

**2025**



**Membership Bylaws**

**Bylaws of the Oregon Chapter, Public Risk Management Association, Inc.  
April 2024**

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## **Oregon Chapter, Public Risk Management Association, Inc. Board Meeting Schedule**

The Board of Directors (“Board”) normally meets monthly, unless otherwise determined. Meetings are held before and after the annual conference. Meetings are held on dates, at times and locations as designated by the Board.

# Public Risk Management Association

## Oregon Chapter Bylaws

### **I NAME**

The name of this organization shall be the “Oregon Chapter, Public Risk Management Association, Inc.” (hereinafter referred to as the “Chapter”). Public Risk Management Association, Inc. shall hereinafter be referred to as (“PRIMA”).

### **II PURPOSE**

The purposes of the Chapter will be to increase the proficiency of government and other public entities through risk management, insurance and benefits by providing education and networking opportunities that support the mission and goals of PRIMA. The Chapter will act in a manner that will further the best interests of Oregon’s public entities including federal, state, county, municipal and tribal governments, governmental agencies, intergovernmental risk pools, schools and other special districts in their risk management activities.

### **III MISSION STATEMENT**

The mission of the Chapter is to support and strengthen an effective, efficient public sector through the concepts and strategies of risk management.

### **IV MEMBERSHIP, VOTING, AND FEES**

A. Membership in the Chapter will consist of the following categories:

1. *Government Member*

This category will consist of those governments and government entities or political subdivisions thereof or public entity risk pools (as defined by the Governmental Accounting Standards Board) that have been approved for admission by the Chapter’s Board of Directors.

Each government member shall have one designated voting representative. The designated voting representative must have risk management responsibilities within their employing governmental entity. This is the voting category of membership.

Additional members will consist of employees of government members other than the designated voting member. It is not required that additional members be primarily responsible for risk management for their employing governmental entities. Additional members may hold office in the Chapter. Additional members do not vote but are entitled to all other benefits of membership. The organization is considered a member and one fee is paid for up to 5 representatives. An organization with greater than 5 members will be subject to an additional, nominal fee.

2. *Affiliate Member*

This category will consist of organizations or individuals that do not qualify for the above member category. Affiliate membership does not carry voting privilege or hold office in the Chapter, but are entitled to all other benefits of membership. The organization is considered a member and one fee is paid for up to 5 representatives. For additional representatives, the member will be charged a nominal fee.

3. Other membership categories as determined by the Chapter.

- B. Each Government member entity will be entitled to one vote in the affairs of the Chapter, to be cast by its designated voting representative. The designated voting representative is appointed by the member entity and must have primary responsibility for risk, insurance and/or safety management.
- C. The Board of Directors of the Chapter ("Board") will admit to government membership any qualifying entity upon that entity's payment of dues. In any case where there is a doubt whether an applicant entity is a government, government agency or political subdivision thereof, or public entity risk pool, such information, as is available, will be reviewed by the Board, which will make a determination on the applicant's eligibility.
- D. Member dues will be reviewed on an annual basis and set by a majority vote of the Board.
- E. Any membership may be terminated by the Board for cause.

## **V OFFICERS AND BOARD OF DIRECTORS**

- A. The Board of Directors of the Chapter (“Board”) will consist of the offices of President, Vice President, Secretary, Treasurer, Past President and four Directors-at-Large. The duties of the Board are described in the Board Job Descriptions.
- B. The Board is the governing board of the Chapter and will give leadership to the Chapter, establish policy and give direction to the President for the execution of such policy.
- C. Each member of the Board must be an employee of a government member of the Chapter. In addition, Board members must be a designated representative of that member entity or, in the case of a public entity risk pool, an employee or board member of the pool or the pool’s sponsoring organization. Such a sponsoring organization must be a government entity or not-for-profit organization whose voting membership consists solely of public and government entities.
- D. The Chapter will protect, defend and indemnify all directors and officers and former directors and officers from any claims, liens, demands and obligations incurred while acting in the scope of their official capacity on behalf of the Chapter that result from their actual or alleged errors, omissions or negligent acts except as limited by law. It will not be the policy of this Chapter to protect, defend and indemnify those directors and officers or former directors from acts of gross negligence or acts intended to commit harm.

