

CONSTITUTION AND BY-LAWS

ARTICLE I

NAME

This organization shall be known as the "PHILADELPHIA LOSS CONFERENCE and is hereinafter referred to as the "Loss Conference".

OBJECTIVE

The purpose of the Loss Conference is to further the education, provide technical information, developments, and encourage the highest professional standards of conduct among its members.

PROFESSIONAL CONDUCT

All members of the Loss Conference shall comply with and adhere with the Code of Ethics and Antitrust Admonition. The Code of Ethics shall be established and may be amended from time to time by the elected officers of the Loss Conference.

The Loss Conference will be a non-profit organization and its funds will and shall not be used to align with any political body, group, or person to advance the candidacy of any individual or agenda.

ARTICLE II

FULL MEMBERSHIP

Membership shall be limited to principal property loss personal of insurance companies, independent adjustment companies personal who represent the insurance companies, Cause and origin experts, Forensic engineering personal, Defense attorneys, restoration experts. This membership shall carry with it the eligibility to hold office and vote. The offices of President and Vice President shall only be held by Property Loss Adjusters.

HONORARY LIFE MEMBERSHIP

The loss Conference may conferr upon a Regular member of the Loss Conference with the approval and recommendation of the officers, followed by a majority vote of the members at any regularly scheduled meeting. An Honorary Life Member must meet the following requirements:

- A. Individual must be or have been an active member of the Loss Conference
- B. Individual must have attended regularly scheduled educational dinner meetings
- C. Individual must be an active member in good standing for ten (10) years
- D. Individual must have rendered distinctive service to the Loss Conference through participation for a minimum of (10) ten years.

A honorary life member will have all rights and privileges of an active Full membership without payment of dues. Nominations for Honorary life membership shall be made to the President and officers for approval at least 30 days prior to a meeting. No more then (1) one nomination for such membership may be approved in any year.

MEMBERSHIP APPROVAL

Applications for membership shall be made and submitted to the President of the loss conference. A written application with the endorsement of at least one regular member shall be submitted. After approval same shall be submitted to the members at a regularly scheduled meeting. A majority vote of the members at the meeting shall govern.

TERMINATION of MEMBERSHIP

Membership in the Loss Conference shall terminate by (1) voluntary withdrawal, or (2) membership shall terminate, when after notice, such member is in arrears in the payment of dues or any other obligation to the Loss Conference or (3) by the consent of a majority vote of the officers, if the member no longer qualifies as a Regular member as outlined above.

ARTICLE III **ELECTIONS TERMS AND OFFICES**

OFFICERS

The officers of the Loss Conference will be a President, Vice President, Treasurer, and Secretary.

TERMS of OFFICE

The officers shall hold office for a term of one year or until his/her successor has been elected, but no such officer shall hold the same office for more than (2 two consecutive years. A majority vote shall govern all elections.

REMOVAL FROM OFFICE

The Executive Committee for good cause is empowered to depose from office any officers or member of the Loss Conference. Such action will require a Two-Thirds (2/3) majority vote of the Executive Committee and membership.

NOMINATING PROCEDURES

Any Regular Member may be nominated to stand for election to an office of the Loss Conference. Such nomination shall be made at the date and time such nominations are called upon to be made by the President. **No member may be nominated for more than one (1) position per election.**

ELECTION

Officers and other members of the Executive Committee shall be elected at the annual meeting of the Loss Conference to fill terms soon to expire, unless otherwise ordered by resolution or motion duly approved by the Membership.

INDEMNIFICATION

Every elected officer of the Loss Conference shall be indemnified by the Loss Conference against all expenses and liabilities, including counsel fees, incurred or imposed in connection with any legal proceeding to which they may be made a part of, or become involved in by reason of their position past or present. Except in such cases wherein they are adjudged guilty of willful misfeasance of malfeasance in the performance of duties of their office.

The Executive Committee

Members of the Executive Committee shall be elected for a term of (2) two years, two members being elected each year, no such member shall be eligible for nomination or reelection as members of this committee until at least one year after expiration of his/her term of office. The retiring President shall also serve on this committee for (2) two years.

Presidents Duties

The President shall be the Chief Executive Officer of the Loss Conference and preside at all meetings of the Loss Conference; he shall exercise all executive and judicial functions of the loss conference per the Constitution and by-laws; he/she shall appoint such special committees and individuals as directed by a majority vote of the members. He/she shall appoint members to fill vacancies on committees as may exist or as may occur on the Executive Committee until such time as the next regular election. The President shall be an ex-officio member to all committees. In addition, he/she shall require reports at each meeting and as otherwise desired from the committees so appointed and from officers of the Loss Conference. He/She shall provide a monthly report to the members on the status of the Loss Conference and its current and future activities.

VICE PRESIDENTS DUTIES

In the absence of the President the Vice President shall be the chief Executive Officer and shall act as such. In the absence of the President, the Vice President shall preside at all meetings and assume the duties, powers and prerogatives of the office of the President. If the office of the President becomes vacant, the Vice President shall immediately become President.

Secretary's Duties

The Secretary shall be responsible for the recording of all minutes of the Loss Conference, shall direct the management and preservation of the Loss Conference records and attend to the correspondence, meeting notices, electronic communication as the officers and members may direct. Shall perform such duties as may be delegated to him by the President, and shall coordinate and cooperate with the Executive Director.

