



**Michigan Township Participating Plan
Quarterly Board of Directors Meeting
February 10, 2021 – 2:00 p.m.
Virtual via TEAMS**

- | | |
|---|--------------------------|
| 1. Call to Order: | Glen Lile, Chairman |
| 2. Roll Call: | Diane Randall, Secretary |
| 3. Review of Bylaw Amendments and letter from Legal Counsel | Glen Lile, Chairman |
| A. Closed Session with Legal Counsel* | |
| 4. General Discussion / Public Comment | |

Adjournment:

****Requires board action***

*****For per diem purposes – this is a 1-day meeting*****



MICHIGAN TOWNSHIP

PARTICIPATING PLAN

*** THE MICHIGAN TOWNSHIP PARTICIPATING PLAN* BYLAWS**

DEFINITIONS:

Par-Plan	Unless the context dictates otherwise, Par-Plan shall mean the Michigan Township Participating Plan, a Michigan Public Act 138 Entity whose principal location is 1700 Opdyke Court, Auburn Hills, Michigan 48326.
Board	Board shall mean the Board of Directors of the Michigan Township Participating Plan.
Member	Member shall mean a local unit of government participating in the Michigan Township Participating Plan.
Member Representative	Member Representative shall mean the Member representation to the Par Plan. A Member representative must be an elected official of the unit of government which is a Member of the Par Plan. If the unit of government does not have elected officials a member of the Board of that unit of government may be its Member Representative to the Par Plan.
Chairman	Chairman shall mean the Chairman of the Par-Plan Board of Directors.
Vice-Chairman	Vice-Chairman shall mean the Vice-Chairman of the Par-Plan Board of Directors.
Secretary	Secretary shall mean the Secretary of the Par-Plan Board of Directors
Program Administrator	Program Administrator shall mean the Program Administrator of the Michigan Township Participating Plan.
Claims	Claims Administrator shall mean the Administrator - person or organization selected by the Program Administrator to service the property and liability losses of the Par-Plan Members.
Executive Committee	Executive Committee shall mean a Committee comprised of the Chairman, Vice-Chairman, and Secretary of the Michigan Township Participating Plan.
Zone	A Zone is a geographic territory as proposed by the Program Administrator and approved by the Board of Directors.

Rules

Rule 1. GENERAL POWERS:

The business and affairs of the Par-Plan shall be managed by its Board except as otherwise provided by statute or by the bylaws.

Rule 2. FISCAL YEAR:

The fiscal year of the Par-Plan will be from July 1st, to June 30th.

Rule 3. SCOPE OF PROTECTION:

A. The Michigan Township Participating Plan, while it operates under the Michigan legislation of Public Act 138, does not operate as a risk pool due to a total transfer of risk to reinsurers/insurers backing the Par-Plan. There is no pooling of risk between members.

B. The Par-Plan chose to adopt the forms and endorsements of conventional insurance protection and to reinsure/insure these coverages 100% as opposed to utilizing a risk pool of member funds to pay individual and collective losses up to a given retention and then to have reinsurance/insurance above that retention amount.

Rule 4. MEMBERS OF THE BOARD OF DIRECTORS:

A. Only Member Representatives are eligible to be members of the Board of Directors of the Par-Plan.

B. The Board of Directors of the Par-Plan shall be comprised of Member Representatives elected; one each from the Par-Plan's Zones.

C. Each zone will be responsible for electing one member to the Par-Plan Board of Directors. These zone elections will follow the guidelines adopted by the Par-Plan election committee.

Rule 5. RESERVE FOR FUTURE USE:

Rule 6. BOARD POWERS:

- A. The Board shall determine the general policy that shall be followed by all committees, officers, agents, and independent contractors employed by the Par-Plan.
- B. The Board shall establish and publish rules to be followed by the Program Administrator and the Board in conduct of its affairs and in the recording of data required by law and sound management.
- C. The Board shall provide in all service contracts executed on behalf of the Par- Plan that such service contracts are terminable for cause upon thirty (30) days written notice.

Rule 7. OFFICERS:

The officers of the Par-Plan shall be elected by the Board and shall consist of a Chairman, Vice-Chairman and Secretary. The officers shall collectively be known as the Executive Committee.

Rule 8. EXECUTIVE COMMITTEE:

The Executive Committee shall provide direction to the Program Administrator on Board policy and should exercise Board powers necessary for prudent management of the Par-Plan until matters requiring Board action can be considered at the next regular meeting. The Program Administrator may contact the Chairman for direction as required on specific daily management matters pertaining to the Par-Plan.

