

BY-LAWS

OF

OKLAHOMA MARKET ASSISTANCE PROGRAM ASSOCIATION¹

ARTICLE I

Offices

The principal office of the Association shall be located in the State of Oklahoma with a mailing address of P. O. Box 13488, Oklahoma City, Oklahoma 73113, or at such other places as the Executive Board may determine.

ARTICLE II

Membership

Section 1. The members of the Association shall be one (1) class, with the following qualifications:

1. All insurers licensed in the State of Oklahoma writing homeowners' or liability insurance in the State.

Section 2. Any qualifying insurance entity writing homeowners insurance doing business in the State of Oklahoma shall be a member of the Association. All such insurers shall be members of the Association and are subject to the assessments required by Oklahoma statute.

Section 3. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Daily activities of OK-MAP shall be managed and directed by the Executive Director, with long range activities planned and coordinated by the Executive Committee of the Association comprised of the Officers of the Association.

¹ These By-Laws were approved by the Executive Committee and the Commissioner at the _____ meeting. Please discontinue use of previous versions of these By-Laws.

Section 4. A member may only resign in instances of insolvency or withdrawal from the Oklahoma market. Only insolvency shall relieve the member from any obligation to pay any dues, assessments or other charges. Nonpayment by a member of dues, assessments or other charges shall be grounds for disciplinary action by the Insurance Commissioner, pursuant to Title 36, Section 6422.

Section 5. Membership in this Association is not transferable or assignable.

ARTICLE III

Meetings of members

Section 1. **Annual Meeting.** An annual meeting of the Board of Directors shall be held at the office of the Insurance Commissioner or at such other place as deemed advisable by the Board or Executive Committee, prior to the month of May of each year, beginning with the year 1987, and yearly thereafter for the purpose of the transaction of such business as may come before the meeting and membership. The Executive Committee may set the hour of the meeting and date for the annual meeting, and shall provide notice to the membership electronically or by U. S. mail, whichever best suits the Executive Committee and the Executive management.

Section 2. **Special Meetings.** Special meetings of the members may be called by the Chairman, the Board of Directors, the Oklahoma Insurance Commissioner or not less than 20 percent (20%) of the members having voting rights, to be held at a place designated by the Board of Directors or Executive Committee. If no designation is made, the place of meeting shall be the principal office of the Association in the State of Oklahoma.

Section 3. **Notice of Meetings.** Notice stating the place, day and hour of any meeting of members shall be delivered by U.S. mail or by electronic mail ("email"), to each member entitled to vote at such meeting, not less than 10 nor more than 15 days before the date

of such meeting, by or at the direction of the Chairman, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting, or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at its address as it appears on the records of the Association, with postage thereon prepaid or when sent by email.

Section 4. **Informal Action by Members.** Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken pursuant to a virtual meeting utilizing virtual computer applications, or may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Board of Directors.

Section 5. **Quorum.** A Quorum of the Board of Directors shall constitute a Quorum of the Members at such meeting. A virtual meeting attendance, if accommodated by management, or a member's presence via telephone will constitute a present member for purposes of a quorum. All acts of the members shall be done by a majority of the members of the Board of Directors present.

Section 6. **Proxies.** At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after two months from the date of its execution, unless otherwise provided in the proxy. All written proxies must be submitted in advance to the Secretary of the Association.

ARTICLE IV

Board of Directors

Section 1. **General Powers.** The affairs of the Association shall be managed by its Board of Directors. Directors need not be residents of the State of Oklahoma but must be representatives of eight insurer members of the Association, a surplus lines representative and the Insurance Commissioner or his/her representative, all of whom have voting power.

Section 2. **Number, Tenure and Qualifications.** The number of Directors shall be ten (10). The Directors shall be chosen by the existing Board of Directors as detailed in the Plan of Operation, and the term of office of each Director shall continue until the appointment and qualification of a successor.

Section 3. **Officers/Executive Committee.** The Board of Directors shall elect officers annually at a meeting to be held prior to the month of May of each year who shall serve on the Executive Committee. The Board of Directors may remove any officer at any time by a two-thirds (2/3) vote of all Board members. Any vacancy in an officer position may be filled by the Board of Directors. Members of the Executive Committee shall be comprised of the officers of Chairperson, Vice Chairperson and Secretary/Treasurer.

Section 4. **Meetings.** Meetings of the Board of Directors or Executive Committee, or any Committee of the Association may be held upon notification to all members thereof. Electronic meetings via telephone or other electronic means, including virtual meetings, constitute valid meetings of said Board, or Committees. A Quorum of the Board or any Committee is deemed to be one over fifty percent (50%) of the membership number. A majority of those present may decide an action upon vote by those in attendance at the Board or committee meeting.

