

INSURANCE SOCIETY OF PHILADELPHIA BY-LAWS

ARTICLE I – NAME

The name of this organization shall be “The Insurance Society of Philadelphia”, hereinafter referred to as “The Insurance Society.”

ARTICLE II – INCORPORATION

1. The Insurance Society is a Pennsylvania non-profit corporation organized under the Act of the General Assembly of the Commonwealth of Pennsylvania exempt from Federal Income Taxes under Section 501 (a) as an organization described in Section 501(c)(3).
2. The corporation seal shall have inscribed thereon the name of the corporation, the year of its organization and the words “Corporate Seal, Pennsylvania.”

ARTICLE III – PRINCIPAL OFFICE

The principal office of The Insurance Society shall be in the city of King of Prussia, Pennsylvania, or at such other locations as may be determined by the Board of Directors.

ARTICLE IV – PURPOSES

1. **Networking:** To provide a forum for industry personnel to strengthen personal and business relationships and discuss the challenging issues and opportunities in the insurance market;
2. **Community Service:** To be leaders in coordinating/providing support and charitable contributions to communities where our members provide their services;
3. **Talent and Scholarship:** To assist the insurance and risk management industries in attracting and retaining high quality individuals by providing scholarships and effective professional development opportunities;
4. **Education:** To provide professional development products and services that Organizations desire and deliver these products and services in a timely, efficient and effective manner.

ARTICLE V- MEMBERSHIP

1. Qualification

Any organization or individual connected with the business of insurance, risk and financial services shall be eligible for membership, subject to the provisions of these By-Laws.

2. Classes

There shall be three (3) classes of membership:

(a) Sponsoring Members

1. Any company or agency in the insurance, risk and financial services industry;
2. Any company which has a person or department whose primary function is the management and financing of risk;
3. Any Insurance/Risk Management Department of an Educational Institution;
4. Corporations whose profession is allied to insurance, risk and financial services.

(b) Associate Members

1. Any non-profit association whose membership is predominantly from the insurance, risk and financial services industries.

(c) Individual Members

1. Any professional not currently employed at a sponsoring member company, who wishes to benefit from The Insurance Society programs, products and services.

3. Dues

Annual dues for the three classes of membership shall be established by the Board of Directors and shall be clearly shown on the schedule of fees.

4. Termination

Any organization elected to membership by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of The Insurance Society will be served thereby.

ARTICLE VI – GOVERNANCE

Any decision which materially or significantly impacts the mission, status or broad operational condition of The Insurance Society shall be brought before the full board of directors for review, discussion and vote of approval. (Examples of topics that would be deemed “material and significant” are without limitations those that pertain to the annual budget, executive staff, strategic direction, overall program and financial goals, the status of directors, etc.) No committee or individual shall be empowered to act on such decisions without a favorable board vote. This language may be deemed to apply to all sections of these by-laws where roles and authorities of individuals and/or committees are addressed.

1. Officers and Term of Office

The Officers of The Insurance Society shall be a Chair, one or more Vice Chairs, Secretary and Treasurer. An Executive Director will manage the day-to-day operations of The Insurance Society.

2. Board of Directors

The governing body shall be a Board of Directors composed of four or more elected officers, and not less than eighteen directors. The Executive Director shall function in an ex-officio capacity. All directors shall be employees of Sponsoring or Associate members or an individual member. The elected directors shall be divided into three classes: Class A, Class B and Class C and each shall serve for a term of three (3) years, and until their successors shall have been elected and qualified. At each annual meeting of the Board of Directors, the successors to the elected directors of the class whose term shall expire in that year shall be elected for a term of three (3) years, so that the term of office of one class of directors shall expire each year.

