**The Greater Kansas City Chapter**

**Of**

**Risk and Insurance Management**

**Society, Inc. (RIMS)**

**Chapter Constitution and Bylaws**

**As of March 1, 2007**

**The Greater Kansas City Chapter**

**Of**

**Risk and Insurance Management Society, Inc.**

**(RIMS)**

**Chapter Constitution and Bylaws**

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**THE GREATER KANSAS CITY CHAPTER**

**CONSTITUTION AND BYLAWS**

**ARTICLE I – NAME**

The name of this organization shall be “The Greater Kansas City 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 the “Society”) a nonprofit corporation organized under the laws of the State of Kansas.

**ARTICLE II – OBJECTIVES AND POWERS**

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

1. To promote the discipline of risk management and enhance the image of the professional risk manager.
2. To foster the educational and professional development of risk managers, as well as others within the risk management and insurance communities.
3. To influence legislation and regulation at the federal, state and provincial levels, for the benefit of its members.
4. To develop and promote products and services which meet the needs of its members.
5. To provide forums for the free exchange of ideas and viewpoints among its members.
6. To promote a competitive insurance marketplace and the development of insurance products which benefit all insurance consumers.
7. To foster relationships with other professional societies and organizations in order to advance its objectives; and
8. To abide by the Constitution and Bylaws of the Society.

**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 the Society may be responsible without the approval of the Society’s Executive Council.

**ARTICLE III – MEMBERSHIP**

**Section 1. Classes of Membership.**

1. Class I – Corporations or Other Legal Entities (hereinafter “Member”)
	1. A Member corporation or legal entity must:

• subscribe to the Chapter’s objectives;

• agree to abide by the Society’s and the Chapter’s Constitutions and Bylaws;

• have been accepted for membership by the Chapter;

• 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 Society and Chapter membership dues as fixed by the respective Boards 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.

* 1. A Member corporation or legal entity may:

• designate two Deputies, a primary and an alternate, for its membership dues. The primary deputy is responsible for exercising the voting rights of the member organization with the alternate serving as the back up, unless the secondary member is the only corporate representative in the Chapter; and

• designate additional deputies for a fee set by the Society’s Board of Directors.

* 1. 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.

1. must not engage in any of the following prohibited activities for any nonaffiliated entities;

• underwriting of insurance;

• selling or brokering of insurance;

• regulating 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.

1. may vote, hold office and chair or serve on a committee.
2. Class II – Chapter Honorary Members

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

A Nominee for Chapter Honorary Membership:

• must have served as an officer or director of the Chapter and have made outstanding contributions to the advancement of the Chapter, or if not eligible to be a deputy member of the Society, must have made contributions to risk management / benefits and/or the insurance industry which are considered to be unusually outstanding as determined by the Chapter Board of Directors;

• must not be a deputy member at the time of nomination; and

• must be nominated by at least five deputy members in a written statement addressed to the President of the Chapter, signed by each, specifying the grounds upon which the nomination is made and documenting the contributions of the nominee to the Chapter and risk management.

The Chapter Board of Directors shall evaluate each nomination to see that it meets the criteria listed herein. If the nomination does not meet the criteria, the Board of Directors shall return it to the deputy members with an explanation as to why it the nominee did not meet the criteria for an Honorary Member.

Election to such membership shall be conducted at a Board of Director meeting after reviewing all supporting data to become an Honorary Member.

Chapter Honorary Members:

• must subscribe to the Chapter objectives;

• must agree to abide by the Society’s and the Chapter’s Constitutions and Bylaws;

• pay no annual dues;

• may not vote;

• may not hold office;

• may act as an advisor to a committee at the discretion of the committee chair;

• are afforded the privileges of Chapter membership, whenever the Chapter differentiates between members and nonmembers, unless otherwise specified; and

• must be a member of the Chapter and pay monthly meeting fees when in attendance.

A Chapter Honorary Membership shall be conferred on an individual for the duration of that person’s life.

This Chapter Honorary Membership will be recognized by the Chapter only and does not entitle the honoree to the benefits associated with membership in the Society.

1. Class III – Chapter Educational Member

An individual whose primary occupation is a faculty member or Department Chair at an institution of higher learning teaching risk management, insurance or benefits courses or chairing a department, which offers risk management, insurance or benefits courses may be extended the opportunity to be a Chapter Education 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 risk management, insurance or benefits.

A Chapter Educational Membership shall not be affected if the educational member engages in other employment, even if in that other position the education member would not be eligible to be a deputy member of RIMS, so long as education remains the member’s primary focus.