Actions by the Board of Directors or Committees may be taken without a meeting if all members of the Board and/or committee members consent in writing to the actions taken by execution of same and if the Consent or Consents are filed with the Minutes of the proceedings of the Board or committees.

ARTICLE V

Committees

Section 1. Committees. The procedure for Committee creation and appointments shall be detailed in the Plan of Operation which is attached hereto and incorporated by reference in these Bylaws.

ARTICLE VI

Executive Director

1. The Executive Director shall be the chief staff officer of the Association and shall be responsible for implementing the policies of the Association.
2. The Executive Director shall assist the Board of Directors in determining professional staff positions and shall recommend professional staff to the Board of Directors for approval.
3. The Executive Director shall be responsible for all day-to-day management functions of the Association including the employment and discharge of secretarial and clerical personnel in such positions as the Board of Directors shall authorize and within the framework of the approved budget.
4. The Executive Director shall be responsible for providing and managing daily and long-range planning, fiscal operations and long-range financial development within the framework of policies and procedures established by the Board of Directors.
 - a. The Executive Director shall work in close liaison with the Chairman on all policy matters.
 - b. The Executive Director shall work in close liaison with the Treasurer and finance committee on all fiscal matters.

5. Under the direction of the Chairman the executive director shall serve as a spokesperson for the Association at national and state forums and shall provide liaison with governmental agencies and other associations and organizations, both public and private.
6. The Executive Director shall be responsible for promoting and managing membership services.
7. The Executive Director in consultation with the board of directors may retain outside legal counsel, public relations counsel, and other consultants for the Association.
8. The Executive Director shall recommend to the board of directors for its approval the selection of an outside certified public accountant for the Association.
9. The Executive Director shall have the right to have prior notice of all meetings of the Association and the board of directors and shall serve ex officio to them.
10. Other duties, responsibilities and privileges of the Executive Director shall be determined by the board of directors, as well as recommendations as to what is contained in the OK-MAP Plan of Operation.

ARTICLE VII

Contracts, Check, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, 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 Association, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts or Orders. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association, 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 Executive Director and countersigned by the Chairperson or the Treasurer.

Section 3. Deposits. All funds of the Association shall be deposited from time-to-time to the credit of the Association in such banks, trust companies, or other federally insured depositories as the board of directors may select.

ARTICLE VIII

Books and Records

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

ARTICLE IX

Fiscal Year

The fiscal year of the Association shall begin on the 1st day of September in each year and end at midnight on the 31st day of August of the following year.

ARTICLE X

Assessments

Section 1. **Annual Assessments.** The Board of Directors shall review at least annually the amount of annual assessments payable to the Association by members and shall give appropriate notice of assessments of same to the members.

Section 2. **Payment of Assessments.** Assessments shall be payable no later than August 31st of each year. Assessments of any new member of the Association shall not be prorated.

Section 3. **Default and Termination of Membership.** When any member is in default in the payment of dues, the Executive Director of OK-MAP shall notify the Insurance Commissioner, who may commence disciplinary proceedings.

ARTICLE XI

Governance

The Association hereby adopts as part of its operating procedure a “Plan of Operation – Oklahoma Market Assistance Program (OK-MAP) for Property and Casualty Insurance” dated April 15, 1986. The Association shall be governed by the provisions of these By-Laws, the Plan of Operation and all other applicable statutes, including but not limited to Title 36, Sections 6412 – 6422 of the Oklahoma Insurance Code. The By-Laws and Plan of Operation shall be given equal consideration.

ARTICLE XII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Articles of Association or the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

Amendment of Bylaws

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the Board of Directors present at any regular meeting or at any special meeting, if at least ten (10) days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting or vote of the members at any regular or special meeting.

APPROVAL OF DIRECTORS

The foregoing bylaws were read and discussed, by the Directors who have authority to adopt bylaws, which shall remain effective until legally amended or repealed.

Following such discussion, they were duly approved at a meeting held in Oklahoma City, Oklahoma, on the ____ day of _____, 2021.

IN WITNESS WHEREOF, we have set our hands this 5th day of May, 2021

State Farm Fire and Casualty
Ins. Co.

By:
Representative

American Farmers Mutual Insurance Co.

By:
Representative

Farmers Insurance Group
By:
Representative

Oklahoma State Insurance Commissioner
By:
Representative

Oklahoma Farm Bureau Mutual Insurance Co.
By:
Representative

Republic Underwriters Insurance Co.
By:
Representative

Allstate Insurance Company
By:
Representative

By:
Representative

[Surplus Lines] Shelter Mutual Insurance Co.
By:
Representative

By:
Representative