



ROCKY MOUNTAIN ASSOCIATION OF PUBLIC INSURANCE ADJUSTERS, INC.

Bylaws & Rules of Professional Conduct

PREAMBLE

We, the Public Insurance Adjusters of the Rocky Mountain States, in order to establish and maintain the highest professional standards, insure harmonious working relations with one another, promote general welfare, protect our rights and provide means for solving and dealing with our common problems, make this constitution for our Association.

ARTICLE I: NAME

The name of the Association shall be the Rocky Mountain Association of Public Insurance Adjusters, Inc., hereinafter referred to as RMAPIA.

ARTICLE II

The Association shall be a non-profit organization.

ARTICLE III: OBJECTIVES

The objectives of the Association are:

1. To organize the Public Insurance Adjusters in the Rocky Mountain States to better serve the interests of the insured citizenry of the States and to help facilitate the expeditious and proper handling of insurance losses and claims.
2. To unite Public Insurance Adjusters licensed in the Rocky Mountain States for their mutual benefit and protection, and for the benefit and protection of the general public.
3. To advance and protect the interests of its members, to promote their welfare, and to attain a spirit of helpful assistance and cooperation among its members.

4. To establish and maintain high standards of professional conduct and efficiency among its members, and to study and assist in carrying out the provisions of all laws and regulations pertaining to Public Insurance Adjusters that may be enacted or formulated by the U.S. Government or by the Legislatures and Insurance Departments in the Rocky Mountain States.
5. To become a source of consultation regarding industry issues for the Rocky Mountain States Departments of Insurance.
6. To act as the clearing house for continuing education as required by various States Department of Insurance.

ARTICLE IV: SEAL

The seal of the Association shall be circular in form and shall contain the words "Rocky Mountain Association of Public Insurance Adjusters, Inc.".

ARTICLE V: DEFINITIONS

1. Public Insurance Adjuster, shall mean any person who is qualified to practice Public Insurance Adjusting as defined by the laws of Arizona, Colorado, Idaho, Montana, Nevada, New Mexico, Utah and Wyoming and the regulations of Arizona, Colorado, Idaho, Montana, Nevada, New Mexico, Utah and Wyoming Departments of Insurance and who are duly licensed in these states either as a Resident or Non-Resident Public Insurance Adjuster.
2. Rocky Mountain States shall mean the States of Arizona, Colorado, Idaho, Montana, Nevada, New Mexico, Utah and Wyoming.

ARTICLE VI: MEMBERSHIP

1. Regular Membership: Individuals, who are licensed as a Resident or Non-Resident Public Insurance Adjuster by the States of Arizona, Colorado, Idaho, Montana, Nevada, New Mexico, Utah and Wyoming Departments of Insurance to act as public insurance adjusters and who fulfill all other requirements of the Association, shall be eligible for membership, provided that such individuals, firms, and corporations shall have been so engaged for at least two (2) years prior to admission to membership. In those states which license public insurance adjusters, said two (2) year period shall be computed from the date on which an applicant for membership first received such license. Every entity, individual, firm or corporation shall have at least one (1) designated Regular Member.
2. Every regular member shall be obligated for the payment of initiation fees and annual dues, if any, as established by the Board of Directors and shall be entitled to one (1) vote on each matter submitted to a vote of the Members.
3. Associate Membership: Individuals who are licensed as a Resident or Non-Resident Public Insurance Adjuster by the States of Arizona, Colorado, Idaho, Montana, Nevada, New Mexico, Utah and Wyoming Departments of Insurance to act as public insurance adjuster and who fulfill all other requirements of the Association, shall be eligible for membership. Every Associate member shall be affiliated with a current Regular Member and shall be obligated

for the payment of Annual Dues, if any, as established by the Board of Directors. Associate Members are not entitled to vote on matters submitted to a vote of the Members.

