

TEXAS CHAPTER
PUBLIC RISK MANAGEMENT ASSOCIATION

Bylaws – October 2023

ARTICLE I

The name of the organization shall be the Texas Chapter Public Risk Management Association.

ARTICLE II – NONPROFIT

The Texas Chapter Public Risk Management Association (Association) shall be a voluntary, nonprofit association.

ARTICLE III – PURPOSE

The purpose of the Association shall be:

1. To increase the proficiency of Risk Management in governmental entities (political subdivisions as defined in Texas Administrative Code §821.4),
2. To strengthen the quality of Risk Management through continuing education,
3. To be an educational and research organization for the benefit of governmental entities throughout the State of Texas and other states,
4. To provide the members the opportunity to exchange ideas and to consult with one another and to meet persons in or associated with public risk management, and to supply members with information concerning their organization;
5. To act in any other manner which will further the best interests of governmental entities in their risk management activities.

ARTICLE IV – OFFICES

The principal office shall be located in Texas. The location shall be established by the Board of Directors as required to carry on the work of the Association.

ARTICLE V – MEMBERSHIP

1. Membership of the Association shall be open to employees of governmental entities, political subdivisions thereof, and school districts within the State of Texas and other states which have been approved by the Board of Directors for admission.
2. Representative members shall be admitted in accordance with policies and procedures established by the Board of Directors. Such members shall be employees of the governmental entity they represent and have responsibility for risk management functions, insurance, benefits, and/or safety management.
3. The Board of Directors may create other membership classifications provided that such

members shall not have a role in the affairs of the Association nor hold office.

4. Application for membership shall be made in writing upon such form or forms as prescribed by the Board of Directors.

ARTICLE VI – VOTING

Each member, as defined in Article V, Paragraph 1 above, who is in good standing, shall be entitled to one vote on each question. All votes shall be cast as defined in Article IX, Paragraph 11, Article XI, Paragraph 3, Article XII and Article XIII.

ARTICLE VII – DUES

1. Member fees shall be set on an annual basis by the majority vote of the Board of Directors at the January Board of Directors Meeting. Membership will be notified in a timely manner of membership fee changes.
2. Dues are part of the Annual Conference registration fee and are considered paid in full upon receipt of conference registration payment.
3. The membership year is October 1 to September 30.
4. Dues for those who do not attend the annual conference shall be considered delinquent if not received by the Association within ninety (90) days from due date.

ARTICLE VIII – SUSPENSION

Members may be suspended or expelled by the Board of Directors for nonpayment of dues, or for any act of conduct which shall be deemed detrimental to the best interest of the Association.

ARTICLE IX – OFFICERS AND DIRECTORS

1. The management of the Association shall be vested in a Board of Directors.
2. The Board of Directors shall consist of the following active member representatives: two (2) past Presidents, President, President-Elect, Secretary, Treasurer, (4) current Directors. The President shall act as Chairperson of the Board of Directors. The Officers on the board shall consist of the President, President-Elect, Secretary, Treasurer, and the Immediate Past President. The Board of Directors shall not consist of more than one (1) member per governmental entity, political subdivision thereof, or school district within the State of Texas. In order to serve on the Board of Directors, the Board member must be employed by a governmental entity, political subdivision thereof, or school district within the State of Texas. Additionally, the Board member must have been a member of Texas Chapter PRIMA for at least three (3) years and must have attended at least two (2) conferences in person in the past five (5) years.
3. The Immediate Past President shall become a member of the Board of Directors. The President-Elect shall become President, and the Secretary shall become the President-Elect. The Officers of the Board shall appoint an active Director to serve as the Secretary prior to each annual election. The Chairperson of the Nominating Committee will present the results of the ballots received from the membership as defined in Article XII at the Chapter's annual meeting.

4. The Officers and any elected Directors shall take office at the commencement of the annual meeting and shall assume responsibilities January 1 of the following year.
5. The Directors shall be elected to serve for a two (2) year term. Two (2) Directors shall be elected in alternate years.
6. Each Officer shall serve for a term of one (1) year or until their successor or successors shall be elected or appointed as provided in Article IX, Paragraph 8 hereof. The Immediate Past President shall serve on the Board for a two (2) year term.
7. Directors shall serve no more than two (2) successive terms, but this provision shall not disqualify such Directors from subsequent candidacy. Any subsequent election to the Board shall be subject to the same term limits provided herein.
8. If a Director is appointed during any given time, the appointed Director shall serve the remainder of the elected Director's two-year term.
9. A vacancy due to job, life event, etc. in the Board of Directors during the term of office shall be filled by appointment for the unexpired term at the discretion of the remaining active Board of Directors. A vacancy in the office of any Officer during the term of office shall be filled by the Officers. The Board of Directors shall appoint a Treasurer from the membership. The Treasurer shall serve as ex-officio (non-voting) member of the Board for a term of three (3) years, or until a successor is appointed, subject to annual review by the Board.
10. In the event that an Officer or Director retires from or terminates employment with a government entity and is not employed with another government entity within sixty (60) days, his or her status as a Board member will terminate and the office will be considered vacant. Vacancies will be filled as defined in Article IX, Paragraph 8 or 9.
11. The Board of Directors may nominate and elect any number of Directors Emeriti from the membership to be recognized for past contributions to the state chapter. In addition, each year the Board of Directors may appoint up to two (2) Directors Emeriti as ex-officio/non-voting members to serve special functions as determined by the Board. Nominations for the appointment of Directors Emeriti to ex-officio status will be submitted by Board members to the Nominations Committee prior to the January Board meeting. Annually, prior to the January Board meeting, the nominee(s) will be voted on by the Board of Directors. Each Board member will cast a ballot (electronically or written) of "yay" or "nay" for each nominee in the absence of the nominee. The ballots will be counted by the Secretary.
12. Voting on Board matters shall be conducted either in person or electronically, via e-mail, in the event that the Board of Directors is unable to convene.
13. A member of the Board of Directors may be removed by a two-thirds vote of the Board of Directors for conduct which shall be deemed detrimental to the Association.

