

# **Bylaws of the International Society of Catastrophe Managers**

Approved February, 2019

## **Article I. NAME AND FILING STATUS**

### Section 1. Name

The name of this organization shall be the International Society of Catastrophe Managers.

### Section 2. Legal and Tax Filing Status

The legal status of the International Society of Catastrophe Managers shall be as a non-profit corporation incorporated in the District of Columbia. The tax filing status shall be as a Business League in accordance with Internal Revenue Code 501(c)(6).

## **Article II. PURPOSES AND POLICY**

The Society is organized and operated exclusively as a not for profit. Purposes include but are not limited to:

- Promote the professions of natural or man-made catastrophe manager, catastrophe modeler, natural hazard physical or social scientist, climate change/sustainability expert, risk and exposure manager, natural hazard related engineer, risk securitization expert and other related fields, within the insurance, reinsurance, loss reduction, civil, academic, NGO, and risk management industries.
- Develop and maintain educational programs to promote knowledge, quality, and consistency within the profession.
- Encourage and coordinate educational and social activities within the catastrophe risk management profession.
- Provide an unbiased medium for correlating scientific studies, modeling developers, and other research activity with catastrophe managers.
- Act as a source of information pertaining to any recent developments in science, technology and the catastrophe risk management profession.
- Encourage networking and interaction within the society

The Society shall not discriminate in any manner against persons or organizations because of race, color, sex, creed, age, national origin, or any other legally protected status.

## **Article III. MEMBERSHIP AND CORPORATE SPONSORSHIP**

### Section 1. Eligibility

Any person who subscribes to the International Society of Catastrophe Managers purposes and policy shall be eligible for membership.

## Section 2. Types of Membership

The membership of the International Society of Catastrophe Managers shall be composed of two levels of membership, Voting and Non-Voting. All classes of membership are entitled to attend national and regional meetings and address the Board. All classes of membership shall receive official notices of the Society and web services.

### A. Voting Members

- 1) Society Member – Any individual with an insurance, reinsurance, insurance brokerage, civil authority, Non-Governmental Organizations (NGO), engineering, risk management natural catastrophe modeling firm or other career specializing in the direct application of natural and man-made hazard, catastrophe management, evaluation or mitigation may become a member of the International Society of Catastrophe Managers, hereafter referred to as the “Society”, on the basis of the Society’s membership criteria, which are as follows:
  - a) Adherence to these Bylaws as approved by the Board of Directors of the Society (hereinafter referred to as the Board), and
  - b) Payment to the Society Treasurer of the prescribed fees and dues as set by the Board for said category of membership which are further classified as:
    - i. General Members - Those who wish to be members by payment of annual dues whether directly or indirectly from other affiliated organizations.
    - ii. Members with Accreditation - Those having passed enough exams and paid accredited member dues directly or indirectly from other affiliated organizations.
- 2) Lifetime Members – Founding members who initially served on the Board at the inception of the Society and any member paying the lifetime membership of \$1,000. Society Members who have been enrolled in the Society and who are now retired shall be life members.
- 3) Corporate Members – Any entity involved in catastrophe management, resource development, data capture, or other service provider, insurance, reinsurance or brokerage may become a corporate member of the Society after paying dues as established by the Board. Upon payment of dues, corporate members may designate up to 10 employees, as determined by the Board, as non-voting individual corporate members. The Corporate member must register the names of its designated nonvoting individual corporate members on payment of annual dues.

### B. Non-Voting Members

- 1) Honorary Member – The title Honorary Member of the Society may be bestowed upon any person who has made a significant, sustained, or outstanding contribution to the Society of Catastrophe Managers or the science of natural hazards or related studies. It is granted at the sole discretion of the Board and only upon a two-thirds (2/3) majority approval of the Board.

- 2) Student Member – Any individual currently enrolled in undergraduate or graduate studies pertaining to the fields of catastrophe risk management, insurance, engineering or natural science with an interest in catastrophe insurance applications may become a Student Member at a discounted rate.

### Section 3. Membership Revocation

In extreme cases where deemed necessary, the ISCM Board may revoke an individual's membership by a two-thirds (2/3) majority vote. This vote may occur either in person or written communication, provided that notification to remove said person, together with reasons therefore, shall have been given by mail to said person and the Board not less than thirty (30) days prior to the date of such meeting or mail vote. Such proceeding can only be initiated by a majority vote of the Board.