4. A licensed Non-Resident Public Adjuster member, who does not reside in at least one of the Rocky Mountain States, is not eligible to serve as an Officer of this Association, however may serve on the Board of Directors as one of the elected members who hold no office.
5. Affiliate Membership: Any non-licensed individual, partnership, corporation including a public adjuster apprentice, not engaged to any extent, in the profession of public insurance adjusting, who pays the membership fee and services the Public Insurance Adjusting Profession.
 - a. Affiliate members cannot be elected to any officer position on the Board
 - b. Affiliate members may serve on the Board of Directors
 - c. Only one (1) Affiliate member may serve on the Board of Directors at any given time.
 - d. Affiliate members do not have voting rights and cannot serve on any standing committees.
 - e. Each individual member of a partnership or corporation that desires to be an Affiliate Member shall be subject to an annual dues assessment.
6. Any individual whose professional license has been suspended or revoked by any state by the appropriate governmental authorities is ineligible for membership.
7. Suspension and Termination of Membership: Any membership may be suspended or terminated, for cause. Sufficient cause for suspension or termination of membership shall be a violation of these By-Laws, nonpayment of dues, if any, violation of any lawful rule or practice duly adopted by RMAPIA, and violation of RMAPIA Code of Ethics. Any conduct prejudicial to the interest of RMAPIA may be grounds for termination of membership. Proceedings for suspension or expulsion of a member may be instituted by a petition to officers in writing, signed by any three members. The affirmative of three-fourths (3/4ths) of officers shall be required in order for a member to be suspended or expelled. A statement of the charges on which such action is based shall be mailed by registered mail to the last recorded address of the member at least fifteen (15) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the officers at which the charges shall be considered and the member shall have the opportunity to appear in person or by its representative and present any defense to such charges before action is taken therein.

ARTICLE VII: OFFICERS

1. The officers of the Association shall consist of a President, a Vice-President, a Secretary, a Treasurer, and a Chairman of the Board of Directors.
2. Officers shall be elected by the members of the Association for a term of one (1) year or until their successors are elected, but under no circumstances shall an officer hold the same position for more than two years in a row.

3. Subsequent annual elections shall be for the position of Secretary and for four (4) other non-officer board members. A majority vote of the membership present at the meeting will elect these individuals. The remaining offices shall rotate as follows:
 - a) Vice President becomes President.
 - b) Treasurer becomes Vice President.
 - c) Secretary becomes Treasurer.
 - d) President becomes Chairman following the completion of the term as President.
4. Prior to December 25 of each year the president shall appoint at least three members to a nominating committee. If possible, the chairman of the association shall serve as the chairman of the nominating committee. The nominating committee shall select a slate of qualified candidates for the board of directors' positions as prescribed above. The slate of candidates shall be presented to the qualified membership for approval either by acclamation at a meeting of the membership or electronically prior to December 31 of each year, if practicable. A majority of those voting shall decide the election. The new board shall take office effective January 1 of the new year or as soon as possible thereafter.
5. Officers shall serve without compensation as such, except that they shall be entitled to receive such reasonable annual amount to be determined by the Board of Directors as will be necessary to reimburse him for traveling, secretarial, and other expenses incurred in the performance of their duties. All officers shall be members of the Board of Directors.
6. No person who is enrolled in the same firm of the Association in which an officer is also enrolled shall be eligible to be elected as the immediate successor to any such officer on the conclusion of his term in office.

ARTICLE VIII: EXECUTIVE DIRECTOR

The Association may have an Executive Director, chosen and dismissed only by the Board of Directors, who shall receive compensation as will be determined, from time to time, by the Board of Directors. The Executive Director need not be a member of the Association. The Executive Director shall be a non-voting ex-officio Board member and Officer.

ARTICLE IX: DUTIES OF OFFICERS

1. The President shall be in charge of the affairs of the Association. He shall preside at all meetings of the Association, shall execute all duties usually pertaining to the office of President, and shall execute and carry out all rules and regulations relating to the administration of the Association.
2. In the absence or disability of the President, the Vice President shall have and exercise all of the powers and duties of the President.
3. The Secretary shall keep records of the proceedings of the organization as directed by the President and shall deliver to his successor in office all books and papers belonging to the organization which are in his possession. He shall read at each meeting the minutes of the previous meeting. He shall perform such duties as may be delegated to him from time to time by the President.

