

**BYLAWS of The  
WISCONSIN PUBLIC RISK MANAGEMENT ASSOCIATION**

**ARTICLE I- NAME**

The name of voluntary, nonprofit Corporation shall be the Wisconsin Public Risk Management Association Chapter, Inc. The Corporation may use the name "WI PRIMA."

**ARTILCE II- PURPOSE**

The Corporation is organized exclusively for educational purpose within the meaning of Section 501 (c) (3) of the Internal Revenues code of 1986, as now in effect or as may hereafter be amended. The specific purposes for which the Corporation is formed are:

1. To increase the proficiency of the risk and insurance management in Public Entities, such as state and local governments, governmental agencies, special districts, school districts including charter schools, colleges and universities, and the Business Partners who support them;
2. To strengthen the quality of public risk management through continued education and research;
3. To provide members the opportunity to exchange ideas, to consult with one another and to meet with persons in or associated with public risk management; and
4. To act in any manner which will further the best interests of Public Entity members in their risk management activities.

**ARTICLE III- OFFICES**

The principal office of WI PRIMA shall be at the place of business of the Treasurer. Other offices may be established from time to time by the Board of Directors as required to carry on the work of WI PRIMA.

**ARTICLE IV- MEMBERSHIP**

1. Membership in WI PRIMA is open to Public Entities and Business Partners as further defined:
  - a. Public Entity Members: are state and local governments, governmental agencies, special districts, and school districts including charter schools, colleges and universities.
  - b. Business Partners: are organizations that actively market risk management related products and services (i.e., insurance, consulting, legal, third party administrators, etc.)
2. Application for membership shall be made in writing upon such form as may be prescribed by the Board of Directors.
3. Member Representatives:
  - a. Each Public Entity or Business Partner membership includes five representatives of the member organization that will be included on the membership directory and email distribution list. Multiple memberships may be purchased by an organization to allow for more than five representatives to be included on the membership directory.
  - b. Each Public Entity Member or Business Partner Member, regardless of how many membership dues are paid, must designate one Member Representative per organization with authority to vote in the affairs of WI PRIMA.

- c. Other employees of the member organization who are not included on the membership directory may participate in events, activities, programs, etc; but each member organization is limited to 5 additional participants per event, activity, or program. Any other participants from a member organization beyond five will be required to pay the non-membership per person fee to participate in each event, activity, or program.
4. Privileges of Membership include:
  - a. Voting. Each Public Entity or Business Partner Member shall be entitled to one vote, which must be cast by the designated voting Member Representative, or designee, present at the meeting, provided that the member has paid their dues. Business Partners shall not be entitled to vote for director positions of President or Vice-President.
  - b. Other Privileges. Other membership privileges include participating in various events, activities, programs, and publications of the Corporation, except as limited in 3.c. above. The Board of Directors may designate these from time to time.
5. The Board of Directors shall annually determine the adequacy of the membership dues and shall adjust the dues from time to time as it deems necessary to support the financial stability of WI PRIMA. The following categories of membership dues shall apply.
  - a. Public Entity Member
  - b. Business Partners
6. The Board of Directors of WI PRIMA shall have the power to resolve cases of doubt as to membership eligibility, to review admissions as to eligibility, to refuse admissions to entities whose inclusion would not be in the best interest of WI PRIMA, and to terminate a membership by reason of ineligibility, failure to pay dues, fees, charges or other assessments.
7. Honorary membership may be conferred by the Board of Directors on a person or entity deemed worthy of such a distinguished honor. Such a member shall pay no dues, shall have no vote, and shall not hold a position on the Board of Directors.
8. Individuals from non-member organizations are allowed to participate in events and activities at a cost of determined by the Board of Directors per event or activity.