## **Article IV. BOARD OF DIRECTORS**

### Section 1. Number and Manner of Selection

- A. The Board of Directors shall consist of the Officers of the Society (as named in Article V below) plus up to eighteen (18) appointed directors but no less than nine (9). If at any time the Board falls below nine then the open seats will be filled by a past president in the order of terms from first to last until such time as a new board member can be approved by the board.
- B. At any given time the number Directors coming from any one industry segment shall not exceed 33% of the Board of Directors. Industry segments are classified as: (re)insurance vendors, and brokers/agents. If at any time the proportion of Directors from either the vendor or broker/agents exceed 33% then no new director can be added from that segment until that segment falls below 33% or the Executive Committee grants an exception.
- C. A maximum of five (5) Board members are permitted from outside the insurance, reinsurance, or brokerage professions. These Board members will be subject to Article IV B. Election and/or appointment shall be governed by the rules outlined in Article VII – Nominations and Elections.
- D. At no time shall there be more than two (2) Directors serving on the Board from the same company without Executive Committee approval. If such a change involves one of the members of the Executive Committee, then the majority of Past Presidents Committee must approval. In the case of a board member switching affiliations then that Board Member can fulfill his/her term without prejudice but will not be offered a term extension until the situation of two members resolves itself.
- E. If at any time we to be out of compliance to items B, C, or D in this Section as a result of corporate mergers, changes in employment, or retirement, any member of the Board may serve the remainder of his or her term without prejudice. Any future Director position subsequent to the term would only be allowed to the extent that the Board is back in compliance with the rules of this Article.

- F. A representative from an entity providing administrative support on behalf of the Society may serve as an ex officio member of the Board. This representative is not eligible to serve in any Officer role.
- G. Any person who is employed by a non-voting member entity but chooses to join the Society on their own shall be eligible for the full society membership benefits including eligibility to sit on any Board but will be limited to the restrictions stated in Article IV A-D.

## Section 2. Term of Office

Each of the Directors shall serve a minimum of three (3) years on the Board, after which one-third of the Directors term shall expire and followed by another one-third each year thereafter. Subsequent Directors shall be nominated and elected in accordance with the rules outlined in Article VII – Nominations and Elections. No member shall be on the board for more than four terms (12 years)

## Section 3. Qualifications

With the exception of Corporate Directors, no person shall be elected or appointed or shall continue to serve as an Officer or Director of this organization unless that person is a voting member of the International Society of Catastrophe Managers.

## Section 4. Vacancies

Any vacancy occurring in the Board of Directors by reason of the resignation, death, or disqualification of an Officer or elected member may be filled, until the next Annual Meeting, by a majority vote of the remaining members of the Board of Directors. Three consecutive absences from Board meetings of any member without valid reason shall be deemed a resignation.

## Section 5. Powers and Duties

The Board of Directors shall have full charge of the property and business of the organization, with full power and authority to manage and conduct same, subject to the instructions of the general membership. The Board shall create and designate such special committees, as it may deem necessary.

## Section 6. Meetings

There shall be at least one regular meetings of the Board of Directors annually. The President may call special meetings of the Board of Directors and shall call a special meeting upon the written request of five members of the Board provided that each Board Member is given 30-day notice.

## Section 7. Quorum

Two-thirds of the members of the Board of Directors shall constitute a quorum provided there are twice the numbers of Society Members as Corporate Members present. Board members may provide a written proxy for their voting powers to another member of the Board. The proxy voting right shall be counted in determining the quorum requirement.

## Article V. OFFICERS

### Section 1. Enumeration, Election of Officers and Terms of Office

The Officers of the International Society of Catastrophe Managers shall be a President, a Vice President (also serves as President-elect), a Treasurer (also serves as Vice President elect), a Secretary (serving as Treasurer elect), and the immediate Past President. The term of each officer shall be two (2) years running concurrently. Officers may not be re-elected to consecutive terms.

