

**CASUALTY ACTUARIAL SOCIETY BYLAWS**  
**(PROPOSED FOR ADOPTION BY THE FELLOWS AS OF JUNE 25, 2021)**

**ARTICLE I. - Name**

The name of this organization is the “Casualty Actuarial Society” (“CAS” or “Society”), a nonprofit and nonstock corporation incorporated under the laws of the State of Illinois.

**Commented [MB1]:** From CAS Constitution. Limits the ways to refer to the CAS throughout the document to these two, and adds corporate description as recommended by legal counsel.

**ARTICLE II. - Statement of Purpose**

The purposes of the Society are to advance the body of knowledge of actuarial science applied to property, casualty, and similar risk exposures, to establish and maintain standards of qualification for membership, to promote and maintain high standards of conduct and competence for the members, and to increase the awareness of actuarial science.

**Commented [MB2]:** No changes – from CAS Constitution.

**ARTICLE III. - Membership**

**SECTION 1.—CLASSES OF MEMBERS**

The membership of the Society shall be composed of three classes:

*a) Fellows*

The Fellows of the Society shall be those who are duly admitted to Fellowship as hereinafter provided. Fellows shall be Voting Members of the Society and shall also be eligible to hold office, make nominations, and generally exercise the rights of full membership. Fellows are authorized to append to their names the initials FCAS.

**Commented [MB3]:** From CAS Constitution with changes as follows:

**Commented [MB4]:** Removed reference to “the Present Fellows” as redundant.

*b) Associates*

The Associates shall be those who are duly admitted to Associateship as hereinafter provided. Associates shall be entitled to attend meetings of the Society and to participate at Society functions. Five years after becoming an Associate (or upon becoming a Fellow, whichever occurs first), an Associate shall become a Voting Member of the Society. Associates are authorized to append to their names the initials ACAS.

**Commented [MB5]:** Removed reference to “the Present Associates” as redundant.

**Commented [MB6]:** Removed additional sentence about Associates becoming voting members as redundant.

*c) Affiliates*

The Affiliates shall be those who are duly admitted as Affiliates as hereinafter provided. Affiliates are encouraged to refer to themselves as such but are not authorized to append CAS initials to their name. In referring to themselves Affiliates may refer to themselves as “Affiliate of the Casualty Actuarial Society” or “Affiliate Member of the Casualty Actuarial Society.” They may not refer to themselves as “Member of the Casualty Actuarial Society.”

**Commented [MB7]:** Removed reference to “the Present Affiliates” as redundant and added “as hereinafter provided” to make consistent with a. and b. above.

**SECTION 2.—REQUIREMENTS FOR ADMISSION TO MEMBERSHIP**

*a) Associates*

Any applicant shall be enrolled as an Associate upon notification by the Society provided that the applicant successfully completes the admission requirements prescribed by the Board of Directors for Associateship.

**Commented [MB8]:** This language replaces the below. It allows for flexibility as to education process and removes requirement that Board approves candidates.

“...provided that:  
(i) the applicant successfully completes the examinations prescribed by the Board of Directors for Associateship and complies with any further requirements the Board may prescribe; and  
(ii) the applicant is approved by a majority vote of the Board of Directors.”

*b) Fellows*

An Associate shall be enrolled as a Fellow of the Society following notification of successful completion of the admission requirements prescribed by the Board of Directors for Fellowship.

*c) Affiliates*

An actuary who is not otherwise a member shall be enrolled as an Affiliate, subject to such requirements as the Board may prescribe.

*d) Mutual Recognition*

The Board of Directors may negotiate and implement Mutual Recognition Agreements with other actuarial organizations that qualify actuaries through a process that includes rigorous testing of a comprehensive property and casualty specialization. Such Mutual Recognition Agreements will include requirements that applicants complete the property and casualty specialization requirements and all other requirements for full membership in their home organization, and complete any additional requirements specified by the Board.

Any applicant who meets the Mutual Recognition requirements so agreed shall be enrolled as a Fellow.

**ARTICLE IV. - Meetings of the Members**

The President shall preside at meetings of the members of the Society. There shall be an annual meeting of the Society on such date as determined by the Board of Directors. Other Society meetings may be called by the Board from time to time and shall be called by the President at any time upon the written request of 5% of the Voting Members. At least two weeks' notice of all Society meetings shall be given to the members. Five percent of the Voting Members of the Society shall constitute a quorum at meetings of members of the Society and the affirmative vote of a majority of Voting Members voting shall be required for action unless otherwise required by law or these Bylaws.