## **VI NOMINATIONS AND ELECTIONS**

- A. Elections are held at the time of the annual meeting.
- B. Newly elected directors of the Chapter will commence their terms of office immediately following the annual conference.
- C. The terms of office for the Past President, President, Vice President, Secretary and Treasurer usually run for two (2) years. The Secretary and Treasurer terms may be extended to a four (4) year term at the discretion of the board. The terms of office for the other directors usually run for two (2) years; every attempt will be made to stagger these terms so not all officers/directors change simultaneously.
- D. Four (4) months in advance of the annual Board and membership meeting, the Board will forward to all voting members of the Chapter a notice listing the offices to be filled by election. The notice will include an application for nomination to be completed and submitted for consideration by the Board or Nominating

Committee. Nominees must represent an entity of which the primary location or headquarters is located in Oregon.

- E. Two (2) months in advance of the annual Board and membership meeting, the Board or Nominating Committee will select the candidate or candidates to run for each opening based upon evaluation of applications. The Board or Nominating Committee will set the criteria for evaluation and set the deadlines for receipt of applications. The nominee receiving the majority of the votes cast for any office will be deemed elected. In the event the successful candidate cannot serve for any reason prior to the actual assumption of that office, the President will select a replacement with the concurrence of a majority of the Board. The Chapter will follow the procedure described within section VI (J) in the event no candidate is able to serve.

It is the intent, to the extent possible, that the movement from Vice President to President, and Past President (as outlined below) should occur automatically unless circumstances are such that, in the best interest of the association, it is not practical.

- F. When the President's term has expired, they shall automatically become Past President and assume the responsibilities of that office.
- G. The Vice President becomes President and must be a member in good standing of both the Chapter and PRIMA organizations.
- H. The office of Vice President will be filled by the Secretary, unless the Secretary declines the position. In this instance, the position will be filled from the directors who have served two (2) years on the Board, or is unanimously voted in by the Board.
- I. The office of Secretary will be filled by the Treasurer, unless the Treasurer declines the position. In this instance, the position will be filled from the directors who have served two (2) years on the Board, or is unanimously voted in by the Board.
- J. In the event no directors are available, the Board can select from among those qualified designated representatives. In addition to any eligible director currently serving on the Board, a designated representative of a member government who previously served on the Board as a director will be eligible for office.
- K. In the event the President or Vice President, during their term of office, or other

director, during their second year in office, loses their status as the designated voting representative, i.e. by definition has a primary responsibility for risk management, of a government member but remains otherwise qualified to serve on the Board, i.e. remains an employee of the member entity, they may complete the term. In the event a director, during the first year in office, loses their designation as the designated voting representative of a government member but remains employed by a public entity, their term will be until the next annual meeting of the Chapter, at which time a new director will be elected for a one-year term.

- L. In the event a board member retires from or terminates employment with a government entity, and does not become an employee with primary responsibility for risk management of a government entity within ninety (90) days, their status as a Board member will be terminated and the office will be considered vacant.
- M. In the event of a vacancy in the office of President, the Vice President will fill the unexpired term. In the event of a vacancy in the office of Vice President, the unexpired term may be filled by a director serving in the second year of their two-year term and chosen by a majority vote of the Board, until the Chapter's next annual election.
- N. In the event of a vacancy in the office of one of the directors, the unexpired term will be filled by a qualified designated voting representative member appointed by the President with the concurrence of a majority of the Board, until the next annual election of the Chapter.
- O. In the event of a vacancy in the office of Past President, the unexpired term may be filled by a qualified representative member who has previously served as President and is appointed by the President with the concurrence of a majority of the Board.
- P. A person serving a partial term as President or Vice President appointed to fill an office left vacant in mid-term by any cause will be eligible for election to a full term of office immediately following the completion of the partial term.
- Q. In the event the Bylaws are silent concerning any area where specific rules or procedures are to be followed, [Robert's Rules](#) shall be used.