Rule 9. BOARD OF DIRECTOR MEETINGS:

- A. The Par-Plan Board of Directors shall meet a minimum of four (4) times per year at a place and time deemed mutually convenient by the board members.
- B. All Michigan Township Participating Plan meetings will follow "Roberts Rules of Order" except as modified by rules established pursuant to these Bylaws, and all meetings shall comply with the requirements of the Open Meetings Act as it applies to governmental agencies.
- C. A majority of the members of the Board then in office constitutes a quorum for the transaction of business at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The vote of the majority of board members present at a meeting at which a quorum is present constitutes the action of the Board unless the vote of a larger number is required by statutes, the Articles of Incorporation, or these bylaws. Amendment of the bylaws by the Board requires the vote of not less than a majority of the members of the Board then in office.

D. Notice shall be given to all board members eighteen (18) hours prior to each meeting. Any item of Par-Plan business may be considered at such meetings. Special meetings may be called by the Chairman or by a majority of the Board with written notice calculated to give Directors eighteen (18) hours' notice of the agenda for the special meeting. Business conducted at special meetings shall be limited to agenda items.

E. The annual meeting will be held within thirty (30) days of the beginning of the fiscal year.

Rule 10. DUTIES OF THE PROGRAM ADMINISTRATOR:

A. The Program Administrator is responsible for the daily management of the Par-Plan. The Program Administrator shall have general and active management of the business of the Par-Plan. This management includes but is not limited to underwriting, program development, member document issuance and service, general member service, claims administration, new member solicitation, premium collection, distribution of funds to reinsurers/insurers, Par-Plan advertising, coordination and development of Par-Plan loss and risk control services, editor of "The Par-Plan News", official liaison of Par-Plan with media, coordination of regional and statewide membership meetings and convention activities, liaison between the Par-Plan and other groups or associations, and coordinating all Par-Plan board meetings.

B. The Program Administrator shall be ex officio a member of all standing committees.

C. When necessary or proper, the Program Administrator shall endorse on behalf of the Par-Plan for collection, checks, notes and other obligations, and shall deposit them to the credit of the Par-Plan in a designated bank or depository. The Program Administrator shall sign all receipts and vouchers for payment made to the Par-Plan. The Program Administrator shall sign individually on behalf of the Par-Plan or jointly with such other officer as may be designated by the Board of Directors: all checks, promissory notes and other obligations of the Par-Plan when directed by the Board of Directors.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness or other documents issued in the name of the Par-Plan, shall be signed by such officer or officers, program administrator agent or agents of the Par-Plan and in such manner as shall from time to time be determined by resolution of the Board.

D. The Program Administrator will provide to the Board of Directors, at least semiannually, a report with regard to the status of their work for the Par-Plan, problems encountered during the performance of their duties and recommendations for improvements in the performance of the Par-Plan.

E. The Program Administrator or designate shall serve as clerk to the Board and shall attend all Board meetings.

Rule 11. COMMITTEES:

The Board may designate one or more committees each committee must include at least one director. The chairman shall appoint members of a committee. Each member of a committee shall serve at the pleasure of the chairman.

Rule 12. PARTICIPATION BY COMMUNICATION EQUIPMENT:

A member of the Board or of a committee designated by the Board may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Rule 13. COMPENSATION FOR EXPENSES OF PAR-PLAN DIRECTORS AND COMMITTEE MEMBERS:

A. Directors shall serve without salary but, Par-Plan directors and committee members shall be entitled to a per diem and reimbursement of actual expenses, as stipulated by policy, incurred for attendance at meetings of the Par-Plan and its committees. Par-Plan directors and committee members shall be responsible for submitting per diem and expense voucher payments to be made from operating funds to be distributed by the Program Administrator. Compensation for expenses and per-diem shall be set by the Board by two thirds (2/3) vote of the directors serving.

B. To provide funds for the ongoing expenses of the Par-Plan, an annual budget will be used. This budget will address expense areas such as, but not limited to annual meeting, quarterly meetings, committee meetings, advertising, newsletters, etc. The budget will be submitted to the Board of Directors for approval at the annual meeting.

Rule 14. TERMS OF OFFICE FOR DIRECTORS:

A. The Board of Directors will serve for a three-year term of office. The term of office will begin July 1st and end on June 30th at the expiration of the Director's three-year term.

B. Eligibility: Should any Director's governmental entity cease to be a member of the Michigan Township Participating Plan, said director will cease to be a Director or Committee Member. Any Director who no longer holds office in his or her member entity will cease to be a Director or Committee Member. The exception to this rule may be the Fire, EMS and Law Enforcement Committees which may include technical representatives in the industry.

Rule 15. TERMINATION OF APPOINTMENTS AND REMOVAL OF OFFICERS:

A. Persons holding committee appointments shall notify the committee chairperson when unable to attend a scheduled meeting. Three (3) unexplained absences in one (1) year shall require the Chairman to request the Board of Directors to remove said person and appoint a successor on that committee.

B. The Chairman of the Board of Directors shall request the resignation of any director failing to attend three (3) regular meetings of the Par-Plan in anyone (1) year. In the event a resignation is not tendered, the Board shall consider removal of the director at the next regular meeting.

