

Risk and Insurance Management Society, Inc. (RIMS)

**The Dallas-Fort Worth DFW RIMS
Organization Constitution and Bylaws**

TITLES

ARTICLE I		2
ARTICLE II	Objectives and Powers	2
ARTICLE III	Membership	2
ARTICLE IV	Dues Collection	5
ARTICLE V	RIMS Delegates	6
ARTICLE VI	Board of Directors	6
ARTICLE VII	Officers	7
ARTICLE VIII	Committees	8
ARTICLE IX	Fiscal Year	9
ARTICLE X	Parliamentary Procedure	9
ARTICLE XI	Waiver of Notice	9
ARTICLE XII	Amendments	9
ARTICLE XIII	Effective Dates	9

CONSTITUTION AND BYLAWS

ARTICLE I – NAME

The name of this organization shall be "The Dallas-Fort Worth DFW RIMS Organization of the Risk and Insurance Management Society, Inc." (Hereinafter referred to as the "DFW RIMS Organization"). The Risk and Insurance Management Society, Inc. shall hereinafter be referred to as "RIMS", a nonprofit corporation organized under the laws of the State of Illinois.

ARTICLE II - OBJECTIVES AND POWERS

Section 1. Objectives. The objectives of the DFW RIMS Organization shall be:

- A. To promote the discipline of risk management among public, private, and non-profit organizations, as well as enhance the image of the risk management profession as a career worthy of choice.
- B. To foster the educational and professional development of the risk management professional, including students in risk management or insurance related studies.
- C. To influence legislation and regulation at the state and federal levels, for the benefit of its members.
- D. To develop and promote activities, services and products 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 of the Risk Management and Insurance professionals and their organizations served.

Section 2. Powers. The DFW RIMS Organization 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 DFW RIMS Organization shall not have any power to incur financial or other obligations for which National RIMS may be responsible without the approval of the National RIMS Executive Committee.

ARTICLE III - MEMBERSHIP

Section 1. Classes of Membership. Applicants for membership in the DFW RIMS Organization apply in good faith for the appropriate membership through the National RIMS application process, unless said member chooses the Local Participation Membership, which will be approved by the "DFW RIMS Organization."

The classes will be outlined as two categories. The first is a Class I, which includes voting rights under the DFW RIMS Organization. The second is a Class II, which includes a membership to the DFW RIMS Organization, but does not include voting rights as a DFW RIMS Organization.

- A. **Class I –National RIMS Membership with Paid Local Dues** (Voting Membership hereinafter "Member")
 - This includes an Organizational Member, Individual Member (Professional or Young Professional), and Associate Membership.
 - The "Member" must be in good standing with National RIMS and meet the requirements of National RIMS membership.
 - The "Member" must pay local DFW RIMS Organization dues within their National RIMS fees for membership in the DFW RIMS Organization.
 - The "Member" will be granted the same number of local DFW RIMS Organization headcount as permitted within National RIMS membership. (Contingent upon paying local DFW RIMS Organization dues where applicable.)

B. Class I- DFW RIMS Organization Membership (Voting Membership, hereinafter “Individual”)

- An Individual serving the Risk Management field may apply for a local membership to the DFW RIMS Organization.
- An Individual must show that the “Member” serves the Risk Management field as a risk professional, claims professional, insurance professional, vendor professional, or show cause the “Member” would bring value to the DFW RIMS Organization.
- The Individual shall pay the yearly DFW RIMS Organization dues as designated by the DFW RIMS Board of Directors, allowed access to the DFW RIMS Organization without prejudice, and granted voting rights within the Organization.
- Any Individual that chooses to participate in the DFW RIMS Organization as solely a DFW RIMS Organization Member in only entitled to the benefits of the DFW RIMS Organization and is not entitled to any benefits, affiliations or connections to National RIMS Membership. This could include training or educational events and services connected with National RIMS in conjunction with the DFW RIMS Organization as stipulated by National RIMS.
- The Class I DFW RIMS Organization Membership will be defined into two classifications:
 - Professional Member: This is an Individual directly involved in the practice of risk management or claims for an organization that does not sell Risk Management and Insurance products or services. Historically referred to as Deputy Member.
 - May serve as both a Director and Officer of the organization.
 - Partner Member: This is an Individual servicing the risk management community as a vendor of Risk Management and Insurance services or products. Historically referred to as Associate Member.
 - A Partner Member may serve on the board of directors, but the board seats are limited to no more than three Partner Members on the board. Partner Members cannot serve as Officers.

