

## **BYLAWS**

(As Amended March 18, 2024)

### **PROPERTY LOSS RESEARCH BUREAU**

#### **ARTICLE I NAME**

The name of the corporation shall be Property Loss Research Bureau (the "Bureau"), and trade under the name Property & Liability Resource Bureau and PLRB.

#### **ARTICLE II PURPOSES**

**Section 1. Not for Profit.** The Bureau is organized under the General Not-for-Profit Corporation Act of the State of Illinois (the "Act") and shall operate as an Illinois not-for-profit corporation, having such powers as are now or may hereafter be granted by the Act.

**Section 2. Purposes.** The Bureau is organized to operate exclusively for the following purposes:

(a) To concern itself with, and to encourage expertise, productivity and efficiency in the property and liability loss and claim adjustment processes of its members and the property and casualty insurance industry as a whole;

(b) To disseminate information on property and liability issues among its members and within the property and casualty insurance industry;

(c) To promote new and beneficial developments within the property and casualty insurance industry; and

(d) To engage in any and all lawful activities that may be incidental or reasonably related to any of the foregoing purposes.

#### **ARTICLE III REGISTERED OFFICE AND AGENT**

The Bureau shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

## **ARTICLE IV** **MEMBERS**

### **Section 1. Members.**

(a) Voting Members. The Bureau shall have such Voting Members as may from time to time be determined by these bylaws. The Voting Members shall be Amica Mutual Insurance Company, American Family Mutual Insurance Company, Central Mutual Insurance Company, Employers Mutual Casualty Company, Jewelers Mutual Insurance Company, and Liberty Mutual Group Inc.

(b) Membership may be granted to any corporation or other organization that: (i) meets the criteria set forth below for each category of membership in the Bureau; (ii) abides by these bylaws and such other rules and regulations as the Bureau may adopt; and (iii) meets such additional criteria of membership in the Bureau as the Board of Directors may from time to time establish:

(i) Subscriber Members. Subscriber Membership may be granted to any insurance company or insurance company group licensed in any state, territory, or possession of the United States which writes property or casualty insurance. All entities that were members of the Bureau as of June 9, 2003 (with the exception of the Voting Members listed in Article IV, Section 1(a)) shall automatically without further action be Subscriber Members.

Subscriber Membership may also be granted to Managing General Agents (hereinafter "MGAs") but only where the applicant MGA both (1) acts on behalf of a Property or Casualty insurer licensed in any state, territory, or possession of the United States and (2) reports to PLRB, as reasonably requested for purposes of calculating dues, the gross written premium for all carriers for which they act as MGA.

(ii) Affiliate Members. Affiliate Membership may be granted to (i) independent adjusters or adjusting companies, i.e. those providing property or casualty claims adjustment services directly to insurers on an independent contractor basis; and (ii) service providers who directly assist or provide solutions to insurers in the property and casualty claims adjustment process, including, but not limited to, salvors, engineers, accountants, restoration contractors, replacement services, professional appraisers, technology solution providers, and attorneys.

All organizations granted membership in the Bureau shall be referred to herein collectively as "Members." Membership rights are not transferable or assignable.

**Section 2. Application and Acceptance.** The Board of Directors shall from time to time adopt procedures to facilitate the consideration of applicants for Subscriber or

Affiliate membership in the Bureau and shall review and approve all applications for admission pursuant to such procedures.

**Section 3. Rights and Duties.** Subscriber Members and Affiliate Members shall be entitled to attend membership meetings, serve on committees, and hold office, but shall have no voting rights. The Voting Members shall, in addition to all rights granted to Subscriber Members and Affiliate Members, have voting rights at membership meetings and for purposes of all other provisions of these bylaws requiring a vote of Members. Members shall otherwise have no voting rights.

**Section 4. Matters Requiring Member Consent.** No action of the Board of Directors approving amendments of these bylaws or the articles of incorporation, removing officers, adopting a plan of merger or consolidation, or approving the sale, lease, exchange or other disposition of the Bureau's assets or the dissolution of the Bureau, shall be effective unless approved by the unanimous written consent of the Voting Members. Such consent shall be filed with the minutes of the Bureau.

**Section 5. Resignation.** A Subscriber or Affiliate Member may resign from the Bureau at any time by giving written notice to the Secretary of its intention to resign, such notice to be received by the Bureau at least one year prior to the effective date of its withdrawal. Resigning Subscriber Members shall remain liable for assessments levied on the Members prior to the effective date of withdrawal. On resignation, a Subscriber or Affiliate Member shall pay to the Bureau any debit standing against it on the books and records of the Bureau.

