



MICHIGAN COUNTY ROAD COMMISSION SELF-INSURANCE POOL

September 1, 2020

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Dear Members,

As you know, the Michigan County Road Commission Self-Insurance Pool (MCRCSIP) consistently seeks ways to reduce risk and add value to its members. **As we watch our membership change via the county takeover actions, we are becoming more concerned about your legal and financial circumstances. We believe it is necessary to make several important changes to MCRCSIP's own menu of services.** These changes will require amendments to the MCRCSIP bylaws, which we are asking you to consider today.

These changes are needed, in part, to help ensure all Michigan county road operations—regardless of whether they are organized as separate road commissions or as county departments—have access to the **very best general liability consulting and legal counsel.**

Why does this matter? When a road commission's structure is changed and they separate from MCRCSIP, they lose access to our extraordinary legal expertise. We, in turn, lose the ability to support their litigation as it moves through the court system. **These outcomes put our members at risk for non-optimal judicial outcomes, which may later serve as undesirable precedents for their own future cases and lead to higher costs down the road.**

To address these challenges, we now propose activating the Associate Membership category of membership for MCRCSIP. **By permitting county departments to become associate members of MCRCSIP, we can allow them to continue participating in our organization's work on a limited—but very important—basis.**

This change requires a revision to our shared bylaws:

- Allow County Road Departments to become Associate Members of MCRCSIP.
- There is provision to charge a fee for services.
- Associate Members do not have a vote and may not serve on the Board.
- Termination is simplified.

After discussing these changes with our legal counsel and many of you individually, we believe the time is right to make these changes. Enclosed for your review and consideration, therefore, is a new DRAFT set of bylaws for you to review prior to completing your Ballot.

If you have questions or concerns about any of the ideas or information included in this draft, please let us know. Our Administrator, Gayle Cummings, can be reached at (800) 842-4971 at your convenience.

On Behalf of Your Board of Directors,

Lester Livermore, Chairman, MCRCSIP Board
Commissioner, Mackinac County Road Commission

Why Change the By-Laws?

Because our specialized work deserves a comprehensive solution.

The effectiveness of the work we do depends on how other road agencies manage similar issues. The outcomes and experiences of one county may strongly influence the remaining 82—but today, our by-laws are preventing us from being involved as we should be.

We need to stay in sync.

Whether a county road operation is organized as a separate commission or as a county department, the work they do is the same. And all road agencies are safer if they all have the best general liability consulting and legal counsel available. Consistency helps to protect all of us.

But right now, some road commission organizational structures are being altered. This means the people working on those roads lose the benefits of being a MCRCSIP member. And what's more, MCRCSIP members lose the opportunity to help them prevail in court.

Failure to act puts us at risk.

When we lose the ability to support litigation across all 83 counties, we risk non-optimal judicial outcomes. These aren't "so what?" moments for MCRCSIP members—Poor court decisions can set undesirable precedents for our own future cases and lead to higher costs down the road.

The economics make sense.

The Board of Directors of MCRCSIP have listened to our insurance professionals, actuaries and consultants tell us that losing members can impact the stability of our Pool. Takeovers disrupt every component of the Pool's operations, from contribution allocations to lawsuit defense, and take staff time to manage. It makes much more sense to keep our members, charge them a fee based on cost of services provided and help them to adapt to their new situation with good, defensible processes that protect the Pool.

We need a new membership category.

By permitting county departments to become associate members of MCRCSIP, we can allow them to continue participating in our organization's work on a limited—but very important—basis.

The time for this change is right now.

Every day we wait puts all our members at risk. Let's act now to make MCRCSIP's by-laws strong enough to accommodate our members' changing needs.

Important Information for Completing and Returning Your Ballot

Enclosed in this packet you will find a letter from the MCRCSIP Board Chairman, a draft of the proposed by-laws, a list of some of the reasons to consider approving the by-law amendment, a label for returning the completed ballot to MCRCSIP, and the official ballot.

