BYLAWS OF THE
MICHIGAN PUBLIC RISK MANAGEMENT ASSOCIATION

ARTICLE I – NAME

The name of this voluntary, nonprofit Corporation shall be the Michigan Public Risk Management Association. The Corporation may use the name “MIPRIMA.”

ARTICLE II – PURPOSE

The Corporation is organized exclusively for educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue 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 governments, governmental agencies, political subdivisions thereof, and school districts, colleges and universities;
2. To strengthen the quality of Public Risk Management through continuing education;
3. To be an educational and research organization for the benefit of governments, governmental agencies, political subdivisions thereof, and school districts, colleges and universities;
4. 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
5. To act in any manner which will further the best interests of governments, governmental agencies, political subdivisions thereof, and school districts, colleges and universities in their Risk Management activities.

ARTICLE III – OFFICES

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

ARTICLE IV – MEMBERSHIP

1. Membership in MIPRIMA is open to public entities and associated service providers as further defined:

   a) Public Entity Members are governments, governmental agencies, political subdivisions thereof, and school districts, colleges and universities. Pools operated by public entities shall be considered a Public Entity Member. The Public Entity will have one vote regardless of its membership category.
   b) Associate members are organizations that actively market risk management related products and services, i.e. insurance, consulting, defense.
c) Member in Transition - any member of MiPRIMA that loses their employment position shall retain all membership rights for up to one year unless their employment status changes. This membership maybe confirmed by the Board.

2. Application for membership shall be made in writing upon such form as may be prescribed by the Board of Directors.

3. Voting Rights

   a) Each Public Entity Member shall have one vote. Such vote shall be cast by a person who is an employee of the Public Entity.
   b) All employees of a Public Entity or Associate Member shall have the right to participate in all affairs of MiPRIMA, with the exception that employees of Associate Members shall not have the right to participate in the affairs of MiPRIMA as respects voting or policy making.
   c) Any conflict with these provisions shall be resolved by the Board of Directors.

4. The Board of Directors of MiPRIMA shall have the power to resolve cases of doubt as to membership eligibility, to review admissions as to eligibility, to refuse admission to entities whose inclusion would not be in the best interest of MiPRIMA, and to terminate a membership by reason of ineligibility, failure to pay dues, fees, charges or other assessments, that has come about subsequent to admission.

5. The Board of Directors shall annually determine the adequacy of the membership dues and shall be empowered to adjust the dues from time to time as it deems necessary to support the financial soundness of MiPRIMA. The following categories of membership dues shall apply:

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<th>Public Entity</th>
<th>Associate Member</th>
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6. 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 hold no office.

7. Educational membership may be conferred by the Board of Directors on a faculty member teaching insurance, benefits or risk management courses and who participates in activities of MiPRIMA. Such a member shall pay no dues, shall have no vote, and shall hold no office.

**ARTICLE V – BOARD OF DIRECTORS DUTIES**

1. The governing authority of MiPRIMA shall be vested in a Board of Directors consisting of eight (8) persons:

   - Officers: President, Vice President, Treasurer and Secretary
   - Trustees: Three (3) positions
   - Past President
2. To qualify for a position as an officer or trustee, the person must be an employee of a Public Entity Member. No Public Entity may have more than one member representative on the Board during any one year.

3. No director, except if serving as an officer, shall serve more than three (3) full consecutive calendar-year terms.

4. The duties of the directors shall be as follows:

a) President: The President shall be the chief executive officer of MIPRIMA. The President shall preside as Chairperson of the Board of Directors at all meetings. The President shall sign, along with any other designee as authorized by the Board of Directors, deeds, mortgages, bonds, contracts or other instruments which the Board of Directors authorize to be executed. The President shall be a signatory on all accounts of MIPRIMA. The President shall appoint committees with the advice and consent of the Board.

b) Vice President: In the absence of the President, the Vice President shall perform the duties of the President and such other duties as may be assigned by the President or the Board of Directors. The Vice President may represent MIPRIMA at the Annual Conference of the National Public Risk Management Association. Annual stipend for attendance may be determined annually by the Board of Directors.

