



## ***BY-LAWS OF THE BOSTON CHAPTER***

Approved by the PRMIA Boston Chapter Steering Committee: July 2010  
Valid with effect from July 29, 2010

### **1. NAME AND STATUS**

- 1.1. **Purpose:** It is noted that the **PROFESSIONAL RISK MANAGERS' INTERNATIONAL ASSOCIATION**, hereafter referred to as PRMIA, a non-profit incorporated association in the state of Delaware, USA has an active presence in the Boston Region. These articles exist to formalize the governance structures which shall apply to membership activities in the Boston Region.
- 1.2. **Name:** This not-for-profit organization, the Regional Branch of PRMIA, shall be known as the **PRMIA BOSTON CHAPTER**, this being a local chapter of PRMIA. For the avoidance of doubt, references in this document to PRMIA refer to the (Delaware registered) parent association, and references to either Boston Chapter or to the PRMIA Boston Chapter refer to locally managed activities conducted in the Boston, Massachusetts USA, Region.
- 1.3. **PRMIA By-laws:** PRMIA has an established set of by-laws, which have been approved by its board of directors and are available for public inspection on the PRMIA website, [www.prmia.org](http://www.prmia.org). In the event of any conflict whatsoever, the PRMIA by-laws shall on all occasions take precedence over the by-laws of the PRMIA Boston Chapter.
- 1.4. **Location:** The registered office of PRMIA is: PMB #5527, Suite 120, 2711 Centerville Road, Wilmington, DE 19808, USA. This office is contactable by email to [support@prmia.org](mailto:support@prmia.org). The PRMIA Boston Chapter has no physical office and may be contacted by email to [boston@prmia.org](mailto:boston@prmia.org)

### **2. MISSION STATUS AND PURPOSE**

- 2.1. **Mission:** The mission of PRMIA Boston Chapter is to promote the development and use of sound risk management standards and practices in a free and open forum. In support of this mission, the PRMIA Boston Chapter will seek to:
  - 2.1.1. Support education and training, specifically through programs offered by PRMIA;
  - 2.1.2. Promote certification, specifically through PRMIA's certifications;
  - 2.1.3. Promote networking opportunities among local risk management professionals;
  - 2.1.4. Disseminate and distribute research;
  - 2.1.5. Inform its members about "What is new in risk management";
  - 2.1.6. Develop partnerships locally in order to increase the visibility, notoriety and the reach of our message;
  - 2.1.7. Share and exchange of ideas on risk management in all its forms in a multi-industry environment;
  - 2.1.8. Promote the integration of theory and practice;
  - 2.1.9. Cultivate the connection to the global PRMIA community;
  - 2.1.10. Maintain a global vision, while acting locally;
  - 2.1.11. Be transparent, non-profit, independent, member-focused, and member driven;

### **3. MEMBERSHIP**

- 3.1. **Eligibility for Membership:** Membership of the PRMIA Boston Chapter shall be open to all global members of PRMIA who choose to designate the Boston Chapter in their PRMIA member profile. These are hereinafter



referred to as “Boston Chapter Members”. Local chapter members are expected to adhere to all the standards of professional conduct obligatory for global members.

- 3.2. **Occupation of Members:** Members of the PRMIA Boston Chapter will include current and former practitioners, researchers, academics, students, consultants, software developers, and all others with a legitimate interest in strengthening the risk management profession.
- 3.3. **Membership Dues:** Membership of the PRMIA Boston Chapter is free of charge. Paid “sustaining membership” is also available with PRMIA which provides additional benefits which are further described on the website.

#### 4. **PRMIA BOSTON CHAPTER TEAM**

- 4.1. The PRMIA Boston Chapter team may be composed of a Regional Director, Steering Committee, and Events Committee. There is no compensation for services rendered in any of these positions.

#### 4.2. **Regional Director**

- 4.2.1. **Terms of Office:** The chapter will have a Regional Director who will lead the Chapter’s activities. The term of office of a Regional Director is indefinite or until resignation or recall in line with the bylaws. Regional Directors are appointed by PRMIA’s Board of Directors, who may also release them if there are sufficient grounds.