C. A director may be removed from office with cause, whenever in the board's judgment, the best interests of the Par-Plan would be served thereby. Such removal shall be made by a 3/4 vote of the Par-Plan Board of Directors serving.

D. At the discretion of the Par Plan Board of Directors, vacancies may be filled at the next regular election for the remainder of the current zone term or the Par Plan Board may make an appointment to complete the remainder of the current zone term, by the majority vote of the board.

Rule 16. CHAIRMAN:

The Chairman shall be the head of the Par-Plan Board of Directors but may from time to time delegate all or any part of duties to the Vice- Chairman. The Chairman shall preside at all meetings of the Directors and may sign and execute all contracts, checks and other obligations with his/her facsimile signature in the name of the Corporation when so authorized by the Board.

The vote of the Board may be waived, if waiting for a vote would prevent the continued operation of business. There will be a good faith effort to get a consensus from the Executive Committee, however that consensus must be presented to the board at their next meeting.

Rule 17. VICE-CHAIRMAN:

The Vice-Chairman shall act as the Chairman when the Chairman has delegated all or any part of the Chairman's duties, for any reason, or is unable to perform the duties as Chairman.

Rule 18. SECRETARY:

The Secretary or Program Administrator if so requested shall attend all meetings of the Board and record all votes and the minutes of all proceedings in a book to be kept for the purpose; and shall perform like duties for the standing committees when required.

The Secretary or Program Administrator shall attend to the giving, serving, and receiving of all notices or process of or against the Par-Plan. The Secretary or Program Administrator may sign checks on behalf of the corporation, when so authorized by the Board. The Secretary or Program Administrator has charge of all books and records which at all reasonable times shall be open to inspection and examination of the Board or any member thereof. The Secretary or Program Administrator shall further perform all duties of the office of Secretary as provided by the Articles of Incorporation. The Secretary or Program Administrator shall be sworn to the faithful discharge of duties. The Secretary, with approval of the Board of Director's, may appoint a Deputy Secretary who shall possess all the powers and may perform all the duties of the Secretary except, if the Deputy Secretary is not a member of the Board of Directors, the Deputy shall not sit on the Par-Plan's Board of Directors and vote in the absence of the Secretary.

Rule 19. CONFLICT OF INTEREST:

A Director who has a direct interest in any matter before the Board, shall disclose his or her interest prior to the Par-Plan taking any action with respect to the matter, which disclosure shall become a part of the record of the Board's official proceedings, and the interested Director shall further refrain from participation in the Board's proceedings relating to the matter.

Rule 21. MEMBER REPRESENTATIVES AND CONTACT PERSONS:

- A. A Member representative shall be the Member's representation to the Par Plan.
- B. Each Member shall also designate a Contact Person to the Par Plan who shall be responsible to the Member for implementation of all loss control measures and for execution of the duties imposed on the Members by the Cooperative Action Agreement, these Bylaws and the rules established thereunder.
- C. A Member may designate a single person to act as Member Representative and Contact Person.

Rule 22. ZONE ELECTIONS:

The Par-Plan members of a given zone are responsible for electing one director to serve on the Par-Plan Board. This election shall take place prior to the first quarterly meeting. Each Par-Plan member is entitled to one vote. Procedures and eligibility for such election will be determined by the election committee.

Rule 23. GENERAL UNDERWRITING CRITERIA:

A. Members shall be limited to all Townships, all Villages, and any other governmental entities that are small in size and scope of operation which the Program Administrator determines to be acceptable to the program, such as but not limited to: ambulance authorities, fire protection districts, library boards, housing authorities, and small cities and small counties.

B. Prior loss experience shall be the primary consideration for the Program Administrator in adding new members into the Par-Plan.

C. The Program Administrator will review and evaluate unusual exposures and be prepared to have any such exposures insured outside the Par-Plan.

D. Applicants must support and implement loss reduction and control measures.

E. The Program Administrator will report to the Board reasons for recommending acceptance or a denial of membership to an applicant if called upon to do so by the Board. All new members shall be approved by the Board at the annual meeting.

Rule 24. MEMBER NONCOMPLIANCE:

The Program Administrator shall serve written Notice of Noncompliance on a Member when any of these conditions exist:

1. Failure by a Member to correct the items in Program Administrator's written Notice of Deficiency in operations or facilities without showing an alternative. The Board shall determine the sufficiency of any proposed alternative.

2. Failure by a Member to adopt and implement an effective incident reporting system. The Board has jurisdiction herein.

3. Failure by a Member to report to the Claims Administrator as promptly as possible all incidents which could result in the Par-Plan being required to consider a claim for casualty or property losses to municipal property or injuries to persons or property within the scope of loss protection under-taken by the Par-Plan, including, but not limited to:

Hospitalization of more than Four (4) weeks. (b). Deaths. (c). Serious crushing injuries. (d). Serious burns. (e). Serious brain injuries. (f). Any loss of limbs or use thereof. The Board has jurisdiction herein.