3. Executive Committee

The Executive Committee shall consist of the Chair, Vice Chair(s), Secretary, Treasurer, and two (2) or more Directors to be appointed by the Chair. The Executive Director shall function in an ex-officio capacity. The immediate past Chair shall be a member of the Executive Committee for a term of one year. The powers and duties of the Executive Committee shall be such as follows. The Executive Committee shall assume responsibility for establishing, approving and maintaining the long term strategic plan and annual budgets of The Insurance Society. As such, the Committee shall meet as needed in order to discuss the degree to which current and planned operations and results align with identified plans. During meetings the Executive Committee shall consider and determine

- necessary strategic changes and new courses of action consistent with identified plans and make recommendations to the Board of Directors for a vote. The Executive Committee shall approve all nominated and sitting directors and officers, the annual operating budget (working with the approval from the Finance Committee), by law revisions and contracting with and termination of any Association Management Company. The Executive Committee shall also have specific authority such as prescribed elsewhere, within these by-laws.
4. Meetings of the Board of Directors
- The Board of Directors shall meet at least four times a year. The Annual Meeting of the Board of Directors shall be held in June of each year unless otherwise decided by the Executive Committee. All meetings shall be held at a place selected by the Chair.
- Quorum of Directors – The presence of at least ten (10) members of the Board of Directors, including the Chair or Vice Chair or the Chair’s surrogate, shall constitute a quorum.
5. Action without Meeting
- Any action by the Board of Directors may be taken without a meeting if 75% of the members of the Board individually or collectively consent in writing to this action. Such written consent shall be filed with the minutes of the proceedings of the Board.
6. Method of Election
- The class of directors replacing the class whose term shall expire in the current year shall be elected by the remaining members of the Board of Directors at the Annual Meeting. All officers shall be elected by the Board of Directors at its first meeting following the election of the Board.
- Only Board Members are eligible to be elected Chair and Vice Chair. Any person elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of The Insurance Society will be served thereby.
7. Nominations
- At least sixty (60) days prior to the Annual Meeting of the Board of Directors, the Nominating Committee shall nominate candidates to be voted for at the Annual Meeting for directors whose terms are expiring.

Nominations will be reported to the Board of Directors at least two (2) weeks prior to the Annual Meeting. Other nominations may be made if filed with the Executive Director at least one (1) week prior to the date of election provided, however, that the Nominating Committee has endorsed such nominees.

ARTICLE VII – POWERS AND DUTIES OF OFFICERS AND DIRECTORS

1. Chair

The Chair shall have such powers and duties as are usually exercised by such an officer and shall preside at meetings of the Board of Directors, and subject to the direction of the Board of Directors, shall generally oversee the affairs of The Insurance Society. The Chair shall act as an adviser to The Insurance Society Executive Director, providing strategic guidance on critical decisions and providing input on operational matters, as deemed necessary by the Chair and the Board. The Chair, working with the Nominating Committee Chair and the Nominating Committee, shall appoint all committees with voting power. The Chair may call special meetings of the Board of Directors or of any committees and may deal with such other matters as are placed in his/her charge by the Board of Directors. The Chair shall be a member of all committees.

2. Vice Chair

In the absence or disability of the Chair, the Executive Committee shall give the Vice Chair(s) the authority to perform the duties of the Chair. The Vice Chair(s) shall also perform such other duties as are delegated by the Chair and by the Board of Directors.

The Vice Chair position shall preferably be a development role, in preparation for the role of Chair, once the Chair's term is completed. It is presumed that the Vice Chair will ascend to Chair at the direction of the Nominating and Executive Committees, unless otherwise noted and documented. Nothing in this paragraph or this document shall limit or prohibit the Nominating Committee, Executive Committee and Board of Directors from drafting other Board members into officer positions should circumstances dictate.

3. Executive Director

The Executive Director shall be a salaried general manager responsible for administration of The Insurance Society affairs and implementation of established policy and accountable to the Board of Directors. The Executive Director's responsibilities include: the fixing of fees for educational work and allied activities; and the developing of, and operation within, a budget approved by the

Board of Directors. The Executive Director shall be an ex officio member of all committees.