**ARTICLE V. - Dues**

**SECTION 1.—AMOUNT**

The Board of Directors shall fix the annual dues for members.

**SECTION 2.—FAILURE TO PAY**

The Society shall be responsible for notifying any member whose dues are six months in arrears. If a member shall fail to make payment within three months from the date of such notice, the member shall cease to be a member, except at the discretion of the Board of Directors this provision may be waived.

**SECTION 3.—EXEMPTION, DEFERRAL OR WAIVER**

The Board of Directors may, at its discretion and in accordance with established policy, exempt, defer or waive, partially or fully, the dues of any member who submits a written request to the Board of Directors before dues have become six months in arrears, citing the reason for the request.

**SECTION 4.—REINSTATEMENT**

A member who has ceased to be a member because of failure to pay dues, or by voluntary

**Commented [MB9]:** This language replaces the below. It allows for flexibility as to education process and removes requirement that Board approves candidates.

"the examinations prescribed by the Board of Directors for Fellowship, subject to any further requirements the Board may prescribe."

**Commented [MB10]:** Removed phrase "upon action of the Board of Directors." Removes requirement that Board approves candidates.

**Commented [MB11]:** Removed. Redundant to Mutual Recognition section.

*d) Waiver of Examinations*

The Board of Directors may waive, subject to such other requirements as it may prescribe, any examination of the Casualty Actuarial Society if the applicant has passed an examination required by another recognized actuarial organization that the Board of Directors deems equivalent to such examination of the Casualty Actuarial Society.

**Commented [MB12]:** From CAS Constitution. Removed CAS professionalism education since the other organization may already have a satisfactory professionalism course which the candidate will have taken. If not, can be an "additional requirement" of the CAS Board. Removed two redundant references to "additional requirements" of the Board. Removed requirement that Board vote to approve specific candidates for Mutual Recognition status.

**Commented [MB13]:** Combines various elements from Constitution and Bylaws relative to Meetings of Members, as follows:

**Commented [MB14]:** From Bylaws Article III Duties of Officers

**Commented [MB15]:** From Constitution Article VII Meetings. Removed requirement that the annual meeting must be in the last quarter of the year.

**Commented [MB16]:** From Constitution Article VIII Quorum.

**Commented [MB17]:** Language recommended by legal counsel.

**Commented [MB18]:** From Bylaws Article VIII – Dues with changes noted below:

Change all references to "Fellows, Associates and Affiliates" to "members"

**Commented [MB19]:** Removed "by mail" as this is done by email.

resignation, may be reinstated in accordance with procedures to be set by the Board of Directors.

#### **ARTICLE VI. - Resignation and Discipline of Members**

Any member who is not in default in payment of dues, and against whom no complaints are pending, may resign at any time by filing a resignation request in writing with the Society Office. Notwithstanding the foregoing, the Board of Directors may, in its discretion, approve the resignation of a member in default of payment of dues or against whom a complaint or charge is pending before the Actuarial Board for Counseling and Discipline, the Canadian Institute of Actuaries, or other appropriate investigatory body, or against whom a recommendation for public disciplinary action has been made to the Society by the Actuarial Board for Counseling and Discipline, the Canadian Institute of Actuaries, or other appropriate investigatory body. The Board, on written application of any member who has resigned, may reinstate such member subject to such conditions as it may prescribe.

Members of the Society and candidates for membership shall be subject to disciplinary action in accordance with the Bylaws of the Society and rules of procedures of disciplinary actions as adopted by the Board of Directors.

#### **SECTION 1.—COMPLAINTS AND QUESTIONS**

- a) Complaints concerning alleged violations of the Code of Professional Conduct, and all questions which may arise as to the conduct of a member of the Society, in the member's relationship to the Society or its members, or in the member's professional practice, or questions affecting the interests of the actuarial profession, constitute matters for serious consideration.
- b) Such complaints, questions, or requests for advice shall be referred to the national organizations responsible for profession-wide investigation, counseling and/or discipline, e.g., the Actuarial Board for Counseling and Discipline (ABCD) and the Canadian Institute of Actuaries (CIA).