Rule 25. PROCEDURE AND HEARINGS:

A. The Program Administrator, when directing a Notice of Noncompliance, shall advise the Executive Committee of the facts and recommend to them that sanctions be imposed upon a Member for noncompliance to the contractual agreements and rules of the Par-Plan. At the request of the Member, the Board of Directors shall accord a hearing within thirty (30) days.

B. If a Member disagrees with the Program Administrator's statement of facts, the Member shall request an Executive Committee hearing. Failure to request a committee hearing will constitute agreement to the facts.

C. HEARINGS:

Any Member aggrieved by a Notice of Noncompliance may request a hearing thereon:

1. Within two (2) weeks of receipt of Notice, Member may request a Hearing before the Executive Committee.

2. The Program Administrator shall notify, in writing by certified mail, the Committee and Member of a mutually convenient time and place within two (2) weeks. The Hearing shall be held within ten (10) days of said Notice.

3. The Chairman shall preside at the Hearing and allot sufficient time to the Member and the Program Administrator to fully inform the Committee of the facts.

4. The Committee's determination of facts shall be binding for all matters.

5. The Committee shall forward its findings of fact and recommend disposition to the Board for action within thirty (30) days of final hearing date.

D. At the close of hearings or where no hearing is requested, Board action shall be taken within thirty (30) days of receipt of notice by the Executive Committee.

Rule 26. SANCTIONS:

A. Should the Board of Directors determine that termination of protection is warranted, then such termination shall be preceded by a thirty (30) day written notice by certified mail to the member. At the request of the Member and prior to the effective date of termination, a hearing shall be accorded the Member by the Board of Directors.

B. Sanctions, other than termination, that may be taken by the Board of Directors to avoid termination can include an increase in premium.

1. To fund separately placed insurance or reinsurance, when, in the opinion of the Program Administrator, such exposure(s) should not be retained in the Par-Plan program.

C. Cancellation may be warranted due to a radical exposure change, such as but not limited to:

1. Failure by the governing body to support actively the Risk Control policies of the Par-Plan.

2. The establishing or acquisition of proprietary activities involving high risks (i.e. amusement parks, sports arenas, etc.) and failure to pay the increased premium required to fund such exposures outside the normal treaties of the Par Plan.

D. Non-Payment of Premium:

1. Should a member let coverage lapse for non-payment of premium, reinstatement into the program is allowed only with approval of such reinstatement by the Program Administrator.

Rule 27. AMENDMENTS:

These bylaws may be altered or amended or repealed by the affirmative vote of the Board then in office at any regular or special meeting called for that purpose.

I HEREBY CERTIFY that the above bylaws were adopted the ____ day of _____.

MTPP Secretary

Amended January 27, 1988	Amended July 13, 2013
Amended April 2, 1993	Amended July 30, 2015
Amended January 24, 1995	Amended January 19, 2016
Amended January 23, 1996	Amended July 26, 2018
Amended January 20, 1998	
Amended October 11, 2006	
Amended January 22, 2007	
Amended January 08, 2008	
Amended April 17, 2008	
Amended January 27, 2009	
Amended July 16, 2009	
Amended July 15, 2010	
Amended July 14, 2011	
Amended July 11, 2012	



MICHIGAN TOWNSHIP

PARTICIPATING PLAN

*** THE MICHIGAN TOWNSHIP PARTICIPATING PLAN* BYLAWS**

DEFINITIONS:

Par-Plan	Unless the context dictates otherwise, Par-Plan shall mean the Michigan Township Participating Plan, a Michigan Public Act 138 Entity whose principal location is 1700 Opydyke Court, Auburn Hills, Michigan 48326.
Board	Board shall mean the Board of Directors of the Michigan Township Participating Plan.
Member	Member shall mean a local unit of government participating in the Michigan Township Participating Plan.
Member Representative	Member Representative shall mean the Member representation to the Par Plan. A Member representative must be an elected official of the unit of government which is a Member of the Par Plan. If the unit of government does not have elected officials a member of the Board of that unit of government may be its Member Representative to the Par Plan.
ChairmanChairperson	ChairmanChairperson shall mean the ChairmanChairperson of the Par-Plan Board of Directors.
Vice-ChairmanChairperson	Vice-ChairmanChairperson shall mean the Vice-ChairmanChairperson of the Par-Plan Board of Directors.
Secretary	Secretary shall mean the Secretary of the Par-Plan Board of Directors
Program Administrator	Program Administrator shall mean the <u>individual person selected by the board to administrate the daily business on behalf of the board of the Program Administrator of the</u> Michigan Township Participating Plan.
Associate Administrator	<u>Associate Administrator may be appointed by the Administrator and shall perform the duties assigned by the Administrator.</u>
Claims	Claims Administrator shall mean the Administrator - person or organization selected by the Program Administrator Board of Directors to service the property and liability losses of the Par-Plan Members.
Executive Committee	Executive Committee shall mean a Committee comprised of the ChairmanChairperson, Vice-ChairmanChairperson, and Secretary of the Michigan Township Participating Plan.
Zone	A Zone is a geographic territory as proposed by the Program Administrator and approved by the Board of Directors.