**Section 6. Termination of Subscriber and Affiliate Membership.** Subscriber and Affiliate Membership in the Bureau may be terminated or other discipline imposed for "cause," which includes violation of these bylaws or any rule or practice of the Bureau. Termination or other discipline shall be effected or imposed only upon the vote of a majority of the entire membership of the Board of Directors; provided that a statement of the charges constituting "cause" shall have been mailed by certified mail to the last recorded address of the Member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered, and the Member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Board of Directors. In addition, the membership of any Member who becomes ineligible for membership shall be terminated automatically. Furthermore, any Member who is ninety (90) days in default in the payment of any dues or charges shall have member benefits suspended pending payment of all dues or charges due. Any Member who is one hundred and eighty (180) days in default in the payment of any dues or charges shall be terminated automatically. In special circumstances, the Board of Directors may delay or waive such termination. Notwithstanding anything set forth above to the contrary, a Voting Member's membership in the Bureau cannot be terminated without the unanimous consent of the other Voting Member.

## **ARTICLE V**

### **MEMBERSHIP MEETINGS**

**Section 1. Annual Meeting.** The Annual Meeting of Members of the Bureau shall be held at such time and place as shall be determined by the Board of Directors. At the Annual Meeting of Members, the Voting Members shall collectively elect officers to replace the officers whose terms expire at the conclusion of that Annual Meeting of Members and shall collectively elect not more than five directors. In addition, each Voting Member shall, acting as a separate class of Voting Members, elect one director. The directors so elected by the respective Voting Members acting as separate classes of members shall be known as the "Classified Directors."

All directors shall be elected to three-year terms.

**Section 2. Special Meetings.** Special meetings of the Members of the Bureau may be called at the request of the Chairperson or by the Board of Directors. The time and place for holding special meetings shall be determined by the Board.

**Section 3. Notice.** Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than 20 nor more than 60 days before the date of such meeting, or, in the case of removal of one or more directors, a merger, consolidation, or dissolution, or a sale, lease or exchange of assets, not less than 5 nor more than 60 days before the date of the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at the address as it appears on the record of the corporation, with postage thereon prepaid. If e-mailed, the notice of a meeting shall be deemed delivered when a responsive message is returned from the recipient acknowledging receipt.

Notice to non-voting members shall be provided by postings on the PLRB website and via e-mail publications sent generally to the membership within the time frames as set forth above for notice to voting members. Notice of a meeting to non-voting members shall be deemed delivered when posted to the website or when an e-mail containing the notice or a web link to the notice is sent. In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken.

**Section 4. Quorum.** Members holding five-sixths (5/6ths) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present, a majority of the Members present or represented by proxy may adjourn the meeting.

**Section 5. Manner of Acting.** Except for the instances in which these bylaws require voting by membership classes or by the unanimous consent of the Voting Members, the act of a majority of the Voting Members present or represented by proxy at a duly called meeting at which a quorum is present shall be the act of the Members. Where these bylaws require action by a class or classes of Members, the act of a majority of each class of Members shall be the act of that class of Members.

**Section 6. Informal Action.** Any action of the Members may be taken without a meeting if a consent in writing setting forth the action so taken has been signed by Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voting.

**Section 7. Proxies.** At any meeting of Members, a Member may vote either in person or by proxy executed in writing by the Member. No proxy shall be valid after 11 months from the date of its execution.

**Section 8. Meeting by Communications Equipment.** Members may take any action permitted or authorized by law or the Articles of Incorporation or these bylaws pursuant to meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

## **ARTICLE VI DUES AND ASSESSMENTS**

The initial and annual dues for all Subscriber and Affiliate Members of the Bureau (“Membership Dues”), and the time for paying such dues and other assessments, if any, shall be determined from time to time by the Board of Directors.

## **ARTICLE VII BOARD OF DIRECTORS**

**Section 1. General Powers.** The affairs of the Bureau shall be managed by the Board of Directors, which shall supervise, govern, control and direct the business and affairs of the Bureau; shall determine its policies or changes therein within the limits of these bylaws; shall actively promote its purposes; and shall have discretion in the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

**Section 2. Composition, Election, and Qualifications.** The Board of Directors shall be comprised of no less than nine (9) nor more than eleven (11) members elected at the Annual Meeting of Members. A majority of the Board of Directors must be comprised of Members actively engaged in the insurance industry who are subscribers to both the property services and the liability services offered by the Bureau to its Members. The President of the Bureau shall serve as a non-voting, ex officio member of

the Board of Directors. Each Board Member shall take office at the conclusion of the Annual Meeting of the Members of the Bureau preceding his or her election and shall continue in office until his or her successor is duly elected and qualified.

**Section 3. Regular Meetings.** The Board of Directors may provide by resolution the time, date and place, either within or without the State of Illinois, for the holding of an Annual Meeting and additional regular meetings without other notice than such resolution.