C. Class II DFW RIMS Organization Honorary Members (Non-Voting Member)

Only the DFW RIMS Board of Directors, on a person deemed worthy of such a distinguished honor, shall confer an Honorary Membership that expires 1 year after being awarded. An affirmative vote of at least two-thirds (2/3) of the entire Board of Directors is needed to confer an Honorary Membership. An Honorary Member does not pay dues. The DFW RIMS Organization may grant a DFW RIMS Organization Honorary Membership, as it deems appropriate, pursuant to the above criteria. The DFW RIMS Organization Honorary Membership, is recognized only by DFW RIMS, and does not entitle the honoree to the benefits associated within National RIMS Membership.

D. Class II – DFW RIMS Organization Educational Member (Non-Voting Member)

An individual, who is a faculty member at an institution of higher learning or chairing a department at such an institution, 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.

If a subject meets the requirements of a DFW RIMS Organization Educational Member then they may apply annually for a DFW RIMS Organization Educational Membership. This excludes the individual from voting rights, unless the Educational Member pays local dues. The DFW RIMS Organization may grant a DFW RIMS Organization Educational Membership, as it deems appropriate, pursuant to the above criteria. The DFW RIMS Organization Educational Membership, will be recognized by the DFW RIMS Organization only, and does not entitle the Educational Member to the benefits associated with membership in National RIMS. The DFW RIMS Organization Educational Membership will be granted a waiver of the DFW RIMS Organization Dues.

E. Class II – DFW RIMS Organization Student Member (Non-Voting Member)

A Student Membership may be granted to a full-time student enrolled in at least twelve credit hours per term in a college or university, provided such individual is not otherwise eligible for membership in another class. The DFW RIMS Organization may grant a DFW RIMS Organization Student Membership, as it deems appropriate, pursuant to the above criteria. The DFW RIMS Organization Student Membership, will be recognized by the DFW RIMS Organization only, and does not entitle the Student Member to the benefits associated with membership in National RIMS. The DFW RIMS Organization Student Membership will grant a waiver of the DFW RIMS Organization Membership dues.

F. Class II - DFW RIMS Organization Transitional Member (Non-Voting Member)

A Transitional Membership may be granted to a current Risk Management Individual upon that individual's separation from his/her current place of employment.

- may enjoy such membership for a maximum of two continuous years from the date of separation from the Organizational Member;
- may continue to serve as a DFW RIMS Organization member or RIMS 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;

The DFW RIMS Organization may grant a DFW RIMS Organization Transitional Membership, as it deems appropriate, pursuant to the above criteria; and waive the fee for the DFW RIMS Organization dues.

G. Class II - Retired Member (Non-Voting Member)

A Retired Member Membership may be extended to an individual who was previously a Class I Professional Member or Associate Member of RIMS prior to full retirement. The DFW RIMS Organization shall grant a membership and waive any dues required from the DFW RIMS Organization. This does not grant the member any rights within the National RIMS Organization. This does not grant voting rights within the DFW RIMS Organization

Section 2. Termination of Membership.

- A. Resignation. Any membership may be resigned by filing a written resignation with RIMS and the DFW RIMS Organization. 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.
- B. Suspension or Expulsion. 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 RIMS Director of Membership & DFW RIMS Organization Services, or other equivalent staff position. Reinstatement without reelection shall occur within two months of such suspension, if the condition, which caused the suspension, is remedied. Notice of any action taken hereunder shall be given to the President of the DFW RIMS Organization.
- C. Termination. Any membership may be terminated by action of the RIMS Board of Directors, if after forty-five (45) days written notice to the Member or individual, and the DFW RIMS Organization, 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. Special Meetings. Special Meetings of the DFW RIMS Organization may be called by the President of the DFW RIMS Organization, and shall be called upon the request of a majority of the DFW RIMS Organization Board of Directors, or, upon a written application of 10 percent, or, not less than 20 primary Professional Members, whichever is greater. Requests or applications for special meetings shall be sent to the DFW RIMS Organization President. Notice of such meetings, stating the business to be transacted, shall be sent to all DFW RIMS Organization members at least thirty (30) days in advance. Business not on the agenda shall not be considered except by unanimous consent of the DFW RIMS Class I Organization members present.
- B. Regular Meetings. Regular Meetings of the DFW RIMS Organization shall be held at such time and place as may from time to time be approved by the DFW RIMS Organization Board of Directors. The DFW RIMS Organization shall meet at least four (4) times per year.
- C. Voting. Professional and Partner Members representing a Class I Member entity shall exercise a vote at Special Meetings of the DFW RIMS Organization, if necessary as described in the Notice of Special Meetings. Voting by proxy shall be permitted at DFW RIMS Organization 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 thirty (30) days in advance of such Special Meeting with the DFW RIMS Organization Secretary.
- D. Quorum. The DFW RIMS Organization Class I Members present shall constitute a quorum at any meeting of the DFW RIMS Organization.
- E. Minutes. The DFW RIMS Organization shall regularly maintain and submit to RIMS written notices of meetings, minutes of meetings and such other records and information as may be reasonably requested by RIMS.