1. Provide the enclosed information to your Board of County Road Commissioners for discussion and voting at your next Board meeting.
2. Mark the Board's decision on the official ballot.
3. The completed ballot should be signed by either the Clerk of the Board or the Manager. Please note that we must be able to recognize the signer's name and county in order for your ballot to be counted.
4. Use the enclosed mailing label to return your completed and signed ballot to the MCRCSIP office. If you choose not to use the provided mailing label, please write "Ballot Enclosed" on the return envelope to identify it as a ballot so it can be delivered unopened to the Canvassing Committee. All ballots will remain sealed until they are opened and counted by the Canvassing Committee.
5. The ballots must be received by mail no later than **October 20, 2020**, to be counted. If you are unable to return the ballot by that date, please call Gayle at (800) 842-4971.

Thank you for your consideration!



**MICHIGAN COUNTY
ROAD COMMISSION
SELF-INSURANCE POOL**

OFFICIAL BALLOT

September 2020 Amendment to the Michigan County Road Commission Self-Insurance Pool By-Laws:

Proposed:

To amend Article IV, Section 2 of the Michigan County Road Commission Self-Insurance Pool By-Laws to allow a county that has assumed the powers, duties and functions of its road commission under MCL 46.11(s) or MCL 224.6(5) to apply to become an Associate Member of the Pool. Associate Members shall not have voting rights, nor shall they be eligible to serve as Directors on the Pool Board. Associate Members shall be able to be terminated by a 2/3 vote of the Pool Board.

DO YOU VOTE TO APPROVE THE SEPTEMBER 2020 AMENDMENT TO THE MICHIGAN COUNTY ROAD COMMISSION SELF-INSURANCE POOL BY-LAWS?

YES ()

NO ()

Signature / Title

Print Name

Road Commission

Date



ADOPTED: 10/17/83
REVISED: 08/22/84

MICHIGAN COUNTY ROAD COMMISSION
SELF-INSURANCE POOL
BY-LAWS

ARTICLE I

NAME

The name of this organization shall be the Michigan County Road Commission Self-Insurance Pool (hereinafter referred to as the “Pool”).

ARTICLE II

PURPOSE AND OBJECTIVES

The Michigan Legislature, during its regular session in 1982, adopted Act 138 which became immediately effective April 27, 1982. Act 138 of 1982 amends the Intergovernmental Contracts Act of 1951, Act 35, PA 1951, as amended, thereby authorizing “contracts between municipal corporations to form group self-insurance pools, and to prescribe conditions to the performance of those contracts.” Act 138 went on to define municipal corporations as including county road commissions.

In accordance with the provisions of Act 138, these By-laws govern a road commission self-insurance pool whose general objectives are to formulate, develop, and administer a self-insurance program for members of the pool, to establish the Michigan County Road Commission Self-Insurance Pool, to finance such a program, and to develop suitable financial and management plans. The Pool has been established by a Trust Agreement executed by the initial participating county road commissions and by the initial Board of Directors (“Pool Board”), as Trustees of the Trust, designated by the initial participating county road commissions.

ADOPTED: 10/17/83
REVISED: 08/22/84
AMENDED: 07/25/13

ARTICLE III

NATURE OF THE ORGANIZATION

The Pool shall be comprised of county road commissions of the State of Michigan which are authorized and approved under Section 1 of Act 138, PA 1982, as amended (MCL 124.1; MSA 5.4081), to enter into an agreement to pool their loss exposures and which have executed the Pool Trust Agreement. Each participating county road commission shall adopt and execute such written agreements as may be required by law or by the Pool Board. The Pool is not to operate as an insurance company or an insurer under the laws of the State of Michigan, but rather is to be the contracting mechanism by which each Member receives, from the Pool, risk and financial management services and protections.

The Pool shall be established and operated by the Members through the Pool Board. The Pool shall not be a function, service, or agent of the County Road Association of Michigan.



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REVISED: 08/22/84
AMENDED: 06/18/86
AMENDED: 07/16/87
AMENDED: 07/25/13

ARTICLE IV

MEMBERSHIP

1. **Members.** A Member county road commission (herein referred to as “Member”), shall be a county road commission located in the State of Michigan, which has paid its annual contribution, as determined by the Pool Board, and has met other requirements as may be set by the Pool Board, including execution of the Intergovernmental Agreement and the Trust Agreement. The term “road commission” includes a municipal corporation, a division of a municipal corporation, a governmental agency, or an organization created by the execution of one or more Intergovernmental Agreements where the commissioners of a county road commission also act as the commissioners or other governing board or body of the municipal corporation, division of a municipal corporation, governmental agency, or an organization created by the execution of one or more Intergovernmental Agreements (such as a Park Board or Water & Sewer Authority). All new Members shall be approved by a two-thirds vote of the Pool Board.

