

VIRGINIA PUBLIC RISK MANAGEMENT ASSOCIATION

The name of this voluntary, non-profit Corporation ("Corporation") shall be the Virginia Public Risk Management Association.

Per Article II Bylaws – MEMBERSHIP VOTING AND FEES

- A. Membership in the Corporation shall 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 Board of Directors ("Board"). Each government member will have a designated representative. This is a voting category of membership.
 2. **Associate Member**
This category will consist of employees of government members other than the designated representative. It is not required that associate members be primarily responsible for risk management for their employing government entity.
 3. **Affiliate Member**
This category will consist of organizations that do not qualify for either of the above member categories. Affiliate members may not vote or hold office, but are entitled to all other benefits of membership.
 4. Other non-voting membership categories as determined by the Board.
- B. Each government member will be entitled to one vote in the affairs of the Corporation, to be cast by its designated representative.
- A government member as the individual responsible for risk, insurance and/or safety management appoints a designated representative. The designated representative need not be an employee of the entity he or she represents.
- C. The 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 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 set on an annual basis by a majority vote of the Board.
- E. Any membership may be terminated by the Board for cause, including nonpayment of dues or assessments. Dues will be considered delinquent if not paid within sixty (60) days of the due date. Delinquent members may be restored to good standing by action of the Board within a one (1) year period, upon payment of all delinquent dues and the full amount of dues subsequently due and payable.

Articles of Incorporation of Virginia Public Risk Management Association

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, state as follows:

ARTICLE I - NAME

The name of this voluntary, non-profit Corporation ("Corporation") shall be the Virginia Public Risk Management Association (VA PRIMA).

ARTICLE II - PURPOSE

The purpose of VA PRIMA is to increase the proficiency of management of risk, insurance and benefits in government and other public entities through education and networking, to support the mission and goals of PRIMA as documented in the PRIMA Long-Range Plan, and to act in any other manner that will further the best interests of governments, government agencies, intergovernmental risk pools and school and other special districts in their risk management activities.

ARTICLE III – MEMBERSHIP, VOTING AND FEES

- A. Membership in the Corporation shall 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 has been approved for admission by the Board of Directors ("Board"). Each government member will have a designated representative. This is a voting category of membership.
 2. Associate Member
This category will consist of employees or government members other than the designated representative. It is not required that associate members be primarily responsible for risk management for their employing government entity.
 3. Affiliate Member
This category will consist of organizations that do not qualify for either of the above member categories. Affiliate members may not vote or hold office, but are entitled to all other benefits of membership.
 4. Other non-voting membership categories as determined by the Board.
- B. Each government member will be entitled to one vote in the affairs of the Corporation, to be cast by its designated representative.

A designated representative is appointed by a government member as the individual responsible for risk, insurance and/or safety management. The designated representative need not be an employee of the entity he or she represents.

- C. The 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 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 set on an annual basis by a majority vote of the Board.
- E. Any membership may be terminated by the Board for cause, including nonpayment of dues or assessments. Dues will be considered delinquent if not paid within sixty (60) days of the due date. Delinquent members may be restored to good standing by action of the Board within a one (1) year period, upon payment of all delinquent dues and the full amount of dues subsequently due and payable.

ARTICLE IV – OFFICERS AND BOARD OF DIRECTORS

- A. The Board of the Corporation shall consist of the offices of *president, vice president, secretary, treasurer, immediate past president and four other directors-at-large*. The duties of the directors will be those usually attached to such offices and those assigned by the Board, to the extent that they are not inconsistent with these Articles of Incorporation.
- B. The Board of Directors is the governing board of the Corporation and will provide leadership to the Corporation, establish policy and give direction to the president for the execution of such policy.
- C. Each member of the Board will be the designated representative of a government member. In addition, Board members must either be an employee of the 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 a not-for-profit organization whose voting membership consists solely of government entities.
- D. The regular annual meeting of the Board will be held in the last quarter of the calendar year. Special meetings of the Board will be held on the call of the president or upon request in writing of any three members of the Board. The Board, by majority vote, may also establish a schedule of periodic meetings as necessary for conducting Corporation affairs.

A quorum will be majority of members of the Board; proxy votes will not be accepted. Any or all directors may participate in a duly warned Board meeting by means of a conference telephone call or by any means of communication agreed upon by the Board. Such participation shall constitute presence at the meeting.

- E. The Corporation 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 Corporation 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 Corporation to protect, defend and indemnify those directors or former directors from acts of gross negligence or acts intended to commit harm.

ARTICLE V – REGISTERED OFFICE AND AGENT

- ~~A.~~ The Corporation's registered office address shall be determined by the Board of Directors on a bi-annual basis concurrent with the election of the officers.
- B. The Corporation's registered agent, whose business office is identical with the above-registered office, will be determined by the Board of Directors on a bi-annual basis concurrent with the election of the officers. The registered agent is an individual who is a resident of Virginia and a director of the Corporation.

- C. The principal office of the Corporation shall be at the place of the business of the Secretary. Other offices may be established by the Board as required to conduct the affairs of the Corporation.