c) Secretary: The Secretary shall cause the minutes of all meetings of MIPRIMA and the Board of Directors to be kept. He/she shall be responsible for giving of proper notice of all meetings of MIPRIMA and the Board of Directors and for the conduct of all elections, held under Article VII of the Bylaws, and such other duties as may be assigned by the President or the Board of Directors. The Secretary shall provide notice of the names of the nominees for the Board of Directors to the Public Entity members not less than thirty (30) days prior to the Annual Meeting.

d) Treasurer: The Treasurer shall have general supervision of the financial operations of MIPRIMA and such other duties as may be assigned by the President or the Board of Directors. He/she shall supervise all receipts, deposits and disbursements of MIPRIMA. The Treasurer shall be a signatory on all accounts of MIPRIMA. The accounts and related records of the Treasurer shall be evaluated by an independent accountant in performing an “Agreed upon Reporting Statement” annually.

e) Trustees: The Trustees, at the direction of the Officers, shall assume such duties and shall actively participate in such projects as necessary to assure the objectives of MIPRIMA. The Trustees shall have such further powers and duties as may be designated by the Board of Directors.

f) Past President: The Past President shall be the outgoing President if that person is still an employee of a Public Entity Member. If unavailable, the Board of Directors may elect a former Past President to this position. The Past President shall have such duties and powers as may be designated by the President or the Board of Directors.
ARTICLE VI – RESIGNATION OR REMOVAL OF DIRECTORS

1. Resignations of officers and trustees may be given at any time by giving written notice to the President of MIPRIMA, and such resignation shall take effect at the time specified therein.

2. The Board of Directors may elect, upon majority vote, to request the resignation or removal of an officer or trustee due to the inability, failure, or deficiencies in fulfilling the duties of their position. Such director shall be provided with a written notice within five (5) days after the vote of the Board of the opportunity to appeal within twenty (20) days of the receipt of notice or to submit their written resignation. A request to appeal shall be submitted in writing to the President who shall convene a meeting of the Board of Directors within ten (10) days of receipt of the written notice of appeal. The decision of the Board of Directors to remove a director after an appeal shall be made by a two-thirds (2/3) vote of the quorum present.

3. Any vacancy on the Board of Directors shall be filled by appointment for the unexpired term by a majority vote of the remaining directors.

ARTICLE VII – ELECTIONS

1. The nomination and election of MIPRIMA officers and trustees shall be the first order of business at the annual meeting.

2. Nominations to the Board of Directors:
   (a) Nominations for trustees shall be made by a nominating committee appointed by the President with the approval of the Board. The nominating committee shall present its recommendations for trustee nominations to the President of MIPRIMA 45 days prior to the annual meeting. The Board of Directors shall determine the slate of nominees for trustees and officers other than the Past President.
   (b) The Board of Directors shall direct the Secretary to communicate the slate of nominees to the member’s thirty (30) days prior to the Annual Meeting and to nominate the slate at the annual meeting.
   (c) Nominations for trustees and officers may be made at the Annual Meeting by any employee of a Public Entity Member.

3. Where there is more than one candidate for a given board position, election shall be by written ballot. Where written ballots are used, said ballots shall provide sufficient blank lines for the writing in of other names at the option of the voting member.

4. The nomination and election of MIPRIMA officers and trustees shall be the first order of business at the Annual Meeting. The President shall call the Annual Meeting to order and shall request the Secretary to present the nominations and to tabulate the ballots. The officers and trustees shall be elected by a majority vote of the Public Entity Members present. Only one vote per Public Entity shall be counted. The term of office shall commence on the first day of January for a one year term.
ARTICLE VIII – MEETINGS OF THE BOARD

1. As soon as possible after the annual meeting, the new Board of Directors shall have a planning conference to map MIPRIMA activities for the coming year.

2. The Board of Directors shall meet no less than quarterly. Regular meetings of the Board of Directors shall be scheduled at least three (3) weeks in advance. The President shall send notices of such meetings, stating the business to be transacted, to all members of the Board at least seven (7) days in advance.

3. Special meetings may be called by the President or at the request of a majority of the members of the Board. Notices of special Board meetings and the business to be transacted shall be transmitted by the President at least three (3) days prior to the meeting date. Special meetings may be conducted by conference call.

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 MIPRIMA.