4. Secretary

The Secretary shall keep a minute book with appropriate minutes of the meetings of the Executive Committee and of the Board of Directors. The Secretary shall perform such other duties as are delegated by the Chair or the Board of Directors and perform duties customarily devolving upon a Secretary. In the absence or disability of the Chair and the Vice Chair, the Secretary shall have the authority and perform the duties of the Chair and shall perform such other duties as are delegated to him/her by the Chair or by the Board of Directors. Nothing in this paragraph or this document shall limit or prohibit the Nominating Committee, Executive Committee and Board of Directors from drafting other Board members into officer positions should circumstances dictate.

5. Treasurer

The Treasurer shall monitor compliance with investment policies approved by the Board and report to the Board accordingly. The Treasurer shall report to the Board of Directors and the Executive Committee the condition of The Insurance Society's finances at their stated meetings and at all other times when called upon to do so. Treasurer shall serve as Chair of the Finance Committee and as such is responsible to work with staff in calling and running Finance Committee meetings. The Treasurer shall have the responsibility on an annual basis to provide advice and counsel on a financial budget, prepared by the Executive Director for The Insurance Society, and then present the budget to the Finance Committee for review. The Treasurer will then present the recommended budget to the Executive Committee and board for approval. The Treasurer shall also report to the Finance Committee on the care and custody of The Insurance Society funds and securities. The Treasurer position shall be deemed to be a specialized role, with knowledge that will remain with the individual in that role, until such time as either the Board decides to seek another candidate, or the individual resigns. The Treasurer will not be deemed to be in line for any other officer's roles on the Board of Directors unless the Treasurer requests to be considered and is approved by the Board as a nominee for other officer roles. There will be a "back-up" to the Treasurer in the Finance Committee who will participate in the preparation of The Insurance Society annual budget and will lead the discussion of The Insurance Society's financial position at least once per year. Nothing in this paragraph or this document shall limit or prohibit the Nominating Committee, Executive Committee and Board of Directors from drafting other Board members into officer positions should circumstances dictate.

6. Officers Terms

- (a) Each officer's term shall follow a two-year protocol. Any officer, on the approval of the Nominating and Executive Committees, may hold their titles beyond two years, until such time as they decide to step down, or the Nominating or Executive Committees asks them to step down.
- (b) The role of Vice Chair is intended to ascend to Chair upon completion of the sitting Chair's term and at the direction of the Nominating Committee and the Executive Committee. Nothing in this paragraph or this document shall limit or prohibit the Nominating Committee, Executive Committee and Board of Directors from drafting other Board members into officer positions should circumstances dictate.
- (c) All terms shall officially begin at the start of The Insurance Society's fiscal year, 01 July and end as of 30 June of the year the term ends, two years later.
- (d) If the Chair steps down during or at the end of his/her two-year term and the Executive Committee continues to support all officers advancing, a Vice Chair will ascend to the role of Chair.
- (e) Within 90 days of the end of the Chair's two-year term, The Insurance Society Executive Director will inquire with the Chair if he/she wishes to serve a third year. The rest of the officers will be informed of the Chair's decision.
 - 1. If the Chair agrees to serve an additional term, the Vice Chairs will be considered by the Executive Committee for approval and then asked by the Executive Director to also serve additional terms.
 - 2. If any officer indicates he/she will not serve an additional term, the remaining officers will be considered for approval and then asked to ascend to available roles accordingly, to fill any and all vacancies.
 - 3. The nomination process described in the charter of the Nominating Committee shall be used to fill any remaining vacancies.

7. Board of Directors

Except as otherwise provided by these By-Laws, the corporate direction of The Insurance Society is vested in its Board of Directors. Its powers shall include, but not be limited to, (at the recommendation of the Executive Committee); the appointment of the Chair, the Vice Chairs, the Secretary, and the Treasurer; appointment or otherwise providing for standing and special committees; and determination of policy of The Insurance Society. The Board shall also be responsible for any decision to contract with or terminate a relationship with an Association Management Company to outsource the day-to-day operations of The Insurance Society.

8. Vacancies

The Executive Committee may fill any vacancies among officers and members of the Board which occur between meetings of the Board. Acts of the Executive Committee will be reported to the Board at its next succeeding meeting.