ARTICLE VI – NOMINATIONS AND ELECTIONS

- A. By an appropriate date before the biannual meeting of the Corporation each election year, the secretary will forward to all voting members of the Corporation a notice listing the offices to be filled by election at the next biannual meeting. The notice will include an application for nomination to be completed and submitted by the Nominating Committee. Nominees must represent an entity of which the primary location or headquarters is located within the designated geographic boundaries of the Corporation.
- B. By an appropriate date in the **first** quarter of the calendar year (in an election year), the Nominating Committee will select the candidate or candidates to run for each opening as director based upon evaluation of applications for nomination. The Board will set the criteria for evaluation. The Nominating Committee will set the deadlines for receipt of the applications and receipt of the ballots and will establish procedures for nomination by petition. The nominee receiving a plurality of the ballots 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 second-place candidate will be deemed elected. The Corporation will follow the procedure described in VI (H) in the event no candidate is able to serve.
- C. Presidential and vice presidential candidates will be selected from the current directors completing their term of office. In the event no directors are able and willing to be a presidential candidate, the position can be filled from among those qualified designated representatives who have completed a term as vice president. In addition to any eligible director currently serving on the Board, a designated government member who has served previously on the Board as a director will be eligible to petition to be on the ballot.
- D. The terms of office for the president, vice president, secretary, treasurer and director at large shall be two (2) years.
- E. In the event an officer or director, during his or her term of office, loses his or her status as the representative of a government member, but remains otherwise qualified to serve on the Board, he or she may complete the term.
- F. In the event an officer or director retires from or terminates employment with a government member and does not become an employee of another government member within sixty (60) days, his or her status as a Board member will be terminated and the office will be considered vacant.
- G. 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 the vice president, the unexpired term may be filled by a director chosen by a majority vote of the Board, until the next biannual election of the Corporation.
- H. In the event of a vacancy in the office of secretary, treasurer or director at large, the unexpired term will be filled by a qualified representative member appointed by the president with the concurrence of a majority of the Board, until the next biannual election of the Corporation.
- I. 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.
- J. The newly elected officers and directors of the Corporation will commence their terms of office on the May 1st following the biannual election.
- K. A person serving a partial term of office to fill an office left vacant mid-term by any cause will be eligible for election to a full-term of office immediately following the completion of a partial term. There shall be no restrictions as to officers or directors being elected to successive terms for the same office.

- L. The president will serve as the Corporation Liaison with PRIMA during his or her term of office.

ARTICLE VII – MEETINGS

- A. The annual meeting of the Corporation shall be held on a date set by the Board, giving at least thirty (30) days notice to the membership.
- B. All matters requiring a vote to the membership will be determined by a plurality of those designated representatives of government members voting on the matter, with the exception of amendments to these Articles of Incorporation, which require a two-thirds (2/3) vote as specified in Section IX.
- C. In the absence of the president from any Corporation meeting, the immediate past president will preside, and in his or her absence, the vice president will preside.
- D. Special meetings of the Corporation 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.

ARTICLE VIII - COMMITTEES

- A. The president, with a concurrence of a majority of the Board shall appoint such committees as are necessary for conducting Corporation affairs. The president will serve as an ex-officio, non-voting member of all committees unless the structure of the committee stipulates otherwise.
- B. A nominating committee will prepare and present to the membership all nominees for office. The past president and any officer or director not seeking re-election to any office will constitute the Nominating Committee. The past president will serve as the chair of the Nominating Committee. In the event that no such past president qualifies, the president will serve as chair of the Nominating Committee.

ARTICLE IX - AMENDMENTS

- A. Upon approval of a proposed change to these Articles of Incorporation by two-thirds (2/3) of the Board, the membership will be notified of the proposed amendments at least thirty (30) days in advance of the proposed vote. Amendments to the Articles of Incorporation so referred to the membership will require a vote of approval by two-thirds (2/3) of the designated representatives present and voting at any annual or special meeting of the Corporation or of two-thirds (2/3) of the designated representatives responding to a mail ballot, allowing them a minimum of thirty (30) days to cast their votes, whichever method the Board selects.
- B. Any designated representative of a government member of the Corporation may propose a change in the Articles of Incorporation by submitting the proposal to the Board in writing and attested to by four (4) other designated representatives of governing members. The proposed change will be presented to the membership as specified above and will require a vote of two-thirds (2/3) of the designated representatives.
- C. In the event all or part of any provision of these Articles of Incorporation is determined to be contrary to law, the remaining provisions shall remain in full force and effect. Any amendment or other alteration of these Articles of Incorporation that is contrary to law or to the status of the Corporation shall be invalid and of no force or effect.

ARTICLE X – CORPORATION YEAR

The Corporation year shall be from January 1 to December 31.

ARTICLE XI - DISSOLUTION

In the event that the Virginia Public Risk Management Association 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 and will use such assets for public purposes.

No part of the net earnings of the Corporation will inure to the benefit of, or be distributed to, its non-government members, directors, employees or other private persons, except that the Corporation 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 V of these Articles of Incorporation.

ARTICLE XII – INITIAL DIRECTORS

The names and addresses of the initial directors are:

SHEILA D. FARMER, PRESIDENT
10 Hotel Street, 1st Floor
Warrenton, VA 20186

MARK MILAM, VICE PRESIDENT
P.O. Box 20031
Harrisonburg, VA 22801

EVAN CHESTERMAN, SECRETARY
900 E. Broad Street
Richmond, VA 23219

KAREN RUSSELL, TREASURER
P.O. Box 788
Chesterfield, VA 23832

Elected not be on Board, PAST PRESIDENT
1999 – 2000
(Director-at-Large added for term 1999-2000)

GLEN ASHER, DIRECTOR-AT-LARGE
215 Church Avenue, Room 506
Roanoke, VA 24011

CINDY CLEMENTS, DIRECTOR-AT-LARGE
P.O. Box 10
Goochland, VA 23063

INCORPORATORS:

SHEILA D. FARMER

1998-2000