#### 4.2.2. **Re-affirmation:**

- 4.2.2.1. Every year in January, the PRMIA Regional Directors Support & Standards Committee will ask the Regional Directors to re-affirm their commitment to their role at which time they may choose either to resign or to renew their role. Lack of affirmation will be considered as loss of interest and lead to release.
- 4.2.2.2. Every January the Steering committee will also conduct a vote of confidence in the Regional Director and express their opinion to the PRMIA Regional Directors Support & Standards Committee (RDS&SC) by emailing [rdcommittee@prmia.org](mailto:rdcommittee@prmia.org).

#### 4.2.3. **Role & responsibilities:**

- 4.2.3.1. Host at least three chapter meetings or events per year at their local chapter.
- 4.2.3.2. Maintain at least 5 active individuals in the Steering Committee including the Regional Director.
- 4.2.3.3. Volunteer to assist the global association in some form.
- 4.2.3.4. Contact their local members on a regular basis (minimum four times each year.)
- 4.2.3.5. Promote the PRMIA Professional Risk Manager (PRM) and Associate Professional Risk Manager (APRM) programs to local members.
- 4.2.3.6. Be responsive to requests for information from the Board of Directors, the Chair of the Board and/or the Regional Director Support and Standards Committee.
- 4.2.3.7. Participate in all PRMIA Boston Chapter committees.
- 4.2.3.8. Coordinate and monitor the activities and responsibilities of each Committee member and Committee, and chair meetings.
- 4.2.3.9. Recruit and nominate individuals for the various volunteer roles in the PRMIA Boston Chapter.
- 4.2.3.10. Release team members as necessary in line with the by-laws.
- 4.2.3.11. Ensure oversight of the team’s activities and report on significant activities to the Steering Committee.

#### 4.2.4. **Release of a Regional Director:**

- 4.2.4.1. The Steering Committee may recommend that a Regional Director be released to the PRMIA Regional Directors Support & Standards Committee (RDS&SC) by emailing

rdcommittee@prmia.org. Any such motion would need to be passed by two-thirds of the Steering committee which includes the Regional Director.

4.2.4.2. In the event of such a recommendation being passed as per the above, the Steering Committee will communicate this recommendation to the Chairman of the PRMIA Regional Directors Support & Standards Committee (RDS&SC), with a copy to the Chairman of the PRMIA Board of Directors. The Chairman of the PRMIA Regional Directors Support & Standards Committee would investigate the underlying reasons for the recommendation.

4.2.4.3. Within one month of such a motion being passed, the Chairman of the PRMIA Regional Directors Support & Standards Committee shall write to the PRMIA Board of Directors with a recommendation to either support or reject the Steering Committee's Release Motion.

4.2.4.4. The Board of Directors will then communicate their decision to both the PRMIA Regional Directors Support & Standards Committee and the Steering Committee.

4.2.5. **Nomination:** From time to time the Regional Director position will become vacant due to resignation, release, or other reasons. The Steering Committee may issue non-binding recommendation(s) for new Regional Director(s) to the PRMIA Regional Directors Support & Standards Committee (RDS&SC) ([rdcommittee@prmia.org](mailto:rdcommittee@prmia.org)). The Board of Directors of PRMIA has the final decision regarding appointment of Regional Director(s) of the PRMIA Boston Chapter.

#### **4.3. Deputy Regional Director**

The PRMIA Boston Chapter does not currently have a Deputy Regional Director.

#### **4.4. Steering Committee**

4.4.1. **Terms of Office:** The Steering Committee is comprised of a number of members, including the Regional Director, and they shall at all times be no less than 5 (five) individuals. The term of office for a Steering Committee member is indefinite or until resignation or release in line with these bylaws.

4.4.2. **Re-affirmation:** Every year in January, the Regional Director will ask all Steering Committee members to re-affirm their commitment to the committee at which time they may choose either to resign or renew their role. Lack of affirmation within 1 month's time will be considered as loss of interest and lead to release from the committee.

#### **4.4.3. Role & responsibilities:**

4.4.3.1. Help promote the PRM & APRM locally. This could be done by collaborating with local universities (with events organized on university campuses), exploring potential university partnerships, and/or organizing PRM/APRM information sessions for Boston Chapter members.

4.4.3.2. Monitor chapter direction and advise the Regional Director.

4.4.3.3. Support the Events Committee in organizing events (with ideas, possible event topics & speakers, by recruiting new volunteers, and contacts towards sponsorship, venues, etc.)