9. Committees

The Chair, working with the Nominating Committee Chair and the Nominating Committee shall appoint Directors to serve as Chairs of Board Committees of The Insurance Society. Standing Committees shall be as follows:

(a) Executive Committee

1. This committee shall be governed by Article VI, Section 3 of these By-Laws and shall act on behalf of the Board, providing administrative direction to the Executive Director.

(b) Finance Committee

1. This committee shall minimally be composed of the Chair, Treasurer, and two or more directors appointed by the Chair. The Executive Director shall function in an ex-officio capacity. The committee will oversee the investments of The Insurance Society, and recommend an annual budget and annual fees pertaining to an Association Management Company, if any.

(c) Membership Committee

1. This Committee shall be composed of two or more Directors. The Executive Director will serve in an ex-officio capacity. It will develop and implement programs for increasing and servicing membership. It shall review all applications for membership and recommend to the Board of Directors those applicants it considers qualified to be elected as Members.

(d) Nominating Committee

1. This Committee shall be composed of a Chair and three or more Board members. The Executive Director will serve in an ex-officio capacity. It will present to the Board nominees for Directors and Officers of the board. It will also present to the Executive Committee members of standing and special committees.

(e) Special Committees as determined by the Board of Directors

1. All Special Committees shall be appointed by the Board of Directors, and shall make reports at each stated meeting of the Board of Directors and all other times when called upon to do so.

ARTICLE VIII – AMENDMENT OF BY-LAWS

1. Amendment at Meetings

These By-Laws may be amended at any meeting of the Board of Directors if three-fourths of the directors present approve, provided a written notice of the proposed amendment(s) shall have been given in writing to all members of the Board twenty (20) days in advance of the date of the meeting.

2. Amendment by Mail

These By-Laws may also be amended by ballot, conducted by mail, fax or e-mail, by favorable written vote of seventy-five (75) percent of all members of the Board of Directors provided the Executive Committee shall have first approved the proposed amendment(s) and shall submit it in writing to all members of the Board stating its purpose.

ARTICLE IX – ASSOCIATION MANAGEMENT

1. The Board of Directors shall have the power to contract for staff or management services and to set appropriate compensation and expense. Such staff shall perform such tasks as are assigned by the Board of Directors, or the Executive Director.

ARTICLE X – MISCELLANEOUS PROVISIONS

1. All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may, from time to time, designate.
2. The fiscal year of the corporation shall begin on July 1 of each year.
3. The rules of parliamentary practice as set forth in Robert’s Rules of Order shall govern the Society at all business meetings, in all cases in which they are applicable and not inconsistent with the By-Laws of the Society.

ARTICLE XI - INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. The Insurance Society shall indemnify each Indemnatee (as defined below), to the fullest extent permitted by Pennsylvania law, against all expenses (including attorneys’ fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by the Indemnatee in connection with the Proceeding (as defined below) if the Indemnatee acted in good faith and in a manner he or she reasonably believed to be in, and not opposed to, the best interests of The Insurance Society and, with respect to any criminal proceeding, had no reason to believe his or her conduct was unlawful. The termination of any Proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not itself create a presumption that the Indemnatee did not act in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of The Insurance Society and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.
2. The indemnification provided hereunder shall inure to the benefit of the heirs, executors, estates and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.
3. Definitions:
 - (a) “Indemnatee” shall mean each Director or officer of The Insurance Society who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any Proceeding, by reason of the fact that he or she is or was a Director or officer of The Insurance Society or is or was serving at the request or for the benefit of The Insurance Society as a representative of another corporation or any partnership, joint venture, trust, or other enterprise;

- (b) “Proceeding” shall mean any threatened, pending or completed action, or proceeding (including, without limitation, an action or proceeding by or in the right of The Insurance Society, whether civil, criminal, administrative, investigative or through arbitration.)

ARTICLE XII - DISSOLUTION

Upon the dissolution of The Insurance Society, the Board of Directors shall, after paying or making provision for the payment of all liabilities of The Insurance Society, dispose of all of the assets of The Insurance Society in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the court of Common Pleas of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Approved as Amended 01/13/2016