4. The Treasurer shall prepare a quarterly report as to the funds of the Association, reporting to the Association concerning its funds at each meeting or upon request of the President. All disbursements shall be made by checks drawn on the account or accounts of the Association. Each check of the Association for a sum in excess of Five Thousand Dollars (\$5,000.00) shall require dual signatures of the President, Vice President, the Treasurer, and/or a duly authorized agent as defined below. The Treasurer shall deliver to his successor in office all records in his possession belonging to the Association. The Board of Directors may appoint any officer as its duly authorized agent to transact official financial business of the Association.

ARTICLE X: BOARD OF DIRECTORS

1. There shall be a Board of Directors which shall consist of the officers of the Association, elected by the Association, the Chairman, who is the last retired President of the Association, and four (4) members elected by the general membership. The chairman of the Past President's Advisory Committee, if such a committee is established, shall be entitled to a vote on the Board of Directors.
2. The members of the Board of Directors shall be elected for a term of one (1) year.
3. There may be a Grievance Committee with no firm having more than one individual as a member of this committee.
4. There may be a Membership Committee.
5. There may be a Public Relations/Legislative Committee.
6. There may be a Continuing Education Committee.
7. All committee members shall be appointed by the President
8. Other committees may be established by the President.

ARTICLE XI: DUTIES OF COMMITTEES

1. The Board of Directors shall have general control of the affairs of the Association and shall assume any and all duties not otherwise delegated to hereinafter specified committees.
2. The Grievance Committee shall investigate all complaints by members or others against any Public Insurance Adjuster or may investigate such investigation upon its own decision. The committee's recommendation shall be reported to the Board of Directors for appropriate action.
3. The Membership, Public Relations/Legislative and Continuing Education Committees shall gather, publish, and disseminate such material, data, statements, and items of interest as shall be deemed necessary or advantageous in connection with the affairs of the Association, the furthering of its aims and objectives, and the fostering of harmonious relations between the Association and other organizations of the insurance business, and the public. These committees may formulate, in their own discretion, and advertising program, expenditures to be approved by the finance committee, to promote institutional and goodwill advertising in an effort to further the position and standing of the Public Adjusting profession at large.

ARTICLE XII: ANNUAL DUES

The Board of Directors of the Association shall have exclusive powers to determine and establish the amounts and classifications of Annual Dues for each classification of membership for each fiscal year.

Compensation. No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation or any other private individual whatsoever (except that the Corporation may pay reasonable compensation for services actually performed, and that reasonable payments may be paid for expenses incurred on behalf of the Corporation, in the conduct of one (1) or more of its purposes), and no Director or Officer of the Corporation, or any other private individual whatsoever, shall be entitled to share in any distribution of any of the corporate assets upon dissolution of the Corporation or otherwise. Subject to the foregoing and to the limitations set forth in the Articles of Incorporation, (i) compensation of all Directors shall be fixed by the Board of Directors, and (ii) no Director shall be prevented from receiving such compensation solely by virtue of his or her also being an Officer of the Corporation.

ARTICLE XIII: MEETINGS OF THE ASSOCIATION

1. As a general practice there shall be at least one meeting of the membership annually, at a time and place to be determined by the Board of Directors.
2. A special meeting may be called at any time by the Board of Directors providing at least seven (7) days written notice is given to each member.
3. Proceedings at any meeting shall be according to the most recent available edition of "Robert's Rules of Order", the Articles of Incorporation and the Bylaws of the organization.
4. Ten percent of the entire membership at any meeting shall constitute a quorum, and a majority vote of the members present shall be necessary to authorize any act of the Association.
5. Voting. Each member in attendance at each meeting will have one vote.

