

RPA Bylaws

AMENDED BYLAWS OF SOCIETY OF REGISTERED PROFESSIONAL ADJUSTERS, INC.

ARTICLE I

NAME AND OBJECT

Section 1. Name. This organization shall be known as Society of Registered Professional Adjusters, Inc. and is hereinafter referred to as the “Society.”

Section 2. Object. The objectives and purposes of the Society shall be to provide education and experience-based criteria for the professional registration of insurance loss and claims adjusters, Third-Party Administrators and their supervisors, managers, trainers and/or educators.

Section 3. Professional Conduct. All members of the Society shall comply with the Code of Ethics, which shall set out the conduct expected of members. The Code shall be established and may be amended from time to time by the Board of Directors by Resolution.

Section 4. Nonprofit Organization. The Society shall not be operated for profit, and its funds may not be used to align with any political body, group or person to advance the candidacy of any individual.



ARTICLE II

MEMBERSHIP

Section 1. Regular Membership. Any individual who is working as an Insurance Adjuster, Third Party Administrator or as a supervisor, manager, trainer or educator of Insurance Adjusters or Third-Party Administrators either (i) exclusively in the representation of insurance companies and/or self-insured entities, or (ii) for a not-for-profit insurance industry support organization, shall be eligible to be considered for regular membership provided such person satisfies the educational and experience criteria established by the Society, possesses personal and other qualifications for membership in the discretion of the Membership Committee, and is not less than eighteen years of age at the time he or she makes application.

Section 2. Lifetime and Honorary Membership. The Board of Directors shall have the power to grant Honorary or Lifetime Membership to Regular Members or other individuals, based on criteria established by the Board. Honorary and Lifetime Members shall not have a right to vote, but with that exception, shall have the same privileges as Regular Members without having to pay dues or assessments, or maintain continuing CE credits.

Section 3. Agreement to Honor Bylaws and Rules. Every member, upon application and as a condition to membership in the Society, agrees to be bound by these Bylaws, as may be amended from time to time, and all other rules and regulations of the Society. Further, each member specifically agrees that in the event he or she no longer qualifies for membership in the Society, the member will cease to publicly hold himself or herself out as being a Society member and will cease using the description "RPA" on letterhead, professional cards, other business literature, or in any other fashion.

Section 4. Personal Qualifications. Prior to voting upon each application, the Membership Committee shall give due consideration to the following qualifications: (1) the personal character and reputation of the applicant; (2) the nature, character and reputation of the applicant's business; and (3) the character and reputation of the applicant's employer and associates. No person shall be eligible for any class of membership if he or she or it is a member of or is associated with a person or entity whose objectives, goals and/or operations are adverse to the purposes of the Society.



Section 5. Membership Approval. Applications for membership shall be submitted to the Society at an address designated by the Board of Directors on a Membership Application Form approved by the Board of Directors. Applications shall be reviewed and voted upon by the Membership Committee and, if found satisfactory, submitted to the Board of Directors for approval.

Section 6. Termination/Sanctions.

1. Membership in the Society shall be terminated at the exclusive authority of the board of directors if a member: (1) fails to pay dues or satisfy any other monetary obligation to the Society, or (2) fails to obtain the minimum number of continuing education credits required by the Society or (3) fails to maintain the personal qualifications that originally qualified the individual for consideration for membership or commits a violation of the Code of Ethics, or (4) ceases working as an Insurance Adjuster, Third Party Administrator, supervisor, manager, trainer or educator of such adjusters or TPAs either (i) exclusively in the representation of insurance companies and/or self-insured entities, or (ii) for a not-for-profit insurance industry support organization, provided however, that the Board of Directors, in its exclusive discretion, may grant an exception to the rule in subsection (4) to a member who submits a petition demonstrating good cause why such exception should be granted.

1. **b.** Upon the recommendation of the Ethical Practices and Grievances Committee, the Board of Directors may place on probation, censure, suspend, or terminate the membership of any member. Upon receipt and after initial review of the circumstances, the Board may temporarily suspend the membership of any member pending evaluation by the Ethics Practices and Grievances Committee. Actions requiring referral to the Ethical Practices and Grievances Committee shall include: (1) falsification or misrepresentation in an application for membership; (2) conduct in a manner prejudicial to the good name or best interests of the Society; (3) exhibited traits of character or conduct inconsistent with the qualifications for membership; or (4) other questionable conduct. Following an evaluation of the information by the Ethical Practices and Grievances Committee and upon its recommendation, the Board shall provide the member in question with due notice, a hearing and an opportunity to be heard. A majority vote of the Board in a duly constituted meeting, shall be sufficient to place on probation, censure, suspend or terminate a member.