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any three (3) Directors.

**Section 5. Notice.** Notice of any special meeting of the Board of Directors shall state the time, date and place of the meeting and shall be given at least three (3) days prior to the date of such meeting, by written or printed notice delivered personally, by mail, by e-mail or by facsimile transmission to each Director at his or her address as shown in the records of the Bureau; provided, however, in the case of a meeting held pursuant to Article VII, Section 11 below, notice may be given no less than twenty-four hours prior thereto. 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.

**Section 6. Quorum.** The presence of six (6) Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board, provided, that if less than six (6) 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 duly called 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, the Articles of Incorporation or these bylaws.

**Section 8. Vacancies.** Any vacancy in the Board of Directors may be filled by action of the Board. Any such duly appointed director shall serve for the unexpired term of his or her predecessor or until the next annual meeting if no term was specified. A vacancy for a Classified Director must be filled from a nomination received by the Voting Member class that elected the departing director.

**Section 9. Removal.** A Classified Director may be removed at any time by the Voting Member which appointed such director. Any other Director may be removed by majority vote of the Voting Members whenever, in their judgment, the best interests of the Bureau would be served thereby.

**Section 10. Informal Action.** Any action which is required by law, the Articles of Incorporation or these bylaws to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Any such



consent signed by all of the Directors shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Directors.

**Section 11. Meeting by Communications Equipment.** Members of the Board, or of any committee designated by the Board, may take any action permitted or authorized by law or the Articles of Incorporation or these bylaws pursuant to meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

## **ARTICLE VIII OFFICERS**

**Section 1. Officers.** The officers of the Bureau shall be a Chairperson, a Vice-Chairperson, a President, a Secretary and a Treasurer. In addition, the Board of Directors shall elect or appoint such other officers as it deems desirable, who shall have the authority to perform the duties prescribed from time to time by the Board of Directors.

### **Section 2. Election, Tenure and Qualifications.**

(a) **Chairperson and Vice-Chairperson.** The Chairperson and the Vice-Chairperson shall be elected at the Annual Meeting of Members. The Chairperson and the Vice-Chairperson shall be a current member of the Board of Directors and an officer or employee of either a Voting, Subscriber, or Affiliate Member company. In the event the Vice-Chairperson is unwilling or unable to succeed to the office of Chairperson following the expiration of his or her term as Vice-Chairperson, the Voting Members shall elect a Chairperson in accordance with the procedure set forth in Article V, Section 1. The Chairperson and Vice-Chairperson shall serve two-year terms and until their successors shall have been duly elected and qualified, or until their death, resignation or removal in the manner hereinafter provided.

(b) **President, Secretary, and Treasurer.** The President, Secretary and Treasurer shall be elected by the Voting Members at the Annual Meeting of Members, or as soon thereafter as practicable, and shall not be officers or employees of any Subscriber or Affiliate Member of the Bureau. The President, Secretary and Treasurer shall serve one-year terms and until their successors shall have been duly elected and qualified, or until their death, resignation or removal in the manner hereinafter provided.

(c) **Dual Office.** Any two or more offices may be held by the same person, except that the same person shall not hold the offices of Chairperson and Vice-Chairperson.

**Section 3. Removal.** The Chairperson, Vice-Chairperson, President, Secretary and Treasurer may be removed from office by the unanimous consent of the Voting Members whenever in their judgment the best interests of the Bureau would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 4. Vacancies.** A vacancy in the offices of Chairperson, Vice- Chairperson, President, Secretary or Treasurer shall be filled by action of the Voting Members. An officer elected to fill a vacancy shall serve for the unexpired term of his or her predecessor, and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal.

**Section 5. Chairperson.** The Chairperson shall preside at all meetings of the Board of Directors. The Chairperson shall, in general, perform all duties customarily incident to the office of chair and such other duties as may be prescribed from time to time by the Board of Directors.

**Section 6. Vice-Chairperson.** The Vice-Chairperson shall assist the Chairperson in the discharge of the duties of the Chairperson as the Chairperson may direct and shall perform such other duties as may be assigned from time to time by the Chairperson or the Board of Directors. In the absence of the Chairperson or in the event of the Chairperson's inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall succeed to the office of Chairperson upon the expiration of his or her term as Vice-Chairperson, or in the event of the death, resignation, removal, or incapacity of the Chairperson.

**Section 7. President.** The President shall be the Chief Executive Officer of the Bureau, and shall in general supervise and control all the affairs of the Bureau. The President may sign, with the Secretary or any other proper officer of the Bureau authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except documents the execution of which shall be expressly delegated by law, the Articles of Incorporation, these bylaws, or the Board of Directors to some other officer or agent of the Bureau. The President shall perform such other duties as may be specified by the Board of Directors and shall be responsible to the Board of Directors.