For the purpose of voting at meetings, a representative from the Member shall be designated by its respective Board of County Road Commissioners to cast votes on behalf of the Member. An alternate delegate may also be designated by said Board of County Road Commissioners of the Member for the purpose of voting in the absence of the designated voting representative. Both the designated voting representative and the designated alternate delegate shall be either a road commissioner of said Member or a full-time employee of said Member.

2. **Associate Members.** **A county that has assumed the powers, duties and functions of its road commission under MCL 46.11(s) or MCL 224.6(5) and any county road commissions located in Michigan who have that has not paid a contribution, as designated by the Pool Board, but and who express an interest in being associated with the Pool may apply to be an designated as Associate Members.** Associate Members shall be approved by two-thirds vote of the Pool Board. The Pool Board may determine if fees will be charged to said Associate Members for services provided to the Associate Members by the Pool. Such fees may be reduced or waived in consideration of the provision of claims data and other information or services useful to the Pool. Associate Members shall not have voting rights, nor shall they be eligible to serve as voting Members of the Pool Board. **Associate Members may withdraw from the Pool by giving at least sixty days written notice to the Pool Board. Associate Members may be terminated from membership by a two-thirds vote of the Pool Board.**

3. **Meetings.** There shall be an annual meeting of the Members as soon as practicable after the close of the fiscal year. Additional meetings of the Members may be called by a vote of the majority of the Pool Board. The Pool Board shall establish the time and place for the annual meeting and any special meetings. All meetings of the Pool shall be held in Michigan.

4. **Conduct of Meetings.** The Chairperson of the Pool Board, or in his or her absence, the Vice Chairperson, shall conduct the annual meeting of the Members and any special meetings of the Members. In the absence of both the Chairperson and the Vice Chairperson, a temporary Chairperson for that meeting shall be elected by a majority vote of the Members present. All proceedings shall be conducted in accordance with Robert's Rules of Order.

5. **Notice of Meetings.** Members shall be notified not less than thirty days prior to the date of the annual or any special meeting. The notice shall include the date, time, place, and proposed topics for action or discussion.

6. **Quorum.** A majority of the Membership shall constitute a quorum for any meeting of the Members.

7. **Minutes.** The Secretary of the Pool Board shall keep minutes of the annual and special meetings of the Members.



ADOPTED: 10/17/83

REVISED: 08/22/84

AMENDED: 07/16/87

AMENDED: 07/25/13

ARTICLE V

BOARD OF DIRECTORS

1. **Election.** The Board of Directors of the Pool (herein referred to as the “Pool Board”) shall consist of nine members (herein referred to as “Directors”) elected by the members at an annual meeting. The term of each director shall be three years, commencing upon the adjournment of the annual meeting at which they are elected. The individual Directors shall be either a road commissioner of a Member or a full-time employee of a Member. The Pool Board shall include at least two representatives from each of the three regions of the State of Michigan. Each Member may cast votes for Directors from the Region within which the Member is located and At-Large Directors. For purposes of representation on the Pool Board, the three regions of the State shall be known as the Southern Region, Northern Region and Upper Peninsula Region. The three regions are identified as follows and shall include the following counties:

Southern Region: Allegan, Barry, Bay, Berrien, Branch, Calhoun, Cass, Clinton, Eaton, Genesee, Gratiot, Hillsdale, Huron, Ingham, Ionia, Jackson, Kalamazoo, Kent, Lapeer, Lenawee, Livingston, Macomb, Monroe, Muskegon, Oakland, Ottawa, Saginaw, Sanilac, Shiawassee, St. Clair, St. Joseph, Tuscola, Van Buren, Washtenaw and Wayne.

Northern Region: Alcona, Alpena, Antrim, Arenac, Benzie, Charlevoix, Cheboygan, Clare, Crawford, Emmet, Gladwin, Grand Traverse, Iosco, Isabella, Kalkaska, Lake, Leelanau, Manistee, Mason, Mecosta, Midland, Missaukee, Montcalm, Montmorency, Newaygo, Oceana, Ogemaw, Osceola, Oscoda, Otsego, Presque Isle, Roscommon and Wexford.