4.4.3.4. Act as an audit committee over the Regional Director and chapter activities to ensure there are no conflicts of interest.

4.4.3.5. Provide moral support for the Regional Director.

4.4.3.6. Provide recommendations on the recall of a Regional Director and the nomination of the Regional Director(s) if and when necessary.

4.4.3.7. Attend a minimum of half of the Steering Committee meetings per year either in person or via tele-conference or via proxy.

4.4.3.8. Be responsive to requests for information and support from the Regional Director & Events Committee.

#### **4.4.4. Release of Steering Committee Members:**

- 4.4.4.1. Any Committee member may be released from the Steering Committee by the Regional Director, or by a 2/3 vote of the Committee members. Vote can be made by members in person at a meeting or via email.
- 4.4.4.2. A committee member will be automatically (without vote) released due to lack of participation in meetings for a period of 6 consecutive months. This will be interpreted as a lack of interest on the part of the committee member. Participation can be in-person, via tele-conference or attendance by a designated proxy, as deemed acceptable by the Regional Director.

4.4.5. **Nomination:** The initial committee (to reach a minimum of 5 individuals) shall be appointed by the Regional Director without vote. After the initial committee is formed any member of the Steering Committee may recommend a candidate to join the Steering Committee. Additional Steering Committee members shall be accepted subject to approval of a majority vote of the existing Steering Committee.

4.4.6. **Meetings of the Steering Committee:** The Steering Committee will meet at minimum on a quarterly basis and can meet as often as on a monthly basis. Decisions agreed upon in committee meetings ideally should be recorded by a rotating secretary and circulated subsequent to the meeting. Notice of all meetings shall be provided to each Committee Member by e-mail at least two weeks prior to the meeting.

#### 4.5. Events Committee

4.5.1. **Terms of Office:** The Events Committee is comprised of a number of volunteers that will ideally hold specific roles that support the organization of events (e.g., Speaker Relations, Logistics Coordinator, Sponsor relations, Communications chair, Newsletter editor). The term of office for an Events Committee member is indefinite or until resignation or release in line with these bylaws.

4.5.2. **Re-affirmation:** Every year in January, the Regional Director will ask all Events Committee members to re-affirm their commitment to the committee at which time they may choose either to resign or to renew their role. Lack of affirmation within 1 month's time will be considered as loss of interest and lead to release from the committee.

#### 4.5.3. Role & responsibilities:

- 4.5.3.1. Research & contact potential speakers for events then coordinate with them once they have been selected.
- 4.5.3.2. Reserve then organize the venue of the event including ordering of any catering of food/beverages, managing the registration table and name badges, and recruiting and managing volunteers for the day of the event.
- 4.5.3.3. Work in conjunction with PRMIA staff to define roles, responsibilities and tasks when PRMIA involvement in events is required under PRMIA's Event Management Guidelines
- 4.5.3.4. Establish and maintain contacts with potential sponsors on a regular basis with upcoming events and benefits to sponsorship.
- 4.5.3.5. Produce and send out professional communications (i.e. event postings, special messages).
- 4.5.3.6. Produce a professional newsletter for the Boston Chapter, including collecting relevant information (i.e. upcoming events, etc).
- 4.5.3.7. Establish and maintain contacts with nearby universities (including professors, student associations, and career centers).
- 4.5.3.8. Establish and maintain contacts with other professional organizations to organize joint events.
- 4.5.3.9. Encourage all event participants to become PRMIA members.

#### 4.5.4. Release of Event Committee Members:



4.5.4.1. Any Committee member may be released from the Event Committee by the Regional Director, or by a majority vote of either the Steering Committee or the Event Committee members. Vote can be made by members in person at a meeting or via email.

4.5.4.2. A committee member will be automatically (without vote) released due to lack of participation in meetings for a period of 3 consecutive months. This will be interpreted as a lack of interest on the part of the committee member. Participation can be in person or via tele-conference.

4.5.5. **Nomination:** Any Boston Chapter member can volunteer to serve on the Event Committee. Event Committee members shall be accepted subject to approval of the Regional Director or by majority vote of the Steering Committee.

4.5.6. **Meetings of the Committees:** The Committees shall try to meet on a monthly basis and minimum at a quarterly basis. Decisions agreed upon in committee meetings ideally will be recorded by a rotating secretary and circulated subsequent to the meeting. Notice of all meetings shall be provided to each Committee Member by e-mail at least two weeks prior to the meeting.

