



# BYLAWS

## RMA - The Risk Management Association NEW YORK CHAPTER

Revised: December 20, 2020

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## RMA – The Risk Management Association - New York Chapter

Adoption of Bylaws:

Revised:

December 20, 2020

Susan Tobin  
Secretary

Brian Strauss  
Chairperson

### Article I. Name

The name of this organization shall be: "RMA – The Risk Management Association - NEW YORK CHAPTER".

### Article II. Area and Further Divisions

- 2.01 The area of this Chapter shall be that geographic area (1) in which this Chapter currently has members and (2) from which it will accept applications from interested and eligible individuals.
- 2.02 As of the adoption of these bylaws, this area is described as follows:

(a) The five boroughs (counties) of New York City (Manhattan, Brooklyn (Kings), Queens, Staten Island (Richmond) and The Bronx, (b) Westchester County, and (c) any other county in the State of New York and the metropolitan New York area including southern Connecticut and northern New Jersey not already included in an RMA chapter.

- 2.03 Changes in Chapter area need not require a revision of these bylaws, provided that:
- A. The change proposed has been reviewed by Headquarters and is not in conflict with the geographic territories of other Chapters or Groups.
  - B. A description of the change is attached to these bylaws and submitted to Headquarters.
- 2.04 With the approval of the Board of Governors and the RMA Board of Directors, groups may be formed within the chapter to enable members to have easier access to RMA services.

### Article III. Purpose

- 3.01 The purpose of this Chapter shall be the same as that of RMA, namely, to support the increase in profitability of its member financial institutions and to serve professionals who require a comprehensive understanding of risk identification and management. Accomplishment shall be sought through:
- A. The development and exchange of ideas and experiences on risk principles and practices through (a) the programs and the close personal contacts at RMA meetings and conferences, (b) the sharing of The RMA Journal with nonmembers, preferably through direct subscriptions, and (c) research projects to improve risk management knowledge.
  - B. The establishment and maintenance of high standards of ethics in financial institutions and in the business community through (a) definition, (b) acceptance, (c) publication, and (d) persuasion.
  - C. The development of competent risk personnel through (a) training materials, (b) circulation of The RMA Journal, (c) group and chapter meetings, conferences, and other attendance events, (d) educational programs and (e) liaison with educational institutions.
  - D. Cooperation with related professions and organizations through (a) establishing channels of communication, (b) studying mutual problems, and (c) seeking practical solutions to such problems.
  - E. Effective expression of the risk management viewpoint to the public, directly and in cooperation with respective state bankers associations
  - F. Providing a voice and platform for advocating risk management practices and re-establishing the vital role of risk management in enterprise success, and conveyance of this concept to key constituencies.
- 3.02 On the due dates established by the RMA Board of Directors and the Chapters and Membership Council, the Chapter agrees to furnish RMA Headquarters with the Planning Report form listing the objectives and goals for the fiscal year AND the Strategies to Achieve Results (STAR) program form recording and evaluating the accomplishments of these objectives for the Chapter.

#### Article IV. Membership

4.01 **Classes of Membership.** There shall be one class of membership: Individual. This will be based on a fee structure established by the Board of Governors.

4.02 **Election to Membership.** Membership is open to individuals who are engaged in Risk Management, are in pursuit of a profession in Risk Management, or are in pursuit of development of professional standards associated with Risk Management in

Financial Services.

Membership is open to all candidates who meet the following criteria:

- A. Submit a completed application
- B. After due consideration, are approved by the Board of Governors
- C. Pay a fee

#### 4.03 **Privileges of Membership**

- A. **Privileges of Individual Members.** Each Individual Member shall be entitled to attend meetings; to serve on councils and committees; to receive communications, information and selected publications disseminated by the Headquarters Office; and to enjoy all other rights and privileges of association membership, and shall have the right to vote.

#### 4.04 **Termination of Membership.**

The Board of Governors will consider termination for Cause based on non-compliance with membership criteria as described in Section 4.02.