Upper Peninsula Region: Alger, Baraga, Chippewa, Delta, Dickinson, Gogebic, Houghton, Iron, Keweenaw, Luce, Mackinac, Marquette, Menominee, Ontonagon and Schoolcraft.

For purposes of election of any Director by the Members, there shall be at least twice as many nominations as there are open positions. When it becomes necessary to elect a Director from one or more regions, those Director's positions shall be voted on separately and nominations shall be made up of persons representing Members from the appropriate region. The regional representation requirement may be waived if all members from a region annually agree to waive it.

2. **Term.** The term of each Director shall be three years. The terms shall be staggered so that three Directors are elected at each annual meeting of the Members. To this end, at the first meeting of the Members, three Directors shall be elected to a one year term of office, three Directors shall be elected to a two year term of office, and three Directors shall be elected to a three year term of office.

3. **Officers.** Annually, at the first meeting following the annual meeting of the Members, the Pool Board shall elect a Chairperson and Vice Chairperson. The Pool Board shall also appoint a Secretary and Treasurer to the Pool Board, who need not be a Director.

4. **Meetings.** The Pool Board shall meet not less often than semiannually. The first meeting shall not be more than one week following the annual meeting of the Members, and shall be held in Michigan. Other meetings may be called by either the Chairperson or a majority of the Pool Board, and shall also be held in Michigan. All proceedings shall be conducted in accordance with Robert's Rules of Order.

5. **Minutes.** Minutes of meetings of the Pool Board shall be kept by the Secretary or in the Secretary's absence any other person appointed by the Chairperson.

6. **Quorum.** Five Directors shall constitute a quorum for any meeting of the Pool Board. No action shall be taken except on a concurring vote of a majority of those in attendance or on such vote as may otherwise be required by the Intergovernmental Agreement, Trust or these By-Laws.



7. **Compensation.** The Directors shall serve without compensation. However, upon the request of a Director, the Pool Board shall reimburse a Director for actual, necessary, and reasonable expenses incurred either for the purpose of attending Pool Board meetings or in the conduct of other Pool business.

8. **Resignation and Removal.** Any Director who fails to meet the eligibility requirements during that person's term of office shall be considered to have automatically resigned. A Director may be removed from office by a vote of two-thirds of the Members present at an annual meeting of the Members. In the event of such resignation or removal which occurs at any annual meeting of the Members, the Members shall, acting in accordance with all requirements of these Bylaws for the election of a Director, immediately elect a replacement Director. Any newly elected Director filling an unexpired term shall serve only the remainder of the term for the vacated position. Should the vacancy involve an officer of the Pool Board, the Pool Board shall elect a new officer.

9. **Vacancies.** Should a vacancy occur on the Pool Board, other than at an annual meeting of the Members, the Chairperson with approval of the Pool Board shall appoint a temporary replacement who shall serve until the next annual meeting of the Members. The replacement must meet the requirements of eligibility, including the required regional representation.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD

The Pool Board in addition to other powers and duties herein conferred and imposed or authorized by law, shall have the following powers and duties:

1. The Pool Board shall be authorized to contract with any qualified individual or organization to perform any of the functions necessary for the carrying out of a self-insured Pool arrangement, including the provision of excess loss insurance, “stop loss,” insurance, umbrella insurance, reinsurance, the investigation of claims, the handling of claims, the settlement of claims, safety engineering services, administrative services, and any and all other services that the Pool Board shall deem appropriate.

2. The Pool Board shall prepare an Intergovernmental Agreement and shall require that each member execute said Intergovernmental Agreement as a condition of membership.

3. The Pool Board shall make provision for proper accounting and reporting procedures for each of the Members so that they shall be apprised at all times of the nature of the claims arising within their jurisdiction, the manner in which these claims are being handled, and the impact of the same upon the Pool.

4. The Pool Board shall maintain such accounts, funds, and records as may be required by good accounting practice. The Pool Board shall provide for an annual certified audit of the books of the Pool by an independent Certified Public Accountant. A copy of the audit report shall be supplied to each of the Members and the Michigan Department of Insurance and Financial Services as required by law.