#### 4.6. Treasurer

The PRMIA Boston Chapter does not currently have a Treasurer.

#### 4.7. Committee Functions

##### 4.7.1. **Voting within the Committees:**

4.7.1.1. **Ordinary Matters:** For all ordinary matters, the quorum shall be reached with minimum 50% of the standing members of the Committee, including the Regional Director. Meetings are chaired by the Regional Director. An ordinary matter is any voting matter with the exception of chapter finances (see article six below) or fundamental governance issues at Steering Committee meetings. A fundamental governance issue concerns either (a) the release of the Regional Director, or (b) an amendment to these by-laws.

Votes on ordinary matters may be decided by a simple majority of committee members either in person at a meeting, via email or for members unable to attend in person may vote either by proxy (by writing to the Regional Director ahead of the meeting).

4.7.1.2. **Budgetary Matters:** Committee authority for budgetary matters is articulated in Article Six (Finances) below.

4.7.1.3. **Governance Matters:** The procedure for amending these by-laws is articulated in Article Seven (Amendments) of these by-laws.

#### 4.8. Voting by E-Mail:

4.8.1. In the event that decisions are required between meetings, motions may be submitted and agreed upon by e-mail. The proposer should ideally send details of the motion to the Regional Director (i.e. via email to [boston@prmia.org](mailto:boston@prmia.org)), together with reasons why immediate resolution is required and the Regional Director will send the Steering Committee members the motion for voting. In circumstances when the Regional Director is deemed to have a conflict of interest, then the Steering Committee member is allowed to email the other Steering Committee members directly (i.e. via email to [bostonsteering@prmia.org](mailto:bostonsteering@prmia.org)).

- 4.8.2. Any motion, once sent to committee members, will remain open for maximum ten business days during which time committee members may record a vote by email to the person who proposed it. At the end of this period, the person who proposed the motion (i.e. Regional Director or Steering Committee member) shall inform all Steering Committee members of the number of votes cast for and against the proposal. If the vote met quorum requirements, then the decision of the committee shall be noted by a rotating secretary in the minutes of the following committee meeting.
- 4.9. **Establishment of sub-committees:** The Regional Director, Steering Committee, or Event Committee may establish such sub-committees as it sees fit, in order to efficiently expedite specific matters. Any sub-committee shall have a clear set of objectives and shall report regularly to its parent committee on progress made towards these objectives.
- 4.10. **Conduct of Committee Members:** All members of PRMIA Boston Chapter Committees are expected to conform to high professional standards at all times. In particular:
- 4.10.1. All work conducted by members of PRMIA Boston Chapter Committees shall be on a pro-bono basis. This does not exclude the re-imbusement of reasonable expenses where an associated budget has been approved;
  - 4.10.2. PRMIA Boston Chapter Committees note the contents of the *PRMIA Guide to Best Practice, Standards and Ethics*, and commends this to its members;
  - 4.10.3. Members of committees should take all reasonable steps to disclose potential Conflicts of Interest. Where a committee member has a genuine conflict of interest, the member should abstain from all related discussions and votes.

## 5. GOVERNANCE OVERSIGHT AND SPECIAL MEETINGS

- 5.1. **Oversight:** Primary responsibility for oversight of the PRMIA Boston Chapter belongs to the PRMIA Boston Chapter Steering Committee, with advice and support from the PRMIA Regional Directors' Support and Standards Committee.
- 5.2. **Transparency to Members:** The PRMIA Boston Chapter commits to maintain transparency in its activities. This will be assured through regular disclosure to the membership via e-mails and postings on the PRMIA website of the PRMIA Boston Chapter activities. The Regional Director will also notify all Boston Chapter members of pending events by e-mail and/or by postings on the PRMIA Boston Chapter website, including schedule of future events or meetings, locations and content details, as soon as possible after such arrangements are finalized. In addition, the Regional Director will make available a fully updated copy of these by-laws and any supporting procedures, details of chapter directors and committee members, on the PRMIA Boston Chapter website and upon request by emailing [boston@prmia.org](mailto:boston@prmia.org)
- 5.3. **Initiating Special Meetings:** A formal request to hold a special meeting of the membership to discuss matters which would normally be delegated to the Steering Committee may be initiated by presentation to the Steering Committee of a written petition endorsed by 100 chapter members in good standing as of that date (hereinafter referred to as "the petition date").