#### ARTICLE V- BOARD OF DIRECTORS

1. The governing authority of WI PRIMA shall be vested in a Board of Directors consisting of persons:
  - a. President
  - b. Vice President
  - c. Secretary
  - d. Treasurer
  - e. Membership Director
  - f. Director(s) At Large (two)
  - g. Student Director
2. To qualify for a position as President or Vice President, the person must be an employee for a Public Entity Member and must be an existing director. Any Member Representative in good standing may hold the position of Secretary, Treasurer, Membership Director or Director at Large. The Student Director position shall be filled by the student recipient of the scholarship program. No Public Entity or Business Partner may have more than one Member Representative on the Board.

3. The duties of the Board of Directors shall be as follows:
  - a. President. The President shall:
    - i. Perform the functions of the Principal Executive Officer of the Corporation.
    - ii. Supervise and control all the business and affairs of the Corporation, subject to the Board of Directors.
    - iii. Preside at all meetings of the members and of the Board of Directors.
    - iv. Have the authority to sign any contracts, reports or other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors; and except as otherwise provided by law or directed by the Board of Directors, the President may authorize the Vice President or other director or agent of the Corporation to sign, execute and acknowledge such documents or instruments.
    - v. Perform all duties incident to that office and such other duties as may be prescribed by the Board of Directors from time to time.
    - vi. Become member of National Public Risk Management Association (PRIMA) for the term of office, which will be paid for by WI PRIMA.
  - b. Vice President. The Vice President shall:
    - i. Perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President, in the absence of the President, or fulfill the remainder of the President's term in the event the President is unable to complete his/her term. Filling the President's vacancy will be counted within the Vice President's two year term; however, the Vice President will be eligible to run for election as President, and upon election, will start a new term.
    - ii. By election, have charge and supervision of designated portions of the Corporation's affairs.
    - iii. Chair the Scholarship Program sub-committee.
  - c. Secretary. The Secretary shall:
    - i. Keep the minutes of the meetings of the members and of the Board of Directors in one or more books or electronic files provided for that purpose;
    - ii. See that all notices are duly given accordance with the provisions of these Bylaws or as required by law;
    - iii. Be custodian of the corporate records and of the seal of the Corporation, and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized;
    - iv. Keep an register of the Board of Directors, including name, member organization, phone number, email, address, and official term dates.
  - d. Treasurer. The Treasurer shall:
    - i. Have charge and custody of and be responsible for all funds and securities of the Corporation;
    - ii. Receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws;
    - iii. Submit a written financial report annually or from time to time upon the request of the Board of Directors;
    - iv. Execute drafts in payment of all debts by the Corporation obtaining approval from the President for all payments in excess of \$1,000; and

- v. In general, perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.
- vi. Keep, or arrange for the keeping, of a register of the Member Representatives, including their name, member organization, email, and dues payments.
- e. Membership Director. The Membership Director shall:
  - i. Distribute meeting invitations and save the dates for meetings and events
  - ii. Create name tags for meetings
  - iii. Identify potential new members
  - iv. Develop and provide information on Chapter functions to potential new members
  - v. Identify and implement other new member recruitment efforts
  - vi. Submit regular report on new member recruitment activity to the Board of Directors.
- f. Director(s) At Large (two). Director(s) at Large shall:
  - i. Perform the duties of Vice President, Secretary, Treasurer, or Membership Director in the absence of those directors, or may be appointed to complete the terms of the Vice President, Secretary, Treasurer, or Membership Director by the President in the event those directors are unable to complete their term.
  - ii. Coordinate with speakers and presenters for regular meetings of the Members, including coordination of "Thank you" communication.
  - iii. Perform all duties incident to that office and such other duties as may be prescribed by the President or Board of Directors from time to time.
  - iv. Serve on the Scholarship Program sub-committee.
- g. Student Director. The Student Director shall:
  - i. Provide assistance and support with the duties of all other directors.
  - ii. Serve on the Scholarship Program sub-committee.
  - iii. Remain vacant in the event the Student Director is unable to complete their term.