5. As required by law, the Pool Board shall provide an annual actuarial certification by an independent actuary that the reserves set aside pursuant to Act 138 of the Michigan Public Acts of 1982, as amended are adequate for the payment of claims. A copy of the actuarial certification shall be provided to the Department of Insurance and Financial Services as required by law.

6. The Pool Board shall arrange for the investing of monies of the Pool to keep the same invested as required by law. The Pool Board shall provide for the banking of the monies of the Pool and the proper security of any and all investments.

7. The Pool Board shall adopt a balanced annual budget and shall require that the budget be adhered to. The Pool Board may amend the budget at any time.

8. The Pool Board shall adopt a risk management and loss control plan.

9. The Pool Board shall adopt and equally enforce rules and procedures for the handling, investigation, defense, administration, and settlement of claims. Said rules and procedures shall specify each Member's responsibilities and involvement in claims matters. These rules and procedures, including settlement authority, shall be incorporated in the Intergovernmental Agreement and executed by each Member.

10. The Pool Board shall perform annual reviews consisting of the following, and shall present the results of these reviews to the Membership at the annual meeting:

- A.** Audit and summary financial review;
- B.** Risk Management and loss prevention review; and
- C.** Claims review.
- D.** Annual budget.

11. The Chairperson of the Pool Board may appoint an Executive Committee or Designee of the Pool Board to handle the affairs of the Pool Board in-between the regular meetings or any of the special Pool Board meetings, with such functions as may be designated to the Executive Committee or designee by the Pool Board in a resolution properly adopted. Other special committees or designees may also be appointed by the Chairperson, as needed, with powers spelled out in a resolution properly adopted by the Pool Board.

12. The Pool Board shall require the securing of a fidelity bond on each and all of the employees of the Pool Board or upon other persons charged with the duty of handling any of the monies or investments of the Pool. The Pool shall pay the premium for such a bond.

13. The Pool Board may provide for a suitable seal with the following letters upon its face: **“Michigan County Road Commission Self-Insurance Pool.”** The seal shall be used for the authentication of legal documents, contracts, and other instruments indicating the official action of the Pool Board.

14. The Pool Board shall have the general power to make and enter into all contracts, leases, and agreements necessary or convenient to carry out any of the powers granted under the Trust Agreement, these By-laws or any other laws. All such contracts, leases, and agreements, or other legal documents herein authorized shall be approved by resolution of the Pool Board and shall be executed by those individuals designated in such resolution. In the absence of such a designation, all approved contracts shall be executed by the Chairperson or Vice Chairperson.

15. The Pool Board shall carry out all the duties necessary for the proper operation and administration of the Pool on behalf of the Members and to that end shall have all of the power necessary and desirable for the effective administration of the affairs of the Pool.



ADOPTED: 10/17/83
REVISED: 08/22/84
AMENDED: 07/25/13

ARTICLE VII

ADMINISTRATION

There shall be an Administrator of the Pool (herein referred to as the “Administrator”) to administer the financial and administrative affairs of the Pool. The Administrator shall be an employee of the Pool and shall be appointed by, and serve at the pleasure of the Pool Board. The Administrator shall have the power and authority to implement policy matters set forth by the Pool Board as they relate to the ongoing operation and supervision of the Pool and the provisions of the Trust Agreement establishing the Pool, the By-laws, the Intergovernmental Agreement, applicable Federal and/or State statutes, and other applicable governmental rules and regulations.

The Pool Board shall establish, maintain, and provide adequate funding for an office of the Pool, also administered by the Administrator. The address of such office shall be made known to the Members and other road commissions interested in participating in the Pool, and to the appropriate governmental agencies and departments of the State of Michigan. The Administrator may hire staff, purchase equipment and supplies, and incur expenses within the limits set in the annual budget.

ARTICLE VIII

DETERMINATION OF COVERAGE TO BE PROVIDED

The Pool Board shall determine the terms, conditions, and length of the Intergovernmental Agreement, which it shall develop and prepare to be signed by each of the Members as they join the Pool. The Pool Board shall determine the amount of insurance, which shall be purchased by the Pool. The Pool Board shall also make any other arrangements or contracts deemed necessary to meet requirements of law, or which it determines to be necessary for the operation of the Pool. The amount and type of insurance coverages to be provided to members shall be identified in the Intergovernmental Agreement to be signed by each Member.



