any matter presented by the Board where a quorum participates, and the votes are submitted in writing by postal or other delivery, e-mail, or any other electronic means.

- E. Quorum. The Chapter Members present will constitute a quorum at any meeting of the chapter. A quorum for electronic membership voting is those voting members who respond to the correspondence within one week.

ARTICLE IV - DUES COLLECTION

Section 1. Society Dues. Class I, II, III, IV, V, and VI 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 Members shall elect, at its Annual Meeting, one of its Professional Members to serve on the House of Delegates of RIMS for a one (1) year term. Said term shall commence on the first (1ST) day of May. Delegates may be elected to successive terms. The Delegate shall serve as a voting member of the Chapter's Officers, as well as a voting member of RIMS House of Delegates.

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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.

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 4 Directors. Directors shall be elected at the Annual Meeting by a majority of those members present at the meeting or voting electronically. All Chapter Directors shall be Professional Members of RIMS. The Chapter President and the Chapter Delegate to the RIMS House of Delegates shall be 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 15th 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 2 members. The petition will 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 Annual Meeting of the Chapter.
- C. Only candidates placed in nomination as herein provided may appear on the ballot to be voted upon in the annual election, as described in subsection (D), below.
- D. The Chapter Secretary shall mail to the Chapter Membership not later than the 1st day of April, a ballot for the annual election containing the names of all candidates for directors. The return date of the voted ballot shall be on or before the date of the Annual Meeting of the Chapter Membership.

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 may be filled by action of the Chapter Board.

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Any person selected to fill a vacancy may serve the unexpired term of the Director he/she succeeds.

Section 8. Meetings.

- A. 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.
- B. Other 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 will be called upon the request of members of the Board of Directors. Notice of such meetings, stating the business to be transacted, will be given to all members of the Chapter Board of Directors at least fifteen (15) days in advance. Balloting by mail will be allowed for meetings by correspondence only. Mail ballots must be returned to the Chapter Secretary by the date listed therein. Business not on the agenda of a special meeting shall not be considered.
- C. Quorum. A majority of the Chapter Board of Directors constitutes a quorum for an in-person meeting; however, two-thirds (2/3) of the Board of Directors must cast ballots to constitute a quorum for a meeting by correspondence. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time without further notice until a quorum is present.
- D. Board Meetings. Meetings of the Chapter Board must be held within the State of North Carolina, in such places as the President may, from time to time, designate.

ARTICLE VII – OFFICERS

Section 1. Officers. The Chapter's Officers shall assume the general management of all affairs of the Chapter. Officers of the Chapter shall be the President, Vice President, Secretary and Treasurer, and as many additional Vice Presidents as the Chapter's Members deems necessary. The term of office will begin on the Monday following the Society's Annual Conference or the 1st day of May, whichever is later; and end the next year, on the Sunday following the Society's (subsequent) Annual Conference.

Section 2. Election of Officers. The Officers of the Chapter will be elected by the Members as follows:

- A. The Nominating Committee shall deliver to the Secretary of the Chapter, not later than the 15th day of March the names of its consenting nominees for each elective office. Candidates, other than those selected by the Nominating Committee, shall be placed in nomination at the written petition of no fewer than two 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. The petition must be filed with the Chapter Secretary not later than five (5) days prior to the date of the Annual Meeting of the Chapter.
- B. The Chapter Secretary shall notify Members not later than the 1st day of April the names of all candidates for Officers. Officers will be elected during the Annual Meeting of the Chapter. The voting method shall be by General Consent if the nominees of the Nominating Committee are unopposed. In the event of a contested election, voting will be by Ballot.
- C. The Chapter shall notify RIMS at RIMS' principal office, in writing and within thirty (30) days of election, of the Officers elected, along with the name of the member company in which the Officer is employed.

Section 3. Removal. Any officer may be removed with or without cause by an affirmative vote of two-thirds (2/3) of the Members attending a Special Meeting.

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Section 4. Vacancies. Vacancies in any office shall be filled by action of the Members 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's Officers.

Section 5. 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's Members. It shall be the duty of the President to preside at all meetings of the chapter membership and to enforce all laws and regulations relating to the Chapter.

Section 6. 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. It shall be the Vice President's further duty to counsel and assist the President in the administration of all business of the Chapter. The Vice President shall be responsible for the educational portion of each Chapter Meeting.

Section 7. 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 8. 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.

ARTICLE VIII - COMMITTEES

Section 1. Nominating Committee. A Nominating Committee will be appointed by the Chapter President, with the approval of the Chapter's Officers, within ninety (90) days after taking office. The Nominating Committee will consist of 2 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 consenting nominees for each elective office.

Section 2. Other committees. Other Committees, as may be required by the business of the Chapter, shall be established by the Chapter's Officers 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 advisors to a committee at the discretion of the committee Chair. The Chair of each committee will be designated by the Officer to whom the committee reports, subject to the approval of the President. The President, Chapter's Officers 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's Officers, each committee shall establish its own quorum, rules and procedures.

ARTICLE IX - FISCAL YEAR

The fiscal year begins the 1st day of May and shall end the 30th day of April.

ARTICLE X - PARLIAMENTARY PROCEDURE

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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 XI - AMENDMENTS

Amendments to this Constitution and Bylaws must be made only by an affirmative vote of a majority of the Quorum eligible to vote. No proposition to amend will be acted upon unless written notice fully describing the proposed amendment is given to all members of the Chapter at least 15 days prior to the Chapter meeting or vote, except in the case of an emergency amendment. If an emergency amendment is required, the amendment may be passed with an affirmative vote of two-thirds (2/3) of the Board of Directors; however, these changes must be affirmed with an in-person or electronic vote of the Chapter membership within one (1) month of the amendment.

ARTICLE XII - EFFECTIVE DATES

This Constitution and Bylaws becomes effective on the 10th day of April, 2020.