ARTICLE IV - DUES COLLECTION

Section 1. Society Dues. National RIMS Memberships shall pay society dues directly to RIMS' principal office or an alternate location as indicated on the dues invoice.

Section 2. DFW RIMS Organization Dues. At the option of the DFW RIMS Organization, members and associates as applicable shall pay DFW RIMS Organization dues:

- A. directly to RIMS' principal office or alternate location, along with that member's or Associate's s RIMS dues. RIMS shall then return to the DFW RIMS Organization all DFW RIMS Organization dues as soon as possible, but not later than sixty (60) days after receipt; or
- B. directly to DFW RIMS Organization.

CLE V - RIMS DELEGATES

The immediate Past President shall serve as the representative of the DFW RIMS Organization to the House of Delegates. If the Past President is unwilling or unable to serve as the Delegate, the DFW RIMS Organization shall elect one of its Class I National RIMS Members with Paid Local Dues, to serve as a representative of the DFW RIMS Organization to the House of Delegates of RIMS. The Delegate shall serve for a one (1) year term. A Delegate must be a Professional member in good standing. Said term shall commence on the first (1st) day of January. The RIMS Delegate shall serve as a voting member of the DFW RIMS Organization Board, as well as a voting member of RIMS House of Delegates.

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

The Delegate acts as communication liaison between the DFW RIMS Organization and RIMS leadership, representing the DFW RIMS Organization's concerns and interests to RIMS at large, as well as reporting on RIMS directions and activities at the local DFW RIMS Organization level. It is the Delegate's responsibility to communicate any changes in the DFW RIMS Organization Constitution and Bylaws necessary to comply with constitutional changes in RIMS Constitution and Bylaws.

In the event that a Delegate cannot be present at a meeting of the House of Delegates, the DFW RIMS Organization may designate an alternative Delegate by providing written notification of the name and address of the alternative Delegate to RIMS prior to the commencement of the meeting of the House of Delegates.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. General Powers. The DFW RIMS Organization's Board of Directors shall assume the general management of all affairs of the DFW RIMS Organization.

Section 2. Composition. The DFW RIMS Organization's Board shall consist of no more than thirteen (13) Directors or Officers comprised of the President, Vice President, Treasurer, Secretary and Assistant Secretary during their terms of office, the immediate Past President, and seven(7) other members. Class I DFW Organization Members or Class I National RIMS Members with Paid Local Dues only, can serve as Officers. Class I Partner Members can serve on the Board as a Director, but not as an Officer. The total number of Class I Partner Directors is limited to no more than two members at any given time. The seven other elected members (five (5) Professionals and two (2) Partner members) shall be elected by a majority of eligible voting Members, each for a two-year term, or, until their successors are elected. A majority of those eligible members shall elect Directors via electronic ballot. Those elected shall take office the first board meeting following the tabulation of election results and shall serve until the expiration of their term of office, or, until their successors have been elected and qualified. At all times, there shall be an odd number of Directors & Officers combined. **All DFW RIMS Organization Directors shall be Professional or, Partner Members in good standing with National RIMS, as well as DFW RIMS, and voting members of the DFW RIMS Organization.**

Section 3. Nominations. Nominations for the DFW RIMS Organization Board, other than those made by the nominating committee, or, by a current Board member, may be made by petition signed by not less than ten (10) members. Such petition must be presented to the DFW RIMS Organization Secretary at least fifteen (15) days prior to the date of the release of an electronic ballot to Members of the DFW RIMS Organization.