Formatted: Right: 0.54", Space Before: 9.95 pt, Line spacing: Multiple 1.07 li, Tab stops: 0.45", Left
Formatted Table

Rules

Rule 1. GENERAL POWERS:

The business and affairs of the Par-Plan shall be managed by its Board except as otherwise provided by statute or by the bylaws.

Rule 2. FISCAL YEAR:

The fiscal year of the Par-Plan will be from July 1st, to June 30th.

Rule 3. SCOPE OF PROTECTION:

A. The Michigan Township Participating Plan, while it operates under the Michigan legislation of Public Act 138, does not operate as a risk pool due to a total transfer of risk to reinsurers/insurers backing the Par-Plan. There is no pooling of risk between members.

B. The Par-Plan chose to adopt the forms and endorsements of conventional insurance protection and to reinsure/insure these coverages 100% as opposed to utilizing a risk pool of member funds to pay individual and collective losses up to a given retention and then to have reinsurance/insurance above that retention amount.

Rule 4. MEMBERS OF THE BOARD OF DIRECTORS:

A. Only Member Representatives are eligible to be members of the Board of Directors of the Par-Plan.

B. The Board of Directors of the Par-Plan shall be comprised of elected Member Representatives ~~elected~~; one each from the Par-Plan's Zones.

C. Each zone will be responsible for electing one member to the Par-Plan Board of Directors. These zone elections will follow the guidelines adopted by the Par-Plan election committee.

Rule 5. RESERVE FOR FUTURE USE:

Commented [DC1]: Need to elaborate on whether the individual needs to be an elected official before being elected as a MTPP board member.

Rule 6. BOARD POWERS:

- A. The Board shall determine the general policy that shall be followed by all committees, officers, agents, and independent contractors employed by the Par-Plan.
- B. The Board shall establish and publish rules to be followed by the Program Administrator and the Board in conducting ~~ing the program~~-of its affairs and in the recording of data required by law and ~~sound management~~board policies.
- C. The Board shall provide in all service contracts executed on behalf of the Par- Plan that such service contracts are terminable for cause upon thirty (30) days written notice.

Rule 7. OFFICERS:

The officers of the Par-Plan shall be elected by the Board and shall consist of a ~~Chairman~~Chairperson, Vice-~~Chairman~~Chairperson and Secretary. The officers shall collectively be known as the Executive Committee.

Rule 8. EXECUTIVE COMMITTEE:

The Executive Committee shall provide direction to the Program Administrator on Board policy and should exercise Board powers necessary for prudent management of the Par-Plan until matters requiring Board action can be considered at the next regular meeting. The Program Administrator ~~may~~ shall contact the ~~Chairman~~Chairperson first for direction ~~as-if~~ required on specific daily management matters pertaining to the Par-Plan.

Rule 9. BOARD OF DIRECTOR MEETINGS:

- A. The Par-Plan Board of Directors shall meet a minimum of four (4) times per year at a place and time deemed mutually convenient by the board members.
- B. All Michigan Township Participating Plan meetings will follow "Roberts Rules of Order" except as modified by rules ~~established~~ agreed to pursuant to these Bylaws, and all meetings shall comply with the requirements of the Open Meetings Act as it applies to governmental agencies.
- C. A majority of the members of the Board then in office constitutes a quorum for the transaction of business at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The vote of the majority of board members present at a meeting at which a quorum is present constitutes the action of the Board unless the vote of a larger number is required by statutes, the Articles of Incorporation, or these bylaws. Amendment of the bylaws by the Board requires the vote of not less than a majority of the members of the Board then in office.

Commented [DC2]: The committee recommends all board members read through Roberts Rules of Order and become more familiar with the processes.

D. Notice shall be given to all board members ~~five (5) days~~eighteen (18) hours prior to each meeting. Notice shall be give to all board members eighteen (18) hours before any special meeting. -Any item of Par-Plan business may be considered at such meetings. Special meetings may be called by the ~~Chairman~~Chairperson or by a majority of the Board with written notice calculated to give Directors eighteen (18) hours' notice of the agenda for the special meeting. Business conducted at special meetings shall be limited to agenda items.