The rationale for such a special meeting may then be presented by the initiating petitioners to the members via an e-mail distribution to Boston Chapter Members. The names of all those endorsing the call for a special meeting shall be included in such e-mail.

If it so chooses, the Steering Committee may circulate its own views concerning said petition and the need for such a special meeting in a separate e-mail to the membership. Content of the Steering Committee's communication shall be determined by a majority vote of the Committee.



Voting on the proposal for such a special meeting will only be open to Boston Chapter Members as of the petition date. The requested special meeting shall be held if 15% or more of the eligible chapter members participate in the vote and a simple majority endorses the proposal for such a meeting.

- 5.4. **Conduct of Special Meetings:** Should a special meeting be called by the required vote of chapter members, it will be scheduled by the Regional Director within 30 days of the close of voting. The venue for the special meeting shall reasonably accommodate the expected number of participants in a manner that will facilitate the orderly conduct of business.

If requested in the initial petition to hold the special meeting, it shall be chaired by the Chair the PRMIA Board of Directors, or such other person as the Chair may designate. Otherwise the special meeting shall be chaired by the Regional Director.

A quorum for a special meeting shall be 10% of the members in good standing as of the petition date.

Motions before the meeting shall be approved if supported by a majority of the Boston Chapter Members as of the petition date who are present at the meeting, provided the number present constitutes a quorum.

## 6. **FINANCES**

- 6.1. **Non-profit status:** As stated in the overall corporate PRMIA By-laws of 2002, section 2.1.5, PRMIA is a non-profit association. This premise will apply fully to the PRMIA Boston Chapter. Non-profit status does not preclude the Boston Chapter from generating income from sponsorship, fees or other income providing that all such income is designated to support the running costs of PRMIA, or the running costs of the PRMIA Boston Chapter events.
- 6.2. **Contracts:** Boston Chapter members, including the Regional Director, Steering Committee and Event Committee members, are not authorized to enter into contracts on behalf of PRMIA, nor to make any financial commitments on PRMIA's behalf.

### 6.3. **Bank account**

6.3.1. The Boston Chapter may not open a bank account under PRMIA's name.

### 6.4. **Debt and Investment:**

6.4.1. The Boston Chapter may not borrow or lend.

6.4.2. The Boston Chapter is not permitted to indulge in any financial investment activities.

- 6.5. **Authorization of Expenditures:** Any financial commitment made by the Boston Chapter must be in accordance with these by-laws. In particular:

6.5.1. Any request for budget for an amount greater than \$300 (three hundred dollars) must be tabled at a quorate Steering Committee Meeting and Steering Committee members must have been advised of any motions prior to that Meeting. There must be a majority on those Committee members present at the relevant Committee Meeting at which such a decision was taken.

- 6.6. **Budgetary Surplus:** At the end of each calendar year, the Regional Director shall report to the committees the total budgetary surplus (if any) generated in that fiscal year. The committees shall recommend (where appropriate) an appropriate contribution to the funds of the parent organization in Delaware.



## **7. APPROVALS AND AMENDMENTS**

**7.1. Approval:** The by-laws for the PRMIA Boston Chapter and significant amendments are approved by the PRMIA Boston Chapter Steering Committee, with advise and support from the PRMIA Regional Director Support and Standards Committee.

### **7.2. Amendment Procedure:**

7.2.1. If it becomes necessary to make significant amendments to these by-laws, the Regional Director, at the direction of the Steering Committee, will document the proposed changes and associated justifications, and then the Regional Director will post that documentation on the Boston Chapter website for at least one calendar month in order to solicit comments from the Boston Chapter membership.

7.2.2. The Steering Committee, in approving any significant changes to the by-laws, shall give due consideration to the comments expressed by the Boston Chapter membership from the aforementioned comment period. The final decision of the Steering Committee shall be posted on the Boston Chapter website. Such a decision would be capable of being overturned by a special meeting of the Boston Chapter membership, as described in Articles 5.3 and 5.4 above.

## **8. ARBITRATION**

**8.1. Resolution of disputes:** In the event of any conflict between these by-laws and the PRMIA by-laws, the PRMIA by-laws shall prevail. In all otherwise irresolvable disputes, the decision of the PRMIA Board of Directors shall be final.