Section 4. Term Limits. No Director, except Directors elected and serving as DFW RIMS Organization Officers, shall serve more than two (2) full, consecutive terms. Unless a motion is made by the Board and approved by 2/3rds of the vote. The Director requesting to stay will not be allowed to participate in the vote for an additional term.

Section 5. Resignations. Directors may resign at any time by giving written notice to the DFW RIMS Organization 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 DFW RIMS Organization 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. The DFW RIMS Organization Board members currently in service shall fill vacancies on the DFW RIMS Organization Board. Any person selected to fill a vacancy shall serve the unexpired term of the Director he/she succeeds.

Section 8. Meetings.

- A. Board Service Commencement. The DFW RIMS Organization Board of Directors shall meet as soon as practicable, after tabulation of the results of electronic balloting for Board Service, for the transaction of any new business, on or before January 31 of the calendar year.

- B. Other Meetings. Other Meetings of the DFW RIMS Organization Board of Directors, in person, by 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 DFW RIMS Organization Board of Directors at least two (2) days in advance. Balloting or e-mail shall be allowed for meetings.
- C. Quorum. A majority of the DFW RIMS Organization Board of Directors shall constitute 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 or teleconference. 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. DFW RIMS Organization Board meetings shall be held within the State of Texas, in such places as the President may, from time to time, designate, including virtual meetings as necessary.

Section 9. Board Liaison

A. The Board of Directors may appoint up to two Partner Members to be a liaison to the Board of Directors. This position will carry no voting privilege in relation to Board votes. They must be a member in good standing with Global RIMS and/or carry a local DFW Chapter Membership. This position's role and responsibilities will be at the sole discretion of the Board and may be revoked at anytime by a majority vote of the board. The liaison position is intended to grow a partnership between the local Board of Directors and its Partner membership.

ARTICLE VII – OFFICERS

Section 1. Officers. Officers of the DFW RIMS Organization shall be the President, Vice President(s), Treasurer, Secretary and Assistant Secretary, as the DFW RIMS Organization's Board of Directors deems necessary. Candidates for Officers must be a Class I Member in good standing with both National RIMS and DFW RIMS Organizations.

Section 2. Election of Officers.

The Officers of the DFW RIMS Organization shall be elected by the DFW RIMS Organization as follows:

- A. The Nominating Committee, or Any Board Member, shall deliver to the Secretary of the DFW RIMS Organization, no later than September 30th of the calendar year, names of its nominees for each elective office.
- B. Candidates, other than those selected by the Nominating Committee, shall be placed in nomination at the written petition of no fewer than one more than the total open positions. The petition may include a full or partial slate of officers and shall be valid if accompanied by proof of acceptance from each candidate and if filed with the DFW RIMS Organization Secretary not later September 30th of the calendar year.
- C. Only candidates placed in nomination as herein provided shall appear on the electronic ballot to be voted upon in the annual election, as described in Subsection E, below.
- D. The DFW RIMS Organization Secretary shall e-mail to the DFW RIMS Organization Members, eligible to vote, a notice for the annual election containing the names of all candidates for Officers.
- E. Candidates shall be elected by majority vote (majority is determined by the number of ballots cast during the voting period for each candidate) via electronic ballot. The term of office for DFW RIMS Organization Officers shall be one term commencing at the start of the calendar year. Those elected, may attend Board of Directors meetings before commencement of their term, and, shall serve until the expiration of their term of office, or, until their successors have been qualified and elected. All DFW RIMS Organization Officers shall be Members of National RIMS with Paid Local Dues and voting Members of the DFW RIMS Organization (Chapter).

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

the DFW RIMS Organization Board of Directors.

Section 4. Vacancies. The DFW RIMS Organization Board of Directors, upon the recommendation of any Board member, shall fill vacancies in any office as long as the member receives a majority of the Board vote for the unexpired portion of the term.

Section 5. President. The President shall have served as Vice President prior to fulfillment of the role. The President shall be the chief executive officer of the DFW RIMS Organization and shall have general supervisory powers over the business affairs of the DFW RIMS Organization and its Officers, subject to the control of the DFW RIMS Organization Board of Directors. It shall be the duty of the President to preside at all meetings of the DFW RIMS Organization membership and DFW RIMS Organization Board of Directors and to enforce all laws and regulations relating to the DFW RIMS Organization.