Section 7. Reinstatement. Any former member may be reinstated as a member of the Society at the discretion of a majority of the Board provided, that: 1) if such former member was in arrears in the payment of dues or other financial obligations to the Society at the time of his or her termination, the



former member shall be required to pay to the Society all such arrears as a condition to reinstatement, unless the Board, by majority vote and for good cause, shall waive the payment thereof, 2) such former member must have completed any continuing education requirements that were not completed at the time of his or her termination, and 3) satisfy any other requirements that the Board has established by resolution or otherwise (prior to receipt of the application for reinstatement) for reinstatement.

Section 8. Membership Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the Society by its members.



ARTICLE III

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Society shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors shall be between six and twelve as determined by the Board of Directors from time to time. Directors shall serve three-year terms and shall hold office until the expiration of the director's term of office or, if later, until his/her successor shall have been elected and qualified. However, Directors elected in March of 2005 shall be elected for one, two- or three-year terms as determined by the Board of Directors; thereafter, terms for newly elected directors shall be three years. There is no limit on the number of consecutive terms a director may serve on the Board of Directors.

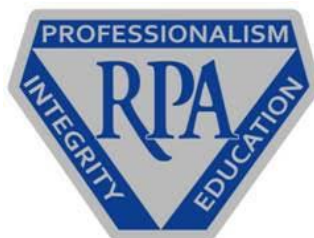
Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held, without other notice than this bylaw, on the first Friday in the month of March each year at the principal office of the Society or at such other time and place as the Board of Directors may determine by appropriate resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven days previously thereto by written notice delivered personally or sent by mail or facsimile to each director at his/her address as shown by the records of the Society. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by facsimile, such notice shall be deemed to be delivered when the facsimile is sent to the director. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 6. Quorum. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.



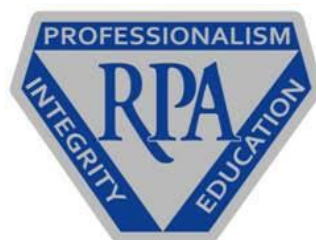
Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services but expenses may be reimbursed by resolution of the Board of Directors, if it decides to do so. Nothing herein contained shall be construed to preclude any director from serving the Society in any other capacity and receiving compensation therefor.

Section 10. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 11. Election. The Board of Directors of the Society shall be elected by a majority vote of the directors then in office.

Section 12. Indemnification. Each director shall be indemnified by the Society, to the fullest extent not prohibited by law, against all expenses and liabilities, including counsel fees, reasonably incurred or imposed in connection with any legal proceeding to which they may be made a party, or become involved in by reason of their position as a past or present director.



ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Society shall be a chairman of the board, a president, a secretary, and a treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the Society shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

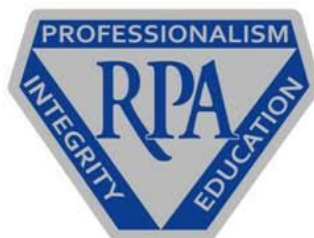
Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Society would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chairman of the Board. The chairman of the board shall preside at all meetings of the Board of Directors at which he shall be present. He shall have and may exercise such powers and perform such other duties as are, from time to time, assigned to him by the Board and as may be provided by law. The chairman of the board shall have primary responsibility for public relations and shall automatically be a member of the membership committee. If there is no president appointed, or to the extent directed by the Board, the chairman of the board shall perform the duties of the president.

Section 6. President. The president shall in general supervise and control the business and affairs of the Society. The president may sign any deeds, mortgages, bonds, contracts, or other negotiable instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Society. In general, the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

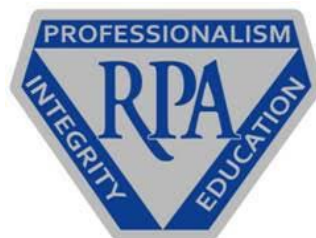
Section 7. Treasurer . If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Society, receive and give receipts for moneys due and payable to the Society from any source



whatsoever, and deposit all such moneys in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 8. Secretary. The secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records of the Society, and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the Board of Directors.