#### **SECTION 2.—REFERRAL AND CONSIDERATION OF PUBLIC DISCIPLINARY ACTION**

Acting pursuant to Section 1, and if circumstances warrant, the appropriate investigatory body shall present a recommendation for disciplinary action to the Society. The member whose activities are the subject of the disciplinary recommendation is referred to here as the subject actuary.

Disciplinary action includes a public or private reprimand by, or suspension or expulsion from, the Society.

If an appropriate investigatory body recommends disciplinary action to the Society, the matter shall be referred to the CAS Discipline Committee. Rules of procedure for the CAS Discipline Committee will be as approved by the Board of Directors.

#### **SECTION 3.—APPEALS**

The subject actuary shall be entitled to appeal the decision of the Discipline Committee by submitting a written request for an appeal to the CAS President within 45 days from receipt of the Discipline Committee decision. Rules of procedure for appeals will be as approved by the Board of Directors.

**Commented [MB20]:** Replaces the following more detailed language:

"by a majority vote of the Board of Directors upon payment of a reapplication fee, to be set by the Board of Directors, and such payment may be partially or fully waived by the Board at its discretion."

**Commented [MB21]:** From Constitution Article X – Resignation and Discipline of Members. Last sentence changed from the below. Changes from negative ("No member...shall") to positive ("Members...shall")

"No member of the Society shall be subject to public disciplinary action except upon action of the appropriate disciplinary body in accordance with the Bylaws of the Society.."

**Commented [MB22]:** From Bylaws Article VI – Discipline of Members with following changes:

Last sentence replaces this one by identifying CAS Discipline Committee as the appropriate disciplinary body:

"If an appropriate investigatory body recommends disciplinary action to the Society, the matter shall be referred to the appropriate disciplinary body."

Detailed disciplinary/appeals procedures replaced by (already existing) more robust CAS Discipline Committee procedures and removed to separate Rules of Procedure document.

**SECTION 4.—REINSTATEMENT**

An individual who has been expelled may be reinstated only upon request to and approval of the Board of Directors.

**SECTION 5.—CONFIDENTIALITY AND NOTIFICATION**

All proceedings under this Article shall be confidential in accordance with the Rules of Procedure.

**SECTION 6.—CASE REVIEWS**

The Board of Directors retains the right to review a decision by a national organization responsible for profession-wide counseling and discipline which does not result in a recommendation for disciplinary action with respect to a Society member.

**ARTICLE VII. - *Board of Directors and Officers of the Society***

**SECTION 1.—COMPOSITION OF THE BOARD**

The Board of Directors shall consist of the President, the President-Elect, the immediate past President, 12 other elected Fellows and up to three additional appointed members.

**SECTION 2.—AUTHORITY**

The Board of Directors supervises, directs, and controls the policies and programs of the Society. The Board of Directors shall set criteria for membership and promulgation of statements of principles. The Board of Directors delegates to the Chief Executive Officer responsibility for operational management of the Society when the Board is not in session, consistent with any policies established by the Board.

**SECTION 3.—PRESIDENT AND PRESIDENT-ELECT**

The President and President-Elect, both of whom shall be Fellows, shall be Officers of the Society.

**SECTION 4.—ELECTION AND TERM OF OFFICE FOR PRESIDENT AND PRESIDENT-ELECT**

At the close of the annual meeting, the President-Elect shall assume the office of President for a term of one year. Annually, a new President-Elect shall be elected by the Voting Members in a secret ballot for a term of one year.

The term of all Officers shall begin at the close of the annual meeting in the calendar year of their election and continue until their successors take office.

**SECTION 5.—ELECTION AND TERM OF OFFICE FOR BOARD OF DIRECTORS**

Annually, in a secret ballot of the Voting Members, four Fellows shall be elected to the Board of Directors for a term of three years. A retiring elected Director shall not be eligible for reelection for at least one year after the expiration of the term for which the Director was elected. Appointed Directors will be elected by the Board of Directors and will serve a term of one year, renewable for up to three years.

**SECTION 6.—SUCCESSION**

- a) In case of death of the President, or of a prolonged period of incapacity, or removal, the position of the President will be assumed by the President-Elect or, if the President-Elect is unable to assume these duties, by the Immediate Past President. The Board will decide by majority vote of those voting whether to proceed to a special election of the membership for a new President-Elect to serve in the

**Commented [MB23]:** From Bylaws Article VI – Discipline of Members with detailed disciplinary/