Chapter Educational Members:

 • must subscribe to the Chapter objectives;

• must agree to abide by the Society’s and the Chapter’s Constitutions and Bylaws;

• pay dues, which shall be fixed by the Board of Directors;

• may not vote;

• may not hold office;

• may act as an advisor to a committee at the discretion of the committee chair;

• are afforded the privileges of Chapter membership, whenever it differentiates between members and nonmembers, unless otherwise specified; and

• must re-qualify for such membership every five (5) years, such membership may be subject to termination.

This Chapter Educational Membership will be recognized by the Chapter only and does not entitle the Chapter Educational Member to the benefits associated with membership in the Society.

1. Class IV – Chapter Student Member

A Chapter 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. Upon graduation or acceptance of employment in the area of risk management, insurance or benefits, or 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.

Chapter Student Members:

 • must subscribe to the Chapter objectives;

• must agree to abide by the Society’s and the Chapter’s Constitutions 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 Chapter membership, whenever it differentiates between members and nonmembers, unless otherwise specified; and

• pay dues, which shall be fixed by Chapter Board of Directors.

The Chapter Student Membership will be recognized by the Chapter only and does not entitle the Chapter Student Member to the benefits associated with membership in the Society.

1. Class V – Chapter Affiliate Member

A Chapter 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 or any prorated dues amount.

Chapter Affiliate Members:

• must subscribe to the Chapter objectives;

• must agree to abide by the Society’s and the Chapter’s Constitutions and Bylaws;

• may enjoy such membership for two continuous years from the date of separation from the Member; and such membership maybe extended by the Chapter Board of Directors for another year.

• may continue to serve as a Chapter officer or committee member until the expiration of his/her existing term, but may not seek re-election 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;

• shall pay membership dues, which shall be fixed by Chapter Board of Directors

The Chapter Affiliate Membership will be recognized by the Chapter only and does not entitle the Chapter Affiliate Member to the benefits associated with membership in the Society.

1. Class VI – Chapter Associate Member

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

A Chapter Associate Member:

• 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).

Chapter Associates Members:

 • must subscribe to the Chapter objectives;

• must agree to abide by the Society’s and the Chapter’s Constitutions and Bylaws:

• may not vote;

• may not hold office;

• may act as an advisor to a committee at the discretion of the committee chair;

• are afforded the privileges of Chapter membership, unless otherwise specified; and

• must pay Chapter Associate dues, which shall be fixed by the Chapter Board of Directors .

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 the Society.

1. Class VII – Chapter Retired Member

A Chapter 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 of the Society or a Class VI Chapter Associate Member prior to retirement.

A Chapter Retired Member:

• must have previously been a Class I Deputy Member of the Society or a Class VI Chapter Associate Member;

• 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 the Society or Chapter in any other Class).

Chapter Retired Members:

 • must subscribe to the Chapter objectives;

• must agree to abide by the Society’s and the Chapter’s Constitutions and Bylaws:

• 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;

• are afforded the same privileges of membership such individuals had received as Deputy or Chapter Associate Members, as the case may have been, unless otherwise specified.

• Must pay dues, which shall be fixed by the Chapter Board of Directors.

1. The Chapter Board of Directors is empowered, as regards to the Greater Kansas City Chapter, 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 the Chapter; and terminate a Chapter membership by reason of ineligibility that has come about subsequent to admission. Exclusion from or termination of Chapter Membership may be appealed by a Chapter Member to Society Board of Directors. A majority vote of the Society Board of Directors is binding.

**Section 2. Termination of Membership.**

1. Resignation. Any membership may be resigned by filing a written resignation with the Vice President & Secretary of the Society and the Secretary of the Chapter. Such resignation shall not discharge any obligations to pay dues, assessments, or other charges accrued and unpaid. No refund shall be made on any unexpired portion of dues.
2. Suspension or Explusion.
	1. Any Class I 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 Society Director of Membership & Chapter Services, or other equivalent staff position , but shall be reinstated without reelection if within two months of such suspension the condition which caused the suspension is remedied. Notice of any action taken hereunder shall be given to the President of the Chapter.

2. Any Class III, IV, V, VI or VII member who fails to pay dues when payable or within (90) days thereof, or who become ineligible for membership may be forthwith suspended by the Chapter Vice President, Membership & Secretary, or other equivalent position, but shall be reinstated without reelection if within two months of such suspension the condition which caused the suspension is remedied. Notice of any action taken hereunder shall be given to the President of the Chapter.

C. Any membership may be terminated by action of the Board of Directors, if after forty-five (45) days written notice to the Member or individual, and the Chapter, and a 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 interest of the Society.