ARTICLE IX – ANNUAL MEETINGS AND ANNUAL REPORT

1. An Annual Meeting of MIPRIMA shall be held each year. The date and time thereof shall be fixed by the Board of Directors. Notification shall be given to all membership at least thirty (30) days prior to the meeting.

2. A quorum for the Annual Meeting of MIPRIMA shall be ten per cent (10%) of the Public Entity Members. Unless otherwise stated in the Bylaws, a majority vote of the quorum shall be sufficient to take action.

3. The President shall present an annual report for distribution at the Annual Meeting. This annual report shall include a report on the activities of MIPRIMA during the prior fiscal year. The annual report also shall include: a description of the progress made in meeting the objectives of MIPRIMA, a list of income, expenses, liabilities and assets, and current count of active members as prepared by the Treasurer.

ARTICLE X – GENERAL ADMINISTRATIVE PROVISIONS

1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents of MIPRIMA to enter into contracts or execute and deliver any instrument in the name of and on behalf of MIPRIMA, 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 MIPRIMA 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: MIPRIMA 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 MIPRIMA 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 MIPRIMA shall be solely owned by MIPRIMA.

6. Contracts and Receipt of Funds: The Board of Directors of MIPRIMA may enter into contracts and receive governmental and private grants, funds, contributions, goods, and revenues except as prohibited by federal or state laws.

7. No publicity shall be released in the name of MIPRIMA without the approval of the Board of Directors.

8. No part of the net earnings of MIPRIMA shall inure to the benefit of, or be distributable to any member, director or officer of MIPRIMA, or any other private person, except that MIPRIMA shall be authorized and empowered to pay reasonable compensation for services rendered to or for MIPRIMA and to make payments and distributions in furtherance of the purposes set forth in these Articles.

9. No substantial part of the activities of MIPRIMA shall be carrying on the propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501 (h) of the Code) and MIPRIMA shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

10. Notwithstanding any other provisions of these Articles of Incorporation, MIPRIMA shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501 (c) (3) of the Code, or cause it to lose such exempt status or carry on any activity not permitted to be carried on by a corporation contributions to which are deductible under Section 170 (c) (2) of the Code.
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 deemed a waiver of notice of said meeting.

ARTICLE XII – INDEMNIFICATION OF BOARD OF DIRECTORS

1. Each member of the MIPRIMA Board of Directors who is a volunteer director shall not be personally liable to MIPRIMA or its members for monetary damages for a breach of the director’s fiduciary duty. This provision shall not eliminate or limit the liability of a director for any of the following:

   a) breach of the director’s duty of loyalty to MIPRIMA or its members;
   b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
   c) a violation of Section 551(1) of the Michigan nonprofit corporation act, Act 162 of 1982, as amended (the “Act”);
   d) a transaction from which the director derived an improper personal benefit;
   e) an act or omission occurring before January 1, 1988 or
   f) an act or omission that is grossly negligent.

2. For purposes of this article, “volunteer director” shall have the same meaning as set forth in the Act, as amended from time to time.

3. MIPRIMA assumes all liability to any person other than MIPRIMA or its members for all acts or omissions of a volunteer director occurring on or after January 1, 1988 incurred in the good faith performance of the volunteer director’s duties. The Board of Directors may purchase errors and omissions coverage for MIPRIMA’s Directors and Officers.

4. In the event the Act is amended after approval by the members of this article of the Articles of Incorporation, to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of MIPRIMA shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

5. 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 MIPRIMA existing under these provisions at the time of such repeal, modification or adoption.

ARTICLE XIII – AMENDMENTS

Proposed By-law 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 the MIPRIMA 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 MIPRIMA, all of the remaining assets and property of MIPRIMA shall, after paying or making provisions for the payment of all of the liabilities and obligations of MIPRIMA and for necessary expenses thereof, be distributed to such organization or organizations organized and 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**

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

**ARTICLE XVI – ARTICLES OF INCORPORATION**

The Board of Directors of MIPRIMA shall file revised Articles of Incorporation to reflect those 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 September 24, 1981, and as subsequently amended on the following dates:

- 9-21-85
- 9-23-88
- 9-22-89
- 12-3-93
- 12-2-94
- 11-7-08
- 5-15-13