### **Article V. Meetings**

- 5.01 Special Membership meetings open to all members may be called by the President or by not less than 50% of the members of the Board of Governors.
- 5.02 The Chapter shall keep a record of attendance at chapter meetings. The chapter shall make its attendance records available to RMA Headquarters upon reasonable request.
- 5.03 Written notice of all meetings shall be given by the Chapter's administrator at least ten days in advance.

### **Article VI. Officers and Governors**

- 6.01 The officers shall consist of a president, first and second vice presidents, a secretary, and a treasurer. As the board may deem necessary, co-officer positions may be established. Each of these officers must be an Individual Member as outlined in Sections 4.01/4.02.A of these bylaws. Each shall be elected for a term of one year or until their successors are elected and shall perform the customary duties of their respective offices.
- 6.02 The Board of Governors shall consist of the president, first vice president, second vice president, secretary, treasurer, the chairperson, and a minimum of seven additional persons elected as governors by the general membership by mailed or emailed ballot. Guidance suggests the total number of Officers and

Governors should not exceed twenty one. Each of the seven elected governors shall serve a one-year term and may be proposed by the Board for re-election by the general membership during the annual election process. The Board of Governors shall direct the policies and govern the operations of the chapter through the elected officers. All officers and governors must be members in good standing. In addition, the chapter president must be a current member (at any level) of RMA National as defined in Section 4.01/4.02.

- 6.03 In addition to the members of the Board of Governors selected pursuant to Section 6.02, past governors who participate as members of the Past Governors (including past officers) Advisory Council (PGAC) will not attend Board of Governors' meetings and will not have a vote, except for the sitting Chairman (immediate past president) who will lead the Council, will attend Board of Governors' meetings and will have one vote. The PGAC will meet on an agreed upon schedule. Members of the PGAC are expected to be active, enthusiastic, contributing participants of the Council, which will be an important component of the Chapter's work.
- 6.04 All officers and governors shall be elected by the general membership by mailed ballot and shall take office on the following September 1. The secretary shall tally the responses to the ballots and the results shall be announced in a written communication to members.
- 6.05 Any vacancy among the officers and governors may be filled for the unexpired term by the remaining members of the Board of Governors at any meeting of that body.
- 6.06 The Board of Governors shall meet at the call of the president or any four governors. In any event, it shall meet at least four times yearly. A majority of the governors shall constitute a quorum.

#### **Article VII. Committees**

- 7.01 **Committees.** Activities of RMA Chapters shall be carried on by committees devoted to various constituencies within RMA's membership and areas of interest within RMA's statement of purpose. Each committee shall be composed of such number and organized in such a manner as the Board of Governors may determine. The Board of Governors shall designate the chairman and, if appropriate, vice chairman of each committee. All committee members must be members of the Chapter as outlined in Section 4.01 of these bylaws.
- 7.02 **Standing Committees.** There shall be the following standing committees:
- A. The Membership Committee - shall be appointed by the Board of Governors to keep current records of the chapter's membership and to conduct an individual member recruitment program.

- B. The Program Committee - shall be appointed by the Board of Governors to plan and conduct the general membership meetings for the chapter's associates.
  - C. The Communications Committee - shall be appointed by the Board of Governors to ensure effective communications of the chapter including program promotion, press releases, newsletters, and group reports.
  - D. The Audit Committee - shall be appointed by the Board of Governors consisting of at least three individual members who are not officers. This committee shall audit the books of account at a minimum of once every two years and shall submit a report to the Board of Governors. Special audits may be made at the request of the Board of Governors.
  - E. The Nominating Committee - shall consist of at least three but not more than five individual members. It shall be appointed by the Board of Governors. No officer other than the current president may be a member. This committee shall choose and the Board shall approve, the nominees for officers and governors. Each sitting Governor who is recommended for re-election must recuse him or herself from voting on his or her candidacy during the Chapter Board decision-making process. Once the Board approves the nominees for officers and governors, the slate must be sent to the membership and voted upon by mailed ballot.
- 7.04 The Chapter President may appoint such other committees as he or she and the Board of Governors deem necessary. Membership of every Non-Standing Committee must include a member of the Board of Governors.
- 7.05 The Chapter President shall be an ex officio member of all committees.