**Section 3. Meetings of Membership.**

1. Annual Meeting. The Annual Meeting of the Greater Kansas City Chapter shall be held during the month of December, unless otherwise designated not less than forty-five (45) days prior to the meeting date, at any place specified by the Chapter Board of Directors. Notice of the annual meeting shall be sent to all Chapter members at least thirty (30) days in advance of the meeting. Notice of the Annual Meeting sent via the U.S. Postal Service, electronic mail, placed in the chapter newsletter or on The Greater Kansas City Chapter web site shall constitute adequate notice. The Chapter Secretary shall issue notice, or delegate the issuance of notices to a deputy member.
2. Special Meetings. Special Meetings of the Chapter may be called by the President of the Chapter, and shall be called upon the request of a majority of the Chapter Board of Directors or not less than 5 primary deputy members. Requests or applications for special meetings shall be sent to the Chapter President. Notice of such meetings, stating the business to be transacted, shall be sent to all Chapter members at least thirty (30) days in advance. Business not on the agenda shall not be considered.
3. Regular Meeting. Regular Meetings of the Chapter shall be held at such time and place as may from time to time be approved by the Chapter Board or Directors. The Chapter shall meet at least four (4) times per year, with one of those being the Annual Meeting. Notice of the regular meeting shall be sent to all Chapter members at least 14 days in advance of the meeting. The Chapter Secretary shall issue notice, or delegate the issuance of notices to a deputy member.
4. Voting. Only one of the deputy members representing a Class I member entity shall exercise a vote at a meeting of the Chapter. 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 Deputy Member, shall be filed ten (10) days in advance of such Meeting with the Chapter Secretary.
5. Quorum. The Chapter members present shall constitute a quorum at any meeting of the chapter.
6. Minutes. The Chapter shall regularly maintain and submit to the Society written such records and information as may be reasonably requested by the Society.

**ARTICLE IV – DUES COLLECTION**

**Section 1. Society Dues.** Class I or VI Members shall pay Society dues directly to Society’s 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:

1. Class I and VI members, directly to the Society’s principal office or alternate location, along with that Member’s or Associate’s society dues. The Society shall then return to the chapter all chapter dues as soon as possible, but not later than sixty (60) days after receipt; or
2. Class III, IV, V, VI and VII, directly to the Chapter for local Chapter membership categories.

**ARTICLE V – SOCIETY DELEGATES**

The Chapter’s Board of Directors shall elect, at its Annual Meeting, one of its deputy members, usually a member of the Chapter’s Board of Directors, to serve on the Society’s House of Delegates for a two (2) year term. Said two-year term shall commence on the first 1st day of January. Delegates may be elected to successive terms. The Delegate shall serve as a voting member of the Chapter Board of Directors, as well as a voting member of Society’s House of Delegates.

A Delegate elected to be a Society Director or Society Executive Council member shall serve as such Director or Executive Council member only and the Chapter shall designate another Delegate to complete the Delegate’s unexpired term.

The Chapter shall notify the Society at the Society’s 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 Society leadership, representing the Chapters’ concerns and interests to the Society at large, as well as reporting on Society directions and activities at the local chapter level. It is the Delegate’s responsibility to communicate the changes in the Chapter Constitution and Bylaws necessary to comply with constitutional changes in the Society 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 Vice President and Secretary of the Society 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 assume the general management of all affairs of the Chapter.

**Section 2. Composition.** The Chapter’s Board shall consist of the elected officers, the immediate past president of the Chapter, and Society Delegate. No member of the board may concurrently hold another position on the Board.

**Section 3. 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 4. Removals.** A Director may be removed with or without cause 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 5. Vacancies.** Vacancies on the Chapter Board shall be filled by the Chapter Board. Any person selected to fill a vacancy shall serve the unexpired term of the Director he/she succeeds.

**Section 7. Meetings.**

* 1. Annual Board Meeting. The Chapter Board of Directors shall meet as soon as practicable after the Annual Meeting for the transaction of any additional business as may properly come before the meeting.
	2. Other Meetings. Other Meetings of the Chapter Board of Directors, in person, teleconference or by correspondence, may be called by the President at the President’s discretion, and shall be called upon the request of members of the Board of Directors. Notice of such meetings, stating the business to be transacted, shall be given to all members of the Chapter Board of Directors at least fifteen (15) days in advance.

Balloting by mail shall be allowed for meetings by correspondence only. Mail ballots shall be returned to the Chapter Secretary by the date listed therein. Business not on the agenda of a special meeting shall not be considered.

* 1. Quorum. A majority of the Chapter Board of Directors shall constitute a quorum for an in-person or teleconference 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.
	2. Board Meetings. Meetings of the Chapter Board shall be held within the State of Missouri, or the State of Kansas, in such places as the President may, from time to time, designate.