E. The annual meeting will be held within thirty (30) days of the beginning of the fiscal year.

Rule 10. DUTIES OF THE PROGRAM ADM-INISTRATOR AND ASSOCIATE ADMINISTRATOR :

A. The Program Administrator is responsible for the daily management of the Par-Plan. The Program Administrator shall have general and active management of the business of the Par-Plan. This management includes but is not limited to ~~underwriting, program development, member document issuance and service, general member service, claims administration, new member solicitation, premium collection, distribution of funds to reinsurers/insurers, Par-Plan advertising, coordination and development of Par-Plan loss and risk control services~~, editor of "The Par-Plan News", official liaison of Par-Plan with media, coordination of regional and statewide membership meetings and convention activities, liaison between the Par-Plan and other groups or associations, and coordinating all Par-Plan board meetings.

B. The Program Administrator shall be ~~ex-officio a non-voting~~ member of all ~~standing~~ committees. The Program Administrator if so requested, by the chairperson of the Board, shall attend all meetings of the Board in person and record all votes and the minutes of all proceedings in a book to be kept for the purpose; and shall perform like duties for the standing committees when required.

~~B.~~ The Program Administrator shall attend to the giving, serving, and receiving of all notices or process of or against the Par-Plan. The Program Administrator may sign checks on behalf of the corporation, when so authorized by the Board. The Program Administrator has charge of all books and records which at all reasonable times shall be open to inspection and examination of the Board or any member thereof.

C. When necessary ~~or~~ and proper, the Program Administrator shall endorse on behalf of the Par-Plan for collection, checks, notes and other obligations, and shall deposit them to the credit of the Par-Plan in a designated bank or depository. The Program Administrator shall sign all receipts and vouchers for payment made to the Par-Plan. The Program Administrator shall sign individually on behalf of the Par-Plan or jointly with such other officer as may be designated by the Board of Directors: all checks, promissory notes and other obligations of the Par-Plan when directed by the Board of Directors.

All checks, drafts or other orders for payment of money, notes or other

Formatted: Left

evidences of indebtedness or other documents issued in the name of the Par-Plan, shall be signed by such officer or officers, program administrator agent or agents of the Par-Plan and in such manner as shall from time to time be determined by resolution of the Board.

D. The Program Administrator will provide to the Board of Directors, at least semiannually, at annual and January board meetings, a written ~~a~~ report with regard to the status of their work for the Par-Plan, problems encountered during the performance of their duties and recommendations for improvements in the performance of the Par-Plan.

D-E. The Administrator, with approval of the Board of Director's, may appoint an Associate Administrator who shall perform the duties assigned by the Administrator except, the Associate Administrator is not a member of any boards or committees.

E-F. The Program Administrator or designate shall serve as clerk to the Board and shall attend all Board meetings.

Rule 11. COMMITTEES:

The Board may designate one or more committees each committee must include ~~at least one~~ director's. The ~~chairman~~ chairperson shall appoint members of a committee. Each member of a committee shall serve at the pleasure of the ~~chairman~~ chairperson.

Rule 12. PARTICIPATION BY COMMUNICATION EQUIPMENT:

When approved by the chairperson A member of the Board or of a committee designated by the Board may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Rule 13. COMPENSATION FOR EXPENSES OF PAR-PLAN DIRECTORS AND COMMITTEE MEMBERS:

A. Directors shall serve without salary but, Par-Plan directors and committee members shall be entitled to a ~~per diem~~ stipend per meeting and reimbursement of actual expenses, as stipulated by policy, incurred for attendance at meetings of the Par-Plan and its committees. Par-Plan directors and committee members shall be responsible for submitting ~~per diem and~~ their expense ~~voucher~~ report. payments to be made from operating funds to be distributed by the Program Administrator. Compensation for expenses and ~~per diem~~ stipend shall be set by the Board by two thirds (2/3) vote of the directors serving.

B. To provide funds for the ongoing expenses of the Par-Plan, an annual budget will be used. This budget will address expense areas such as, but not limited to annual meeting, quarterly meetings, committee meetings, advertising, newsletters, etc. The budget will be submitted to the Board of Directors for approval at the annual meeting.

Rule 14. TERMS OF OFFICE FOR DIRECTORS:

Formatted: Font color: Auto, Character scale: 100%

A. The Board of Directors will serve for a three-year term of office. The term of office will begin July 1st and end on June 30th at the expiration of the Director's three-year term. At the discretion of the Par Plan Board of Directors, vacancies may be filled at the next regular election for the remainder of the current zone term or the Par Plan Board may make an appointment to complete the remainder of the current zone term, by the majority vote of the board.

Formatted: Right: 0", Line spacing: single, Tab stops: Not at 1.27"

Commented [DC3]: Added 15D

B. Eligibility: Should any Director's governmental entity cease to be a member of the Michigan Township Participating Plan, said director will cease to be a Director or Committee Member. Any Director who no longer holds office in his or her member entity will cease to be a Director or Committee Member. The exception to this rule may be the Fire, EMS and Law Enforcement Committees which may include technical representatives in the industry.