## VII MEETINGS

- A. The annual meeting of the Chapter will be held on a date set by the Board, giving a minimum of sixty (60) days notice to the membership.
- B. The regular annual meeting of the Board will be held with, at least, 30 days notice to the membership. The Board, by majority vote, may also establish a schedule of periodic meetings as necessary for conducting Chapter affairs. A quorum will be a majority of voting members of the Board.

Proxy votes will not be accepted. Special meetings of the Board will be held on the call of the President or upon request of any members of the Board. Any or all directors may participate in Board meetings by means of a virtual meeting, a conference telephone call or by any means of communication agreed upon by the Board. Such participation shall constitute presence at the meeting.

- C. All matters requiring a vote by the membership will be determined by a majority of those designated voting representatives of government members voting on the matter. Ballots may be conducted by regular mail, e-mail, or at annual or special meetings of the Chapter.
- D. In the absence of the President from any Chapter meeting, the Vice President will preside, and in their absence, the immediate Past President will preside.
- E. Special meetings of the Chapter may be called by the Board upon majority vote or by petition of at least twenty-five (25) percent of the members eligible to vote.

## **VIII COMMITTEES**

- A. The Board may establish ad hoc committees, as it deems appropriate.
- B. The President shall appoint all committee chairpersons and members except the chairperson of the Nominating Committee, who will be the Past President. In the event that no such Past President qualifies, the President will be the chair of the Nominating Committee. The President or designee will serve as an ex officio, non-voting member of all committees unless the structure of a committee stipulates otherwise.

## **IX AMENDMENTS**

- A. Upon approval of a proposed substantive change to these Bylaws by two-thirds (2/3) of the Board, the membership will be notified of the proposed amendments to the Bylaws at least thirty (30) days in advance of the proposed vote. Amendments to the Bylaws so referred to the membership will require a vote of approval of

majority of the designated voting representatives present and voting at any annual or special meeting of the Chapter or of two-thirds (2/3) of the designated voting representatives responding to a ballot, allowing them a minimum of thirty (30) days to cast their votes. Any designated voting representative of a government member of the Chapter may propose a change in the Bylaws by submitting the proposal to the Board in writing and attested to by four (4) other designated voting representatives of government members.

- B. In the event all or part of any provision of these Bylaws is determined to be contrary to law, the remaining provisions shall remain in full force and effect. Any amendment or other alteration of these Bylaws that are contrary to law, or to the status of the Chapter, shall be invalid and of no force or effect.

## **X DISSOLUTION**

In the event that the Chapter should dissolve, any assets after creditors have been satisfied will be distributed in equal shares to the government members as soon as possible after dissolution. Each participating government entity will receive an equal share of the assets distributed.

No part of the net earnings of the Chapter will inure to the benefit of, or be distributed to, its non-government members, directors, employees or other private persons, except that the Chapter will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the purposes set forth in Article II of these Bylaws.

## **XI SCHOLARSHIP PROGRAM**

PRIMA and the Chapter believe it is paramount to increase the knowledge and skills of its members so they may best protect the interests of their entities. Due to financial constraints placed on already tight training budgets and the inability to fund training opportunities for risk management staff, the Board has established a scholarship program. The Oregon PRIMA Scholarship Program can be found on the Chapter website at [www.orprima.org](http://www.orprima.org).

## **XII CONTRACTS**

In the event the Chapter should decide to contract with someone to perform services on behalf of the Chapter the following requirements should be met:

- A. The Board, by majority vote, can elect to enter into contracts. The President or

President's designee will have signatory power on behalf of the Chapter.

- B. Contractor shall be required to provide insurance (additional insured and waiver of subrogation) coverage for the protection of the Chapter, its officers and directors.
- C. The Board will determine the type and amount of such insurance according to the activity and the exposure to risk.

### **XIII RECORD RETENTION**

The following retention schedule will be followed:

Bylaws & Articles of Incorporation: Until Superseded or Obsolete

Contracts: 3 years after expired

Financial Records (bank statements, tax records, reports): 5 years

Insurance Policies: Indefinite

All other records (minutes, agendas, etc.): 5 years