Section 9. Indemnification. Each officer shall be indemnified by the Society to the fullest extent not prohibited by law against all expenses and liabilities, including counsel fees, reasonably incurred or imposed in connection with any legal proceeding to which they may be made a party, or become involved in by reason of his or her position as a past or present director.



ARTICLE V

COMMITTEES

Section 1. Standing Committees. The following committees shall be standing full time committees of the Society:

a. Constitution and Bylaws. The duties of this committee shall be to advise the officers, directors, and members of the Society on matters pertaining to the Constitution and Bylaws. In the event of proposed changes, it shall further be the duty of this committee to review and prepare the proposed changes in a suitable format for presentation to the officers, directors and members.

b. Ethical Practices and Grievances. The duties of this committee shall be to investigate any and all allegations of misconduct directed toward members of the Society. Allegations of misconduct shall include, but not be limited to: (1) criminal offenses; (2) neglect of duty; (3) violation of the Code of Ethics or other policies or rules of the Society; (4) conduct that tends to reflect unfavorably on the Society or its members; and (5) falsification or misrepresentation in an application for membership. Following the completion of an investigation, the committee shall forward the results and recommendations in writing to the Board of Directors for final action.

c. Membership. The duties of this committee shall be to promote, encourage and solicit membership in the Society. The committee shall also be charged with reviewing applications for membership to determine whether the applicants meet the criteria for membership, and submitting recommendations regarding membership to the Board of Directors for approval.

d. Continuing Education. The duties of this committee shall be to establish standards, develop materials, and oversee programs for the continuing education and training of members.

Section 2. Other Committees. Other committees may be appointed by the Board of Directors as the Board in its discretion deems appropriate.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Society and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.



ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS, FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the Society.

Section 3. Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the Society.



ARTICLE VII

NON-DISCRIMINATION

It is the policy of the Society to provide equal membership opportunity to all members and applicants without regard to race, color, religion, sex, national or ethnic origin. The Society expressly prohibits any form of discrimination based on to race, color, religion, sex, national or ethnic origin.

ARTICLE VIII

BOOKS AND RECORDS

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Society may be inspected by any member of the Board of Directors, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Society shall begin on the first day of January and end on the last day of December in each year.

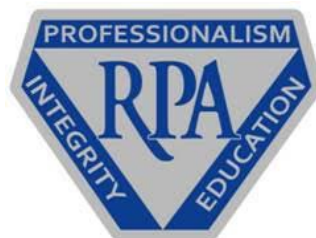
ARTICLE X

AMENDMENTS TO BYLAWS

These Bylaws may be amended, altered or repealed and new Bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least seven days' written notice is given of intention to amend, alter or repeal or to adopt new Bylaws at such meeting.

The Board of Directors adopted these Amended Bylaws at its Board meeting on July 28, 2010.

Donna Popow, Corporate Secretary



RPA Ethics

The work of adjusting insurance claims is a profession of public trust. Accordingly, RPA's must maintain a standard of integrity that will promote the goal of building public confidence and trust in the insurance industry.

RPA's will only discharge claims responsibilities for which they possess sufficient technical competence or can acquire adequate training.

RPA's will seek only information they believe to be relevant, timely and accurate, and use only legal and ethical means of obtaining that information. They will handle claims with no intent to mislead or misinform.

RPA's will be sensitive to individuals' rights of privacy and will take reasonable measures to protect sensitive information from illegal or unauthorized examination.

RPA's will avoid illegal discrimination and will strive to keep personal feelings and prejudices from influencing their judgment.

RPA's will maintain a courteous and sensitive attitude in their interactions with insureds and claimants, seeking to understand their concerns during times of distress. They will assist insureds in presenting and documenting their losses and will not place the interests of their employer above those of the insured.

RPA's will maintain their business relationships with others in a manner that will promote the goal of bringing credit and honor to the profession. They will have no undisclosed financial interest in any direct or indirect aspect of an adjusting transaction.

RPA's will obey the laws and regulations related to handling claims. They will resist fraudulent, unmeritorious or exaggerated claims, and support public and industry organizations involved in the detection and prevention of insurance fraud.

Recognizing that litigation is costly and time-consuming, when appropriate, RPA's will seek out all available alternatives to litigation to resolve issues in an expeditious and conciliatory manner.