Rule 15. TERMINATION OF APPOINTMENTS AND REMOVAL OF OFFICERS:

A. Persons holding committee appointments shall notify the committee chairperson when unable to attend a scheduled meeting. Three (3) unexplained absences in one (1) year shall require the ~~Chairman~~Chairperson to request the Board of Directors to remove said person, and the chairperson shall appoint a successor on that committee.

B. The ~~Chairman~~Chairperson of the Board of Directors shall request the resignation of any director failing to attend three (3) unexcused regular meetings of the Par-Plan ~~in during anyone (1) year~~the director's three (3) year term. In the event a resignation is not tendered, the Board shall consider removal of the director at the next regular meeting.

C. A director may be removed from office with cause, whenever in the board's judgment, the best interests of the Par-Plan would be served thereby. Such removal shall be made by a ~~3/4th~~ vote of the Par-Plan Board of Directors serving.

~~D.A. At the discretion of the Par-Plan Board of Directors, vacancies may be filled at the next regular election for the remainder of the current zone term or the Par-Plan Board may make an appointment to complete the remainder of the current zone term, by the majority vote of the board.~~

Rule 16. ~~CHAIRMAN~~CHAIRPERSON:

The ~~Chairman~~Chairperson shall be the head of the Par-Plan Board of Directors but may from time to time delegate all or any part of their duties to the Vice- ~~Chairman~~Chairperson. The ~~Chairman~~Chairperson shall preside at all meetings of the Directors and may sign and execute all contracts, checks and other obligations with his/her facsimile signature in the name of the Corporation when so authorized by the Board.

The vote of the Board may be waived, if waiting for a vote would prevent the continued operation of business. There will be a ~~good faith effort to get a~~ consensus from the Executive Committee, ~~however and~~ that consensus must be presented to the board at their next meeting.

Rule 17. VICE-~~CHAIRMAN~~CHAIRPERSON:

The Vice-~~Chairman~~Chairperson shall act as the ~~Chairman~~Chairperson when the ~~Chairman~~Chairperson is unable to perform the duties as chairperson. has delegated all or any part of the Chairman's duties, for any reason, or is unable to perform the duties as Chairman.

Rule 18. SECRETARY:

~~The Secretary or Program Administrator if so requested shall attend all meetings of the Board and record all votes and the minutes of all proceedings in a book to be kept for the purpose; and shall perform like duties for the standing committees when required. The Secretary or Program Administrator shall attend to the giving, serving, and receiving of all notices or process of or against the Par Plan. The Secretary or Program Administrator may sign checks on behalf of the corporation, when so authorized by the Board. The Secretary or Program Administrator has charge of all books and records which at all reasonable times shall be open to inspection and examination of the Board or any member thereof. The Secretary or Program Administrator shall further perform all duties of the office of Secretary as provided by the Articles of Incorporation. The Secretary or Program Administrator shall be sworn to the faithful discharge of duties. The Secretary, with approval of the Board of Directors, may appoint a Deputy Secretary who shall possess all the powers and may perform all the duties of the Secretary except, if the Deputy Secretary is not a member of the Board of Directors, the Deputy shall not sit on the Par Plan's Board of Directors and vote in the absence of the Secretary.~~

Rule 19. CONFLICT OF INTEREST:

A Director who has a direct interest in any matter before the Board, shall disclose his or her interest prior to the Par-Plan taking any action with respect to the matter, which disclosure shall become a part of the record of the Board's official proceedings, and the interested Director shall further refrain from participation in the Board's proceedings relating to the matter.

Rule 20. ELECTION OF PAR PLAN OFFICERS:

Par-Plan officers shall be elected by majority vote of the Board of Directors annually. No director shall serve more than two (2) consecutive terms in any one office as ~~Chairman~~Chairperson, Vice ~~Chairman~~Chairperson or Secretary.

Rule 21. MEMBER REPRESENTATIVES AND CONTACT PERSONS:

- A. A Member representative shall be the Member's representation to the Par Plan.
- B. Each Member shall also designate a Contact Person to the Par Plan who shall be responsible to the Member for implementation of all loss control measures and for execution of the duties imposed on the Members by the Cooperative Action Agreement, these Bylaws and the rules established thereunder.
- C. A Member may designate a single person to act as Member Representative and Contact Person.

Rule 22. ZONE ELECTIONS:

The Par-Plan members of a given zone are responsible for electing one director to serve on the Par-Plan Board. This election shall take place prior to the first quarterly meeting. Each Par-Plan member is entitled to one vote. Procedures and eligibility for such election will be determined by the election committee.