**ARTICLE VII – OFFICERS**

**Section 1. Officers.** Officers of the Chapter shall be the President, Vice President, Secretary, Treasurer and Membership Vice President and as many additional Vice Presidents as the Chapter’s Board of Directors deems necessary.

**Section 2. Election of Officers.** The officers of the Chapter shall be elected by the Chapter Deputy Members at the Annual Meeting, to hold office for the subsequent fiscal year beginning January 1 and continuing until their successor is elected or appointed. The names of the nominees for each elective office shall be provided to the Chapter Board of Directors not later than the 1st day of December. Candidates, other than those provided, may be placed in nomination at the Annual Meeting if they have previously agreed to be a nominee. A simple majority vote will rule.

**Section 3. Removal.** Any officer may be removed with or without cause by an affirmative vote of a majority of the Chapter Board of Directors.

**Section 4. Vacancies.** Vacancies in any office shall be filled by the Chapter Board of Directors for the unexpired portion of the term. The Chapter shall notify the Society within fifteen (15) days of any vacancies filled by the Chapter Board of Directors.

**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 Board of Directors. It shall be the duty of the President to preside at all meetings of the chapter membership and Chapter Board of Directors, to initiate the Board to determine the manner in which elective officers shall be nominated 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 or Chapter Board of Directors. It shall be the Vice President’s further duty to counsel and assist the President in the administration of all business of the Chapter.

**Section 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 audited, as prescribed by the Chapter Board of Directors, 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 and shall perform all other duties usual to the office of Secretary, and such other duties as from time to time may be assigned by the President or Chapter Board of Directors.

**Section 9. Membership Vice President.**  The Membership Vice President shall be responsible for membership recruitment and retention activities of the Chapter and shall keep a register of the Chapter membership. This may include but not be limited to assisting the Board of Directors in the formation of a membership committee and leading this membership committee.

**ARTICLE VIII – COMMITTEES**

**Section 1. Nominating Committee.** The Board of Directors shall determine by December 31st of the immediate preceding year the manner in which nominees will be identified for each elective office of the Chapter. If the Board of Directors so chooses to appoint a Nominating Committee for this purpose, the Nominating Committee shall be appointed by the Chapter President, with the approval of the Chapter Board of Directors, within ninety (90) days after taking office. The Nominating Committee shall consist of three (3) members of the Chapter. The Chapter President shall appoint a Chair of the committee from the members appointed. Vacancies on the committee shall be filled by the Chapter President. The Nominating Committee shall deliver to the Chapter Secretary, not later than the 1st day of December, the names of its nominees for each elective office, together with an acceptance from each nominee.

**Section 2. Other Committees.** Other Committees, as may be required by the business of the Chapter, shall be established by the Chapter Board of Directors or the President. Class I (Deputy), II, III, IV, VI and VII members can be appointed to a committee at the discretion of the committee Chair. The Chair of each committee shall be designated by the Board of Directors who shall determine the reporting structure of committees to the Board. The President, Chapter Board of Directors or Committee Chair shall appoint the members of the committee. Each member of a committee shall perform the duties specified in their appointment and shall serve until the commencement of the next annual term of Officers, unless sooner discharged. Except as otherwise provided by the Chapter Board of Directors, each committee shall establish its own quorum, rules and procedures, provided however, all financial commitments shall be approved by the Chapter Board of Directors.

**ARTICLE IX – FISCAL YEAR**

The fiscal year shall begin the 1st day of January and shall end the 31st day of December.

**ARTICLE X – PARLIAMENTARY PROCEDURE**

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

**ARTICLE XI – WAIVER OF NOTICE**

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

**ARTICLE XII – AMENDMENTS**

Amendments to this Constitution and Bylaws shall be made only by an affirmative vote of two-thirds (2/3) of the full Chapter Membership (Class I). No proposition to amend shall be acted upon unless written notice or electronic notice fully describing the proposed amendment is given to all Deputy Members of the Chapter at least 30 days prior to the Chapter meeting where the vote is to be taken. Chapter members may vote for these amendments via e-mail or in person at the Chapter meeting. The Chapter Secretary will add the e-mail votes to the vote taken at the meeting for a total count of votes to amend the Constitution and Bylaws. Alternatively, the Board of Directors may choose to present a pure electronic vote for amendments to the membership via e-mail. In the event of a pure electronic vote, Deputy Members of the Chapter shall be informed that a non-vote equates an affirmative vote. The Chapter Secretary will determine the total count of votes to amend the Constitution and Bylaws by subtracting the number of negative votes received electronically from the total number of Deputy members eligible vote.

**ARTICLE XIII – EFFECTIVE DATES**

This Constitution and Bylaws shall become effective on the 31st day of December, 2006.