- A. Each term shall begin on April 1.
- B. Any officer or appointee may be removed from office by a two-thirds (2/3) majority vote of the Board, either in person or written communication, provided that notification to remove said person, together with reasons therefore, shall have been given by mail to said person and the Board not less than thirty (30) days prior to the date of such meeting or mail vote. Such proceeding can only be initiated by a majority vote of the Board.
- C. The newest Officer shall serve their first two-year term in the position of Secretary and will be elected at every other year in conjunction with the Annual meeting or Board meeting. All Officers must be 21 years of age or older.
- D. At any given time there will be a majority (51% or greater) of insurers and reinsurers as ISCM Officers. This specific Bylaw can only be changed with a unanimous vote by the Past President Council and ratification by the board. Current officers can promote any change but are ineligible to vote on change to this section.
- E. Officers cannot be employed by the same organization. If as a result of a corporate merger or change in employment there are multiple Officers from the same employer, one Officer must step down from their position. When an agreement cannot be reached amongst the personnel involved, the lower ranking ISCM role will step down. Article E does not apply to the Past President position.

### Section 2. The President

The President shall preside at all meetings of the organization, of the Board of Directors, and of the Past President Council. The President may, in the absence or disability of the Treasurer, approve up to \$1,000 without approval by two other past Presidents or the Executive Committee plus one past President. The President shall be, ex officio, a member of all committees. The President shall have such usual powers of supervision and management as may pertain to the office of the President and perform such other duties as may be designated by the Board. At the end of the President's term of office, he or she shall serve a two-year term as the Immediate Past President and status as part of the Past President Council.

### Section 3. The Vice President

The Vice President shall preside over meetings in the absence of the president and oversee all committee activities and new ISCM endeavors. The Vice President shall have such usual powers of supervision and management as may pertain to the office of the vice President and perform such other

duties as may be designated by the Board. At the end of the Vice President's term of office, he or she shall serve a two-year term as the President.

#### Section 4. The Treasurer

The Treasurer shall collect and receive all moneys due. The Treasurer shall be the custodian of these moneys, shall deposit them in a bank designated by the Board of Directors, and shall disburse the same only upon order of the Board. All distributions must be appropriate under applicable Internal Revenue Service law and regulations and under appropriate state and federal law and regulations. The Treasurer shall present statements to the Board at their regular meetings. The financial records of the Society shall be audited annually, prior to the Annual Meeting. The Treasurer will oversee and supervise any Society administrative support consigned to a third party. At the end of the Treasurer's term of office, he or she shall serve a two-year term as Vice President.

#### Section 5. The Secretary

The Secretary shall announce and keep minutes of all meetings of the Society and of all meetings of the Board of Directors and Executive Committee. The Secretary shall notify all Officers and Directors of their election. The Secretary shall sign, with the President, all contracts and other instruments when so authorized by the Board and shall perform such other functions as may be incident to the office. The Secretary shall maintain the By Laws, its amendments, and other Society documentation as well as maintain the Society Web site. At the end of the Secretary's term of office, he or she shall serve a two-year term as Treasurer.

#### Section 6. The Immediate Past President

The role of the Immediate Past President is to a) advise the other Officers on matters of the Society's continuity, b) serve as the Bylaws compliance officer and has the tie breaking role for any votes taken by the Executive Committee. At the end of the Immediate Past President term of office, he or she shall have an unlimited status as a member of the Past President's Council.

#### Section 7. The Executive Committee

The Officers shall constitute the Executive Committee of the Society, hereinafter referred to as the Executive Committee. The Executive Committee shall be empowered to act on behalf of the Board, and with its full authority, on matters requiring Board action which arise at such times as the Board is not in Session. Members of the Executive Committee shall decide on the day to day activities of the ISCM and have one (1) vote each. No commercial use of the Society mailing list is permitted without approval of the Executive Committee.

The Executive Committee shall have at least two meetings a month with all Executive Committee (three) members in attendance. Past Presidents Council members have to be invited but may not be required to attend.

In addition, there will be up to three (3) board members designated as At Large International Directors. The At Large International Directors will be invited to attend meetings of the Executive Committee. The At Large International Director's Charter will be to expand the activities of the ISCM in their local jurisdictions, and to participate in the discussion and activities of the Executive Committee.

#### Section 8. Committees Special or Standing

The President, Executive Committee or Board can create additional committees to help serve and support the Society as deemed necessary.