Section 6. Vice President. The Vice President shall have served at least two years as either a Director or Officer prior to fulfillment of the role. 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 DFW RIMS Organization 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 DFW RIMS Organization. The Vice President shall also be responsible for planning the annual DFW RIMS Organization conference.

Section 7. Treasurer. The Treasurer shall have general supervision of financial operations of the DFW RIMS Organization and shall supervise the receipt, deposit and disbursement of all moneys held in the name of the DFW RIMS Organization. The accounts and related records of the Treasurer shall be audited, as prescribed by the DFW RIMS Organization Board of Directors, at least annually.

Section 8. Secretary. The Secretary shall record all official actions of the DFW RIMS Organization, shall issue all notices of meetings, shall keep a register of the DFW RIMS Organization membership and shall perform all other duties usual to the office of Secretary. The President or DFW RIMS Organization Board of Directors may assign such other duties from time to time. Distribution of the minutes of any business meeting and/or Board of Directors meeting shall be made to all Directors and Officers within thirty (30) days after the date of such meeting.

Section 9. Assistant Secretary. The Assistant Secretary shall be responsible for planning the monthly program. The Assistant Secretary shall also generally assist in the operation of the DFW RIMS Organization.

Section 10. Past President. The Past President will be responsible for overseeing the Nominations Committee and shall generally assist in the operations of the DFW RIMS Organization. The Past President is an ex-officio member of the Board of Directors.

ARTICLE VIII - COMMITTEES

Section 1. Nominating & Governance Committee. A Nominating & Governance Committee shall be appointed by the DFW RIMS Organization President, with the approval of the DFW RIMS Organization Board of Directors, within ninety (90) days after taking office. The Nominating Committee shall consist of four (4) Professional Members of the DFW RIMS Organization. The Chairman shall be a Past President of the DFW RIMS Organization. The DFW RIMS Organization President shall fill vacancies on the committee. Prior acceptance of the nomination shall be obtained from each candidate. The Nominating & Governance Committee shall develop its own criteria for identifying and recruiting directors and will consult with the Board of Directors to determine whether the Board requires incoming Directors to possess specific skill sets or experience. The Nominating Committee shall deliver to the DFW RIMS Organization Secretary and presented to the current board members at a board meeting or via email, the names of its nominees for each elective office. Only candidates placed in nomination by this committee, or board member, shall be allowed to add candidates to the nomination process, or by Member petition, shall be voted on in the annual election. The Nominating and Governance Committee also (1) oversees the orientation and training of new Board members, (2) assists with the development of Board members during their terms of service, (3) reviews and recommends modifications, as appropriate, to the DFW RIMS governance structure, committee structure, and governance documents, including the by-laws and governance policies, and (4) considers other governance issues that arise, and makes appropriate recommendations to the Board.

Section 2. Other committees. Other Committees, as may be required by the business of the DFW RIMS Organization, shall be established by the DFW RIMS Organization Board of Directors or the President, and the Leaders of each committee shall be Class I Members. Class II members can be appointed as advisors to a committee at the discretion of the committee Chair. The Board Member to whom the committee reports, subject to the approval of the President, shall designate the Chair of each committee. The President, DFW RIMS Organization 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 DFW RIMS Organization Board, each committee shall establish its own quorum, rules and procedures.

ARTICLE IX - FISCAL YEAR

The fiscal year shall begin the first (1st) day of January and shall end the thirty-first (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 herein. 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 and revisions to this Constitution and Bylaws may be adopted at any Annual Meeting or regular meeting of the DFW RIMS Organization, or, at a special meeting called for that purpose by a majority vote of the members of the DFW RIMS Organization present, provided that notice of such proposed amendments or revisions shall be given by the Secretary in the notice of the meeting.

ARTICLE XIII - EFFECTIVE DATES

This Constitution and Bylaws shall become effective on the twenty seventh (27th) day of October 2020.

- 1st Amendment - November 16, 2006
- 2nd Amendment – November 18, 2010
- 3rd Amendment – August 9, 2013
- 4th Amendment – December 6, 2017
- 5th Amendment – January 1, 2018
- 6th Amendment – October 27, 2020