**Section 8. Secretary.** The Secretary shall keep minutes of the meetings of the Board of Directors in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with the provisions of these bylaws or applicable law; shall be custodian of the corporate records; and in general shall perform all duties incident to the office of secretary. The Secretary may carry out the duties of the Treasurer of the Bureau and perform such other duties as may be assigned from time to time by the Chairperson, President or the Board of Directors. The duties of the Secretary may be assigned in whole or in part to such other officers as the President may determine.

**Section 9. Treasurer.** The Treasurer shall be the principal accounting and financial officer of the Bureau and shall have charge of and be responsible for the maintenance of adequate books of account for the Bureau; shall supervise custody of all funds and securities of the Bureau, and be responsible therefor, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Bureau in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and shall in general perform all of the duties customarily



incident to the office of treasurer and such other duties as from time to time may be assigned by the Chairperson, President, or the Board of Directors. The duties of the Treasurer may be assigned in whole or in part to such other officers as the President may determine.

## **ARTICLE IX** **COMMITTEES**

**Section 1. Committees.** Committees may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Directors of the Bureau, and the Chairperson of the Bureau shall appoint the members thereof; provided that any member thereof may be removed by the Board whenever in its judgment the best interests of the Bureau would be served by such removal.

**Section 2. Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Bureau and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

**Section 3. Chair.** One member of each committee shall be appointed chair.

**Section 4. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as the original appointments to that committee.

**Section 5. Quorum and Manner of Acting.** Unless otherwise provided by resolution of the Board or by the Chairperson in establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

**Section 6. Rules.** Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## **ARTICLE X** **FINANCE**

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

**Section 2. Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Bureau shall be signed by such officer or officers, agent or agents of the Bureau 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 and countersigned by the President, Chairperson or Vice Chairperson of the Bureau.

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

**Section 4. Bonding.** The Board of Directors may provide for the bonding of such officers and agents of the Bureau as it may from time to time determine.

**Section 5. Gifts.** The Board of Directors may accept on behalf of the Bureau any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Bureau.

**Section 6. Books and Records.** The Bureau shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

**Section 7. Fiscal Year.** The fiscal year of the Bureau shall be determined from time to time by the Board of Directors.

## **ARTICLE XI WAIVER OF NOTICE**

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these bylaws, 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 XII INDEMNIFICATION**

The Bureau shall indemnify all officers and directors of the Bureau to the full extent permitted by the Act, as amended from time to time, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors of the Bureau.

In addition, any person or organization made or threatened to be made a party to any action, suit, or proceeding, because such person or organization was a Member, committee member, or employee of the Bureau shall be indemnified against all judgments, fines, amounts paid in settlement, reasonable costs and expenses including attorney's fees and any other liabilities that may have occurred as a result of such action, suit, or proceeding, or threatened action, suit, or proceeding if the person or organization acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Bureau, except in relation to matters as to which the persons or organizations shall be adjudged in such action, suit, or proceeding to be liable by reason of willful misconduct in the performance of the person's or organization's duties or

obligations to the Bureau and, with respect to any criminal actions or proceedings, except when such person or organization had reasonable cause to believe that the conduct was unlawful. Such indemnification shall be provided whether or not such person or organization is a Member or is employed at the time of such action, suit, or proceeding and whether or not such liability is incurred prior to the adoption of this Section. Such indemnification shall not be exclusive of other rights such person or insurer may have and shall pass to the successors, heirs, executors, or administrators of such person or organization. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that any such person or organization was liable by reason of willful misconduct or that the person or organization had reasonable cause to believe that the conduct was unlawful. If any such action, suit, or proceeding is compromised, it must be with the approval of the Board.

The Bureau shall indemnify the Voting Members and their employees to the extent of any final judgment rendered against a Voting Member or its employees as a result of any action arising out of the operation of the Bureau. The Bureau shall pay all costs, legal fees, and expenses incurred by the Voting Members or their employees in such an action.

### **ARTICLE XIII DISSOLUTION**

Upon the dissolution of the Bureau, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Bureau, transfer all of the remaining assets of the Bureau (except any assets held by the Bureau upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) to one or more entities organized and operated for similar purposes, as shall be determined by the Board of Directors. Any resolution of the Board of Directors providing for the dissolution of the Bureau shall not be effective unless approved by the unanimous consent of the Voting Members.

### **ARTICLE XIV AMENDMENTS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by vote of a majority of the Directors present and voting at any meeting of the Board at which a quorum is present; provided that no such amendments shall be effective unless approved by the unanimous written consent of the Voting Members.

### **ARTICLE XV EFFECTIVE DATE**

The bylaws as amended March 18, 2024 shall be effective immediately upon their approval by the Board.