ADOPTED: 10/17/83
REVISED: 08/22/84

ARTICLE IX

INDEMNIFICATION OF OFFICERS, TRUSTEES, AND EMPLOYEES

The Pool shall indemnify each person now or hereafter a Director, trustee, officer, employee or agent of the Pool, and the heirs, executors, administrators, or other legal representatives of such Director, trustee, officer, employee, or agent, from and against reasonable expenses and losses incurred or suffered by them in connection with any claim, action, suit, or proceeding, civil or criminal, actual or threatened, in which he or she may be involved by reasons of his or her being or having been such Director, trustee, officer, employee, or agent, or by reason of his or her alleged acts or omissions as such a Director, trustee, officer, employee, or agent, regardless of whether he or she is such a Director, trustee, officer, employee, or agent at the time of incurring such expenses and losses, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding to have been guilty of gross negligence or shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Pool; provided, however, that the Pool, by vote of the Pool Board, may compromise and settle any such claim, action, suit, or proceeding and pay such expenses and losses, if such settlement and payment appear to be in the best interest of the Pool. Such indemnification may include payment by the Pool of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an agreement executed by the person to be indemnified agreeing to repay such payment if he or she shall be adjudicated to be not entitled to indemnification.

ARTICLE X

**DETERMINATION OF CONTRIBUTIONS BY MEMBERS
OR REFUNDS TO MEMBERS**

The Pool Board shall determine the amount of contribution to be paid annually by each Member. Such contribution shall be calculated based on past experience, projected future losses, excess and stop loss insurance costs, reinsurance costs, umbrella insurance costs, administrative costs, loss prevention costs, and any other projected expenses to be incurred in the operation and administration of the Pool. Should deficiencies or surpluses occur within the funding of the Pool, the Pool Board shall determine the method of addressing these deficiencies or surpluses through the annual contribution mechanism. The Pool Board may employ actuarial services or other professional assistance in determining the appropriate contribution. The contributions by the individual members shall be clearly spelled out in an annual contribution notice.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Pool shall be from April 1 through March 31.



ADOPTED: 10/17/83
REVISED: 08/22/84

ARTICLE XII

WITHDRAWAL OR TERMINATION OF MEMBERSHIP

Any Member may withdraw from the Pool by giving at least sixty days written notice to the Pool Board of its desire to so withdraw. The Pool Board shall develop procedures for addressing accumulated equity, if any, or accumulated funding deficiency. The Pool Board shall determine the short rate cancellation penalty for terminating prior to the annual renewal date. A Member may be terminated from membership by a two-thirds vote of the Members present at an annual or special meeting of the Members. Reasons for termination of Members may include, but are not limited to, the following:

1. Failure to follow the rules designated by the Pool Board in claims handling or other matters as set forth by the Pool Board.
2. A loss of eligibility.
3. Willful and continuous refusal to follow the recommendations of the Pool Board or Administrator regarding loss prevention and other Risk Management programs.
4. Acting in a manner which is counter to the interests of the Pool and its Members.

ADOPTED: 10/17/83
REVISED: 08/22/84
AMENDED: 07/16/87
AMENDED: 07/25/13

ARTICLE XIII

AMENDMENTS

The By-laws may be amended by a two-thirds vote of the Pool Board with the additional approval of a two-thirds vote of the Members casting ballots thereon, provided that said amendment shall comply to applicable statutes regarding the establishment and operation of a self-insurance pool. Upon receipt of a two-thirds (2/3) vote of the Pool Board, a copy of the proposed amendment shall be sent to all Members. The concurrence of the Members, if not provided at a duly called special or annual meeting of the Pool, may be delivered to the Pool office via the United States Postal Service or overnight mail not later than forty (40) days from the date that the proposed amendment is furnished to the Members by the Pool Board.

Alternatively, any Member may propose an amendment to the By-laws by submitting a copy of the proposed amendment in writing to the Pool Board. The Pool Board shall consider the proposed amendment at the first regular or special meeting of the Pool Board following the receipt of the proposed amendment. If the proposed amendment receives a two-thirds (2/3) affirmative vote of the Pool Board, a copy of the proposed amendment to the By-laws shall be provided to all Members for consideration and the vote of the Members as set forth above. A copy of any such approved amendment shall be sent to all Members.