ARTICLE X – DUTIES OF OFFICERS

1. The President shall preside at all meetings of the general membership and of the Board of Directors. The President shall exercise general supervision over the work and activities of the Association, and perform other duties relegated to the office of the President.
2. The President-Elect shall, in the absence or disability of the President, perform all duties of the President, and other such duties as requested by the President. The Association shall be a member of the Public Risk Management Association (National).
3. The Secretary shall have the responsibility to ensure that the minutes and historical records

of this Association and the Board of Directors are maintained. The Secretary shall be responsible for preparing proposals for contracts and services to be presented to the Board for approval and other such duties as requested by the President.

4. The Treasurer shall have the responsibility for the review and monitoring of the financial operations of this Association. The Treasurer shall submit a written report annually or upon request of the Board of Directors. The Treasurer shall transfer all financial records to his/her successor. These records shall be subject to audit as determined by the Board of Directors. The Board of Directors shall establish signature limits on expenditures. The Treasurer shall notify the Board of Directors when any expense is authorized that will cause more than a 10% variance in overall net income.

ARTICLE XI – MEETINGS

1. An annual meeting of the Association for the transaction of business shall be held in conjunction with the Annual Conference or at such time and place as may be designated by the Board of Directors. The Association manager in coordination with the Secretary shall notify each member of the time and place of such meeting at least forty-five (45) days in advance thereof.
2. Special meetings of this Association may be called at any time by majority consent of the Board of Directors, or upon written request of the majority of the members in good standing. The Association manager in coordination with the Secretary shall notify each member of the time and place of such meeting at least fifteen (15) days in advance thereof.
3. The members present at the meetings of the Association shall constitute a quorum for the transaction of business. A majority of the members present shall rule.
4. The Board of Directors shall have quarterly meetings each year, one of which shall be held at the annual meeting of the Association. Other meetings of the Board of Directors may be called at such time and place as designated by the President.
5. Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business at Board meetings. A majority of the Board of Directors present shall rule, except for removal of a member, which requires two-thirds of the entire Board in favor of removal.
6. A member of the Board of Directors is expected to attend all Board meetings.

ARTICLE XII – NOMINATIONS and ELECTIONS

1. At least one (1) candidate shall be nominated for each office to be filled by election. Where there may be more than one (1) candidate, incumbent shall be first on the ballot and the remaining nominees shall be listed in alphabetical order. The names of all such candidates shall be listed by the office for which they are nominated on a ballot which shall provide sufficient blank lines for writing other names at the option of the voter. Candidates must be current members of the Association.
2. The Nominating Committee shall be comprised of Bboard member(s) and representative (s) from the general membership. The committee will be responsible for vetting each candidate before making a recommendation for placement on the ballot.
3. Voting shall be by fax, mail-in ballot, or electronically, as determined by the Board. Ballots and individual biographies will be sent to voting members only of public entities on or about October 1 of each year. Completed ballots will be returned on or about October 20 of

- that same year. Any ballots received after that announced deadline will be rejected.
4. The Chairperson of the Nominating Committee will be responsible for ensuring that the ballots are timely sent out and collected. The Nominating Committee will oversee the tally of the completed ballots and the results will be presented by the Chairperson.

ARTICLE XIII – AMEND BYLAWS

Upon approval of a proposed change to the Bylaws by the Board of Directors, the membership will be notified of the proposed amendments to the Bylaws as necessary to ensure timely approval of all changes recommended. Approval of the amendments to the Bylaws will be ratified by a simple majority of responding members voting. Voting shall be by fax, mail-in ballot, or electronically as determined by the Board. Deadlines for the submission of completed ballots will be set by the Chairperson of the Bylaws Committee. Any ballots received after that announced deadline will be rejected.

ARTICLE XIV – PUBLICITY

No publicity shall be released in the name of the Association without prior approval of the Board of Directors.

ARTICLE XV- COMMITTEES

The President may appoint committees and chairs as necessary.

ARTICLE XVI – INSURANCE COVERAGE

The Association may purchase commercial insurance as determined necessary by the Board of Directors.

ARTICLE XVII – EXPENDITURES

1. All expenditures shall comply with the standards set by the Board of Directors.
2. Any member of the Board of Directors or appointee of the Board of Directors may be reimbursed for actual expenses. No reimbursement shall be made for expenses accepted as an obligation by any other agency or organization

ARTICLE XVIII – FISCAL YEAR

The fiscal year of the Association shall be from January 1 through December 31 of each year.