### **Article VIII. Fiscal Year, Dues, and Dissolution**

- 8.01 The fiscal year shall begin on September 1 of each year.
- 8.02 The Board of Governors shall review the need for annual local dues or special assessments. Any fees imposed shall be minimal and not unreasonably restrict participation by the general membership.
- 8.03 For financial reporting purposes, the Chapter will collect appropriate information from its memberships, if any, to be included in chapter reports and will not, as a general rule, prepare financial reports for external distribution. This does not preclude a periodic report to the Board of Governors on the financial condition of the Chapter.
- 8.04 Upon the dissolution of the Chapter, the Board of Governors shall, after paying or

making provision for the payment of all the liabilities of the Chapter, dispose of all the assets of the Chapter exclusively for the purposes of the Chapter 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 Governors shall determine.

#### Article IX. Indemnification

- 9.01 Any governor or elected or appointed officer of the Chapter acting with due authority on behalf of the Chapter shall be indemnified by the Chapter to the full extent permitted by the Non-for-Profit Corporation Law of the State of New York or other applicable law.

#### Article X. Amendments and Exceptions

- 10.01 These bylaws are to be reviewed on an annual basis by the Secretary of the Chapter and any suggested modifications will be presented to the Board of Governors.

These bylaws may be amended by majority vote of the Board of Governors provided that:

- A. The Board of Governors has been given copies of the section or sections to be revised as it stands before amendment and as it will read if approved.

Exceptions to the By-laws may be approved on rare occasions by majority vote of the Board of Governors provided that:

- A. The Board of Governors has been given copies of the proposed exceptions prior to voting.

I do hereby certify that the above stated Bylaws of The Credit Roundtable were approved by the RMA New York Chapter Board of Directors on **December 20, 2020** and constitute a complete copy of the Bylaws of RMA – The Risk Management Association – New York Chapter.

  
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Susan Tobin, Board of Directors Secretary

Date: 1/18/2021

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## APPENDIX TO THE RMA NEW YORK CHAPTER BYLAWS

On September 12<sup>th</sup> 2019 the RMA New York Board of Governors voted on and approved the following recommendations for defining each of the Executive Committee member roles:

- *Executive Committee members are the joint leads for the Program Committee and are asked to lead or co-lead at least 1 program throughout the year.*
- *Executive Committee members are expected to lead or co-lead a Board of Governors Committee. Committees include the Program Committee (lead is Chairperson), Membership & Communications Committee, the Sponsorship Committee, the Education Committee, the Emerging Risk Leaders Committee, and the Audit Committee.*
- *The Executive Board is called upon when a quick decision is needed between board meetings.*
- *Committee members are asked to participate on Executive Committee calls throughout the year to discuss board committee initiatives and provide updates on program progress. These calls will be scheduled on an ad hoc basis.*

In addition to the above, the Executive Committee members are specifically responsible for the following in his/her specific role:

***Chairperson:*** *The Chairperson provides leadership to the Chapter and is responsible for making sure that all relevant matters to the Chapter are discussed and that effective decisions are carried out. The Chair is also responsible for making sure that there is full participation at the board meetings.*

***President:*** *The President(s) partner with the Chairperson to help ensure that the Board's initiatives and directives are being carried out. The President(s) help to manage the board culture. The President(s) also act as the liaison between the Chapter and RMA HQ.*

***Secretary:*** *The Secretary is responsible for maintaining effective records and administration. This includes making sure the board meeting minutes are complete and the bylaws reflect current practices.*

***Treasurer:*** *The Treasurer is responsible for overseeing the financial affairs of the organization. This includes reporting on monthly financial statements, preparing the budget and being the bank signee for the Chapter.*

***First Vice President:*** *The First Vice President is responsible for making*



*recommendations to the Board on membership applicants and suggestions for the Chapter based off of the program survey results.*

**Second Vice President:** *The Second Vice Presidents are focused on leading a Chapter Committee including: Membership & Communications Committee, Sponsorship Committee, Emerging Risk Leaders Committee, Education Committee and the Audit Committee.*