ARTICLE XIV: AMENDMENTS

The Board of Directors shall have the power to alter, amend, or repeal the Bylaws. Such Bylaws may contain any provision for the regulation or management of the affairs of the nonprofit corporation, which are not inconsistent with the law or these Articles of Incorporation as the same may, from time to time, be amended. However, no Bylaw at any time in effect shall have the effect of giving any Director or Officer of this nonprofit corporation any interest in its property or assets, whether during the term of its existence or as an incident to its dissolution.

ARTICLE XV: CODE OF PROFESSIONAL CONDUCT

The members of the Association agree that there shall be a Code of Professional Conduct and Ethics promulgated by the Association. Said Code will be abided by and adhered to by all the membership.

ARTICLE XVI: RULES OF PROFESSIONAL CONDUCT AND ETHICS

The following Rules of Professional Conduct and Ethics are applicable to all the members of the Association.

1. The members shall conduct themselves in a spirit of fairness and justice to their clients, the Insurance Companies, and the public.
2. Members shall refrain from improper solicitation.
3. No misrepresentation of any kind shall be made to an assured or to the Insurance Companies.
4. Commission rates shall be fair and equitable, and strictly in accordance with the prevailing custom in the locality, and must, where laws or regulations of insurance departments exist, comply fully with such laws or regulations.
5. Members shall conduct themselves so as to command respect and confidence. They shall work in harmony with one another, with their clients, and the Insurance Companies' representatives, so as to foster a cordial and harmonious relationship with all branches of the insurance business, and with the general public.
6. Members must be fitted, by knowledge and experience, for the work they undertake. They must not endanger the interests of the public adjusting profession, or risk injustice to assured or to the Insurance Companies, by attempting to handle losses or claims for which they are not qualified, and for which they cannot find competent technical assistance.
7. Members shall not engage in the unauthorized practice of law.
8. Members shall not acquire any interest in salvaged property, except with the knowledge, consent, and permission of the assured.
9. Members shall be cooperative and assist one another in every possible way.
10. Members shall not disseminate or use any form of agreement, advertising, or any printed matter that is harmful to the profession of public adjusting, or which does not comply with rules and regulations of the Insurance Department of the state in which such member is professionally engaged, or which might subject public adjusting and public adjusters to criticism or disrespect..

ARTICLE XVII: CORPORATE FUNDS AND LOANS

Section 1. Bank Accounts. The Board of Directors from time to time may authorize the opening and maintenance of general and/or special bank accounts with such banks, trust companies, or other depositories as may be selected by the Board of Directors, or by any officer or officers to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules with respect to such bank accounts, not inconsistent with these Bylaws, as the Board of Directors may deem expedient.

Section 2. Checks and Drafts. All checks, drafts, or other orders for payment of money, notes, acceptances or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers of the Corporation in such manner as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly .authorized depositories may be made by any Officer or agent of the Corporation to whom the Board of Directors shall designate such power by resolution.

Section 3. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made to any Director, Member, or Officer of the Corporation.

ARTICLE XVIII: DISSOLUTION

Upon any liquidation, dissolution, or winding up of the nonprofit corporation, after the liabilities of the nonprofit corporation have been discharged or provided for, the Corporation's remaining assets shall be distributed exclusively to or for the benefit of an organization or organizations which are then qualified as exempt from taxation under Section 501 (c)(3) of the Code or its successor provision, which are described in Section 170(c)(2) of the Code, and each of which has been in existence for a continuous period of at least sixty (60) calendar months. The selection of such organization or organizations shall be made by the then acting Board of Directors. If such determination cannot be made for any reason, such determination shall be made by the District Court for Denver County, Colorado.

CERTIFICATE OF DIRECTOR

I certify that I am the Director of Rocky Mountain Association of Public Insurance Adjusters, Inc., a Colorado non-profit corporation, and the above-stated Bylaws are a true and correct copy of the Bylaws duly adopted by the Board of Directors of the Corporation on November 13, 2012.

{Signed}

R. Scott deLuise
Director

First Adopted and Signed November 13, 2012

Amended December 16, 2015

Amended January 17, 2017

Amended August 1, 2017

Amended December 18, 2018