### **Article VI. – Compliance and Oversight**

#### The Past President Council

Each outgoing President who is still eligible to be an ISCM member will remain as a lifelong member of the Past President's Council and retain lifelong ISCM membership. In tandem with the President and the Executive Committee, the Past President Council has to review and vote on any ISCM matter that exceeds \$10,000, materially changes the ISCM, modifies the ISCM Bylaws, approving and voting on nominations for future Board Members (including Executive Nominations), and in all ISCM public activities (events and etc.). In the case that one or more of the ISCM Executive Board Members can no longer fulfill the assigned obligations the Past President Council will assign one of its members to fill the vacancy(ies) until a replacement candidate can be found.

The Past President Council is the sole body that can change and approve membership and ratio of Board and Executive Board committees.

The Past Presidents Council shall meet at least once a year and at any time by request of any Past President. The meeting shall be chaired by the last past president or the past president calling the meeting. In cases where there is not any clear Past President agreement then a majority vote of the full Past President body will be the ruling voice. In issues where there is a tie then the matter is concluded based on the Executive Committee's vote.

### **Article VII. FINANCIAL ADMINISTRATION**

#### Section 1. Fiscal Year

The fiscal year shall commence on the first day of January each year.

#### Section 2. Property

The Society may acquire and hold property of any description, real or personal, by gift, purchase, or otherwise.

#### Section 3. Not- for-Profit

The Society shall be a not-for-profit organization in accordance with Section 501 (c) (6) of the U.S. Internal Revenue Code of 1954.

#### Section 4. Dues

Dues shall be set by the Board. Any member who fails to pay dues within the ninety (90) days of the beginning of the fiscal year shall be dropped from the membership rolls. The membership and privileges of any member who is delinquent in payment of dues may be terminated in accordance with procedures established by the Board. No publications or web access shall be given to delinquent members.

At the discretion of the ISCM Executive Committee the annual dues can be substituted for by attending the RAA/ISCM Catastrophe Meeting or for paying to attend selected ISCM social events. In each instance the ISCM will receive an amount of each registration fee as agreed by the ISCM Executive Committee.

#### Section 4. Budget

At the Annual Meeting, the Treasurer shall submit to the Board a budget for the ensuing year.

#### Section 5. Distribution of Funds on Dissolution

In the event of a dissolution, for any cause, of the International Society of Catastrophe Managers, all remaining moneys and securities which may at the time be owned by or under the control of the Society shall be used to pay off all debts and all corporate liabilities. All corporate assets will be disposed exclusively to such tax-exempt organization(s) operated for disaster mitigation, educational and/or scientific purposes as the Board may determine. Any such assets not so disposed of shall be disposed of by the courts of the jurisdiction in which the principal office of the Corporation is then located, exclusively for such organizations or purposes of an educational or scientific nature, as said courts shall determine.

#### Section 6. Financial Audit

The Executive Committee shall provide oversight to assure the integrity of the Society's financial statements, and overall management of the Society's financial affairs. This includes review of any required audits. The Treasurer is responsible to present the audit outcome to the Board annually.

### **Article VIII. Indemnification**

The Society may, by resolution of the Board, purchase and maintain liability insurance. The Society may indemnify against any liability, or settlement based on asserted liability, incurred by any person by reason of being or having been a director, officer, employee, or agent of the Society or a participant in activities of the Society. Provided that such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Society.

### **Article IX. MEETINGS**

#### Section 1. Membership Meetings

The number of general membership meetings to be held during the year shall be left to the discretion of the Board, but shall be no less than one annually. The Executive Committee shall stipulate the time and place of the meeting(s).



## Section 2. Board of Director Meetings

The Board shall meet in regular session at least one time a year. The President shall fix the time of such meetings with sufficient notice so that the Secretary can and will transmit this information to Board members. During this session, the Secretary shall provide the agenda topics from each meeting any held since the last Board of Directors Meeting.

## Section 3. Member Petitions

Any member may have business brought before the Board in regular session by having petitioned, either orally or in writing, a Board member. If said Board member deems necessary, the member(s) with business before the Board may then address the group directly, subject to Board approval. Proposals or issues to be brought before the Board or Executive Committee for action between Annual Meetings shall be submitted to the President in writing.