Rule 23. GENERAL UNDERWRITING CRITERIA:

- A. Members shall be limited to all Townships, all Villages, and any other governmental entities that are small in size and scope of operation which the Program Administrator determines to be acceptable to the program, such as but not limited to: ambulance authorities, fire protection districts, library boards, housing authorities, and small cities and small counties.
- B. Prior loss experience shall be the primary consideration for the Program Administrator in adding new members into the Par-Plan.
- C. The Program Administrator will review and evaluate unusual exposures and be prepared to have any such exposures insured outside the Par-Plan.
- D. Applicants must support and implement loss reduction and control measures.
- E. The Program Administrator will report to the Board reasons for recommending acceptance or a denial of membership to an applicant if called upon to do so by the Board. All new members shall be approved by the Board at the annual meeting.

Rule 24. MEMBER NONCOMPLIANCE:

The Program Administrator shall serve written Notice of Noncompliance on a Member when any of these conditions exist:

- 1. Failure by a Member to correct the items in Program Administrator's written Notice of Deficiency in operations or facilities without showing an alternative. The Board shall determine the sufficiency of any proposed alternative.
- 2. Failure by a Member to adopt and implement an effective incident reporting system. The Board has jurisdiction herein.
- 3. Failure by a Member to report to the Claims Administrator as promptly as possible all incidents which could result in the Par-Plan being required to consider a claim for casualty or property losses to municipal property or injuries to persons or property within the scope of loss protection under-taken by the Par-Plan, including, but not limited to:

Hospitalization of more than Four (4) weeks. (b). Deaths. (c). Serious crushing injuries. (d). Serious burns. (e). Serious brain injuries. (f). Any loss of limbs or use thereof. The Board has jurisdiction herein.

Rule 25. PROCEDURE AND HEARINGS:

A. The Program Administrator, when directing a Notice of Noncompliance, shall advise the Executive Committee of the facts and recommend to them that sanctions be imposed upon a Member for noncompliance to the contractual agreements and rules of the Par-Plan. At the request of the Member, the Board of Directors shall accord a hearing within thirty (30) days.

B. If a Member disagrees with the Program Administrator's statement of facts, the Member shall request an Executive Committee hearing. Failure to request a committee hearing will constitute agreement to the facts.

C. HEARINGS:

Any Member aggrieved by a Notice of Noncompliance may request a hearing thereon:

1. Within two (2) weeks of receipt of Notice, Member may request a Hearing before the Executive Committee.

2. The Program Administrator shall notify, in writing by certified mail, the Committee and Member of a mutually convenient time and place within two (2) weeks. The Hearing shall be held within ten (10) days of said Notice.

3. The ~~Chairman~~Chairperson shall preside at the Hearing and allot sufficient time to the Member and the Program Administrator to fully inform the Committee of the facts.

4. The Committee's determination of facts shall be binding for all matters.

5. The Committee shall forward its findings of fact and recommend disposition to the Board for action within thirty (30) days of final hearing date.

D. At the close of hearings or where no hearing is requested, Board action shall be taken within thirty (30) days of receipt of notice by the Executive Committee.

Rule 26. SANCTIONS:

A. Should the Board of Directors determine that termination of protection is warranted, then such termination shall be preceded by a thirty (30) day written notice by certified mail to the member. At the request of the Member and prior to the effective date of termination, a hearing shall be accorded the Member by the Board of Directors.

B. Sanctions, other than termination, that may be taken by the Board of Directors to avoid termination can include an increase in premium.

1. To fund separately placed insurance or reinsurance, when, in the opinion of the Program Administrator, such exposure(s) should not be retained in the Par-Plan program.

C. Cancellation may be warranted due to a radical exposure change, such as but not limited to:

1. Failure by the governing body to support actively the Risk Control policies of the Par-Plan.

2. The establishing or acquisition of proprietary activities involving high risks (i.e. amusement parks, sports arenas, etc.) and failure to pay the increased premium required to fund such exposures outside the normal treaties of the Par Plan.

D. Non-Payment of Premium:

1. Should a member let coverage lapse for non-payment of premium, reinstatement into the program is allowed only with approval of such reinstatement by the Program Administrator.

Commented [DC4]: Requires legal review. Committee requested it to be separate contracted administrative company and program administrator duties.

Rule 27. AM ENDMENTS:

These bylaws may be altered or amended or repealed by the affirmative vote of the Board then in office at any regular or special meeting called for that purpose.

I HEREBY CERTIFY that the above bylaws were adopted the ___ day of _____.

Commented [DC5]: Need to make new amend date. Revamp to include table with margins etc.

MTPP Secretary _____ (date)

Amended January 27, 1988	Amended July 13, 2013
Amended April 2, 1993	Amended July 30, 2015
Amended January 24, 1995	Amended January 19, 2016
Amended January 23, 1996	Amended July 26, 2018
Amended January 20, 1998	
Amended October 11, 2006	
Amended January 22, 2007	
Amended January 08, 2008	
Amended April 17, 2008	
Amended January 27, 2009	
Amended July 16, 2009	
Amended July 15, 2010	
Amended July 14, 2011	
Amended July 11, 2012	

Formatted Table