#### ARTICLE VI- NOMINATIONS AND ELECTIONS

1. Method of Elections. All Directors, except the Student Director, shall be elected by majority vote of the voting members upon term expiration. The Student Director shall be appointed by the Board of Directors, on recommendation by the Scholarship Sub-committee.
2. Term of Office: A term shall be two years for all elected directors, except the Student Director shall serve a one year term.
3. Nominating Committee. A nominating committee may be appointed by the President, with the approval of the Board of Directors. The nominating committee shall be responsible for presenting candidates consisting of at least one (1) candidate for each office to be filled.

4. Ballots. Where there is more than one candidate for a given Board position, the election shall be by written ballot. The names of all candidates shall be listed for the designated office for which each is nominated. The ballot shall also provide sufficient blanks to permit the writing in of other names at the option of the voters.
5. Voting. Voting shall be the first order of business at the Annual Meeting. The votes shall be tallied by the Board of Directors immediately. The candidate for each office who receives the majority of the votes cast shall be proclaimed the winner. Run-off elections shall be held as necessary.

#### ARTICLE VII- RESIGNATIONS, REMOVALS, AND VACANCIES

1. Resignations. A Director may resign at any time by filling a written resignation with the Secretary of the Corporation.
2. Removal. A Director may be removed from office with or without cause by a majority vote of the members.
3. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by appointment for the unexpired term by a majority vote the remaining Directors.
4. In the event a Director, other than the Student Director, leaves employment with a Public Entity or Business Partner Member, their term will be terminated within (60) days if they do not continue employment with another member organization.

#### ARTICLE VIII- MEETING OF THE BOARD

1. Annual Meeting. The annual meeting of the Board of Directors shall be held in the month of March in each year, at such time and place as the Board of Directors may determine, for the purpose of transacting such business as may come before the meeting.
2. Regular Meetings. The Board of Directors may provide quarterly for regular or stated meetings of the Board, to be held at a fixed times and places, or by phone.
3. Special Meetings. Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, on call of the President or by the Secretary, and shall be called by the Secretary on the written request of any Director.
4. A quorum for any meetings of the Board of Directors shall be a simple majority of the Board members serving. A majority vote of the quorum shall be sufficient to take action.
5. The members of the Board of Directors shall be expected to attend all meetings of the Board and Programs of WI PRIMA.

#### ARTICLE IX - ANNUAL MEETINGS AND ANNUAL REPORT

1. Annual Meeting. The annual meeting of members, for the propose of election of Directors, and for the transaction of such other business as may come before the meeting, shall be held in the month of March in each year or at such time and place as the Board of Directors may determine. At each annual meeting of the members, a report of the affairs of the Corporation shall be presented.
2. Regular meetings. The Board of Directors of the Corporation may provide for regular or special meeting of the members, to be held at a fixed time and place. The Membership Director shall give notice to the members of such meetings, by oral or written communication or email at least fourteen (14) days prior to the meeting.

3. Quorum. A majority of the members of the Corporation present, either in-person or in attending virtually, at each meeting shall constitute a quorum for the transaction of business at the annual meeting of the members.
4. Annual Report. The President shall present an annual report for distribution at the Annual Meeting. This annual report shall include a report on the activities of WI PRIMA during the prior fiscal year. The annual report also shall include: a description of the progress made in meeting the objectives of WI PRIMA, a list of income, expenses, liabilities and assets, and current count of active members.