## Section 4. Executive Committee Meetings

The Executive Committee shall meet at the place of, and during the time of, the scheduled regular session of the Board until such time as a quorum of Board members is present. The presence of more than fifty-percent (50%) of its members shall constitute a quorum of the Executive Committee.

## Section 5. Additional Executive Committee Meetings

The Executive Committee may hold additional meetings or conduct business by mail, e-mail, or telephone as called by the President or by petition to the President of a majority of the Executive Committee. Business to be conducted by mail will be transmitted in writing by the Secretary to each Executive Committee member, who shall return his/her written vote to the Secretary within ten (10) days. The Secretary shall, in turn, transmit the result, in writing, to the Executive Committee members within an additional thirty (30) days and to the full Board at or before its next regular session.

## Section 6. Additional Board of Directors Meetings

The Board may hold additional meetings or conduct business by mail, email, or telephone as called by the President or by petition to the President of a majority of either the Board or the any member of the Executive Committee according to Section 2. Mail business shall be conducted according to Sections 2 and 5 of this Article, except that the results shall be transmitted to all Board members within thirty (30) days for final approval.

## **Article X. NOMINATIONS AND ELECTIONS**

### Section 1. Nominating Committee

The Nominating Committee shall consist of the Executive Committee and Past President Council. Any voting member may send recommendations for nominations for Officers and Directors to this Committee. No one shall be nominated whose consent has not been previously obtained. Posting of

vacancies must be made to the membership at least 30 days before the Board can name and vote on a nominee.

## Section 2. Report of the Nominating Committee and Nominations

The report of the Nominating Committee of its nominations for Officers and/or Directors, shall be given to all board members one month before the date of the Annual Meeting. The report of the Nominating Committee shall be presented to the Board Meeting. Immediately following the presentation of this report, any board member may make nominations provided the consent of the nominee shall have been secured.

## Section 3. Elections

The election shall be by in person, email or phone ballot. When there is but one nominee for each office, the Secretary may be instructed to cast the ballot for every nominee. A majority vote of those qualified to vote and voting shall constitute an election. Proxy voting shall not be permitted. Election voting will be by the Board at a scheduled Board meeting. Any emergency vacancies will be filled by a Past President until the next board meeting when the due process of nominating and approving a replacement can be completed by the Executive Board and Past Presidents with notification to the ISCM Board.

## **Article XI. PROFESSIONAL ACCREDITATION**

To facilitate the advancement of the profession of Catastrophe Management and in the spirit of the ISCM Charter, the Board will provide an educational certification development track. This may be done as an independent venture or as a strategic partnership with another organization. In all cases, the Board will act to secure appropriate control over proprietary materials and structure.

Attainment of the accreditation will demonstrate knowledge, and an expectation of professional excellence and consistency amongst all holding the designation.

The Board will designate a committee to oversee the program. This Committee will consist of no less than three (3) members of the Board or Past Presidents Council.

The program will require successful completion of the accreditation testing. The testing requirements will be maintained in a separate protocol, available on the website of the ISCM and/or a website specifically maintained for the purposes of the accreditation.

Continuing education credits will be required to maintain the accreditation. These requirements will be maintained in a separate protocol, available on the website of the ISCM and/or a website specifically maintained for the purposes of the accreditation.

Testing and accreditation will be open to all ISCM members, regardless of profession or voting status.

## **Article XII. PARLIAMENTARY AUTHORITY**

### Section 1. Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

## **Article XIII. AMENDMENTS**

### Section 1. Amendments

These Bylaws may be amended by a two-thirds vote of the Executive Board and Past Presidents Council members present. Any changes voted upon will have to be posted for 30 days on the ISCM website for ratification by the ISCM membership prior to becoming a Bylaw. At least one member will have to ratify the approved changes and a two thirds majority of any voting member will be required to ratify the changes.

### Section 2. Proposed Amendments

Amendments to these Bylaws may be proposed by Board resolution, by Executive Committee resolution, or by the Past President Council.

## **ARTICLE XIV Waiver of Notice**

### Section 1. Waiver of Notice

Whenever any notice is required to be given under the provisions of these Bylaws, or under the Articles of Incorporation or under the provisions of any applicable law, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.