Treasurers Duties

The Treasurer shall keep account of all monies of the Loss Conference, collect all fees, dues and assessments and pay all bills against the Loss Conference. He/she shall have the custody of the Loss Conference funds and shall keep full and accurate account of receipts and disbursements in books belonging to the Loss Conference. He/She shall deposit all monies and other valuables in the name and to the credit of the Loss Conference in such depositories as may be designated by the Executive Committee and officers of the loss Conference.

The Treasurer shall disburse the funds of the Loss Conference as may be ordered by the Executive Committee, or the President, taking proper vouchers for such disbursements. He/She shall render to the President at the regular meetings or when so requested by the President an account of all his/her transactions as Treasurer and of the financial condition of the Loss Conference.

The Treasurer shall notify the President and Executive Committee no later than 3 months after fees, dues or assessments become payable of the names of the members in arrears.

Executive Committee Duties

The executive committee shall investigate all complaints by members against any Regular member or officer of the Loss Conference. It may after a complaint has been made against any regular member or officer, and the member has filed his defense have a hearing or dismiss the complaint in its entirety. Any disciplinary action, expulsion or decision by the Executive Committee is firm and final.

The Committee shall approve the call for special meetings as may be necessary, investigate qualifications of applicants for membership and determine eligibility of such applications before applicants are submitted to the members for action at a regular meeting. Be kept informed of all matters of finance, make such recommendations to the members as in the judgement of the executive committee what will be in the interest of the association in accordance with the constitution; appoint an acting president in the absence of the President and the Vice President; and if the office of the President, Vice President, Secretary or Treasurer shall become vacant for any cause, shall appoint a successor for the **unexpired term only** .

Active participation of all Officers and Executive Committee members is essential to the operation and well being of the Loss Conference. By a vote of two-thirds (2/3) of the members of the Executive Committee constituting a quorum at a duly scheduled meeting, acting jointly, the Executive Committee will have the exclusive discretion to remove a member of the Executive Committee or an officer of the Loss Conference after two or more unexcused absences from meetings within any calendar year or other non-participation. Excused absences will include illness, family emergency, mandated court appearances, or as otherwise determined by the Executive Committee of the Loss Conference. The Secretary will record all attendance and all absences, both excused and unexcused, at each executive Committee meeting and regular meeting.

ARTICLE IV

DUES AND ASSESSMENTS

Annual Dues

The Annual Dues shall be set in an amount to be determined by the Officers and shall cover the period of Dec 1st through Nov 30th. Notice of any change in the amount of dues shall be given to the members 30 days prior to the annual meeting.

ASSESSMENT

Members may be subject to further assessment as may be required by the Executive Committee and officers subject to the affirmative majority vote of the members at any regular or special meeting.

ARTICLE V

SEAL:

The SEAL of the Loss Conference shall be the Liberty Bell and shall contain underneath of the bell the words “Philadelphia Loss Conference”.

ARTICLE VI STANDING COMMITTEES

There shall be an Executive Committee, a Membership Committee, a Legislative Committee a Nominating Committee, and a Long Range Planning Committee.

The Executive Committee shall consist of the Officers of the Loss Conference two elected members and the past President.

The Membership Committee shall consist of at least (4) members

The Legislative Committee shall consist of at least (3) members

The Nominating Committee shall consist of at least (3) members

The Long Range Planning Committee shall consist of at least (4) members

DUTIES OF STANDING COMMITTEES

The Executive Committee The Executive Committee shall give guidance and advice to the Officers of the Loss Conference. Their Duties are outlined in Article III.

The Membership Committee shall promptly submit to the Executive Committee and officers all applications for regular membership. They shall recruit and secure new members to the Loss Conference. They shall be charged with the duty to seek, recruit, new and additional members of the Loss conference who are qualified and eligible for membership in accordance with the Constitution and By-Laws of the Loss Conference.

The Legislative Committee shall seek, receive and disseminate proposed legislation or regulations which affect the membership. They will recommend to the officers and Loss Conference action and procedure to be followed in any situation or position which should be taken by the Loss Conference regarding same.

The Nominating Committee Shall make nominations for election by the membership of the Loss Conference as specified in Article III.

The Long Range Planning Committee shall study, gather information and make recommendations to the Loss Conference concerning ideas, plans, and projects for the future operations and functioning of the Loss Conference.

ARTICLE VII

MEETINGS OF THE LOSS CONFERENCE

The Loss Conference will have at least 7 educational monthly meetings per year at a time and place determined by the officers of the Loss Conference.

Special meetings may be called by the President or by the Executive Committee or upon written request of ten (10) members of the Association.

Notices of the monthly meeting shall be mailed or electronically mailed to the members no less than 15 days prior to a meeting. Each notice shall provide the place and date of the meeting and shall outline the topic. Notice of a special meeting shall be mailed or electronically mailed no less than thirty (30) days prior to the date of such a meeting. It shall provide the business to be transacted and discussed at the meeting.

A majority of the members registered at any meeting shall constitute a quorum, and a majority vote by those members present shall be necessary to authorize any act of the Loss Conference unless otherwise provided herein.

Voting at any meeting shall be by Regular members present as provided in Article II

ARTICLE VIII

AMENDMENTS

These by-laws may be altered or replaced and new by-laws may be made, by the members or by the Executive Committee ; provided, however, that any by-laws made by the members shall not be altered or repealed by the Executive Committee.

A two-thirds (2/3) vote at any regular or special meeting of the Loss Conference of the membership present, provided notice of any proposed amendment, with copy thereof, has been mailed or by electronic mail to the entire membership of the Loss Conference not less than thirty (30) days in advance of such meeting, together with a notice of the time and place of the meeting at which the proposed action is to be taken.