#### ARTICLE X - GENERAL ADMINISTRATIVE PROVISIONS

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of WI PRIMA to enter into contracts or execute and deliver any instruments in the name of and on behalf of WI PRIMA, and such authority may be general or confined to specific instances.
2. Checks, Drafts, Etc. All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of WI PRIMA shall be signed by the Treasurer or the President in such manner as shall from time to time be determined by resolution of the Board of Directors. Other Directors may be assigned the responsibility for signing by resolution of the Board of Directors. A Director to whom a check is payable may not be a signatory to a check.
3. Records. WI PRIMA shall keep books and records of accounts in accordance with generally accepted accounting standards and minutes of the proceedings of the Board of Directors and committees; and shall keep at the registered office a record listing the names and addresses of the members of the Board of Directors.
4. Fiscal Year. The fiscal year of WI PRIMA shall be the calendar year beginning January 1 and ending December 31.
5. Publications and Copyrights. Applicable federal and state laws will apply to publications copyrighting and any royalties received. All records, software, documents, reports, notices and any other publications developed by the Board of Directors on behalf of WI PRIMA shall be solely owned by WI PRIMA.
6. Receipt of Funds. The Board of Directors of WI PRIMA may receive governmental and private grants, funds, contributions, goods, and revenues except as prohibited by federal or state laws
7. Scholarship Program. The Vice President has authority to develop and administer the Scholarship Program. All material decisions shall be made at the Board of Director's discretion.
8. No publicity shall be released in the name of WI PRIMA without the approval of the Board of Directors.
9. No part of the net earnings of WI PRIMA shall inure to the benefit of, or be distributable to any member, Director of WI PRIMA, or any other private person, except that WI PRIMA shall be authorized and empowered to pay reasonable compensation for services rendered to or for WI PRIMA and to make payments and distributions in furtherance of the purposes set forth in the Articles.
10. No substantial part of the activities of WI PRIMA shall be carrying on the propaganda, or otherwise attempting to influence legislation, and WI PRIMA shall not participate in, or intervene in (including publishing or distribution of statements concerning) any political campaign on behalf or (or in opposition to) any candidate for public office.

ARTICLE XI- WAIVER OF NOTICE

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

ARTICLE XII- INDEMNIFICATION OF BOARD OF DIRECTORS

1. Each member of WI PRIMA Board of Directors shall not be personally liable to WI PRIMA or its members for monetary damages for a breach of the Director's fiduciary duty, except when the breach constitutes any of the following:
  - a. A willful failure to deal fairly with the Corporation or its members in connection with a matter in which the Director has a material conflict of interest;
  - b. A violation of criminal law, unless the Director of the Corporation had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful;
  - c. A transaction from which the Director derived an improper personal profit; and
  - d. Willful misconduct.
2. WI PRIMA assumes all liability for any person other than WI PRIMA or its members for all acts or omissions of a Director incurred in the good faith performances of the Director's duties. The Board of Directors may purchase Errors and Omissions coverage for WI PRIMA's Directors and Officers.
3. Any repeal, modification or adoption of any provision in these Articles of Incorporation inconsistent with this article shall not adversely affect any right, protection, or immunity of a Director of WI PRIMA existing under these provisions at the time of such repeal, modification or adoption.

ARTICLE XII- AMENDMENTS

Proposed Bylaw amendments must be approved by a two-thirds (2/3) vote of the Board of Directors, and formally adopted by a two-thirds (2/3) vote of the Public Entities present at the annual or special meeting of WI PRIMA Public Entity Members. Written notice of the proposed amendment(s) must be provided to Public Entity Members a minimum of fifteen (15) days prior to this meeting by the Secretary.

ARTICLE XIV- DISSOLUTION

In the event of dissolution or final liquidation of WI PRIMA, all of the remaining assets and property of WI PRIMA shall, after paying or making provisions of payment of all the liabilities and obligations of WI PRIMA and for necessary expenses thereof, be distributed to such organization or organizations operated exclusively for charitable or educational purposes and shall at the time qualify as an exempt organization or organizations under Section 501 ( c ) (3) of the Code, as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any member, Director or Officer, or any private individual.

ARTICLE XV- AFFILIATIONS

WI PRIMA shall maintain an affiliation with the national Public Risk Management Association (PRIMA).

ARTICLE XVI- ARTICLES OF INCORPATION

The Board of Directors of WI PRIMA shall file revised Articles of Incorporation to reflect these changes to the provisions of these Bylaws as may be required from time to time.

ARTICLE XVII- EFFECTIVE DATE

These Bylaws became effective as ratified at a meeting held March 2, 2023.