

**S.W. WASHINGTON
RISK MANAGEMENT/INSURANCE COOPERATIVE**

CONSTITUTION & BYLAWS

CONSTITUTION

I. NAME

This organization shall be known as the S.W. Washington Risk Management/Insurance Cooperative.

II. PURPOSE

The purpose of this organization shall be to provide group self-funding and claims control and risk management for property/casualty liabilities to the member school districts and ESD/s.

III. MEMBERS

- A. The membership of the Cooperative shall consist of the several school districts and ESD/s who sign contracts for services with the Cooperative. No partial memberships will be allowed.
- B. School districts and ESD/s that apply for membership shall be offered a contract only upon approval of a majority of member representatives.

IV. OFFICERS AND THEIR ELECTION

- A. The Executive Advisory Committee (Trustees), consisting of five members elected by the Advisory Board, shall select a Chairman from among its members annually, and said Chairman shall also serve as Advisory Board Chairman.
- B. The Secretary shall be designated by the Executive Advisory Committee Chairman annually.

V. MEETINGS

- A. The Advisory Board shall meet as required, when called by the Chairman or a majority of its members to conduct the business of the Cooperative.
- B. The Executive Advisory Committee shall meet quarterly; provided that the Chairman or a majority of its members may call a meeting at any time deemed necessary.

VII. AMENDMENTS

This constitution may be amended at any meeting of the Advisory Board or by written ballot by a two-thirds (2/3) majority vote of all members; provided that notice, in writing, has been sent to all members not less than twenty (20) days in advance of the meeting and absentee ballots are furnished.

BYLAWS

I. POWERS

- A. This Cooperative shall have the power to prepare and adopt, amend and repeal bylaws, rules and regulations and general policy statements for its own organization, government and guidance; provided that action taken with respect thereto is not inconsistent with State Law, the Washington Administrative Code and the Rules and Regulations of the Educational Service District 112 Board of Directors.
- B. This Cooperative shall have the power to call meetings of the Advisory Board, the Executive Advisory Committee and other committees as are deemed essential to the accomplishment of its purpose.
- C. This Cooperative shall fix the annual membership charge and any other assessment that may be required.
- D. This Cooperative shall advise Educational Service District 112 on the management of the Cooperative.

II. GOVERNANCE AND MANAGEMENT

- A. The Power of the Cooperative shall rest with the Advisory Board consisting of one representative of each member district.
- B. Each representative shall have an equal vote in all deliberations of the Cooperative.
- C. Between meetings of the Advisory Board, the power of the Cooperative shall be exercised by a five-member Executive Advisory Committee selected by the Advisory Board. Effective September 1, 1991, members shall be elected for staggered two-year terms with not more than two members from each county in ESD 112. One member of the Executive Advisory Committee shall be selected from the first class districts of the Cooperative.
- D. All actions of the Executive Advisory Committee with the exception of actions on claim settlements and additional assessments to individual districts are subject to ratification by the Advisory Board in writing or at its next meeting.

III. VACANCIES

- A. Vacancies which occur in the membership of the Advisory Board shall be filled by the affected member district.
- B. Vacancies on the Executive Advisory Committee shall be filled by a quorum of the Advisory Board. Executive Advisory Committee members who have been selected to fill a vacancy shall serve the unexpired portion of the term.

IV. MEETINGS

- A. If a member of the Executive Advisory Committee misses three successive meetings, that member may be replaced as prescribed in Section III. B.
- B. At all meetings of the Advisory Board, 25 percent (25%) of the membership shall constitute a quorum.
- C. At all meetings of the Executive Advisory Committee, a majority of its members shall constitute a quorum.

V. OTHER COMMITTEES

The Chairman may appoint such other ad hoc committees as are deemed necessary from time to time to advise the Advisory Board.

VI. FINANCIAL OBLIGATIONS

Expenditures incurred in the management of the operation of the Cooperative must be in accordance with its approved budget and must be authorized by the Educational Service District 112 Board of Directors.

VII. PARLIAMENTARY PROCEDURES

All questions of parliamentary procedure shall be governed in accordance with Roberts Rules of Order (Revised).

VIII. AMENDMENTS

- A. These bylaws may be amended at any meeting of the Advisory Board by a two-thirds (2/3) majority vote of all members; provided that notice, in writing, has been sent to all members not less than twenty (20) days in advance of the meeting and absentee ballots are furnished.
- B. In the event of any emergency where the purpose of the Cooperative would suffer materially by delay, Section VIII. A may be suspended; provided that the Chairman or a quorum of the Executive Advisory Committee declares that an emergency exists, and prior to the meeting at which the subject of suspension is to be addressed, the Executive Advisory Committee is notified individually of the nature of the emergency. The affirmative vote of the majority of the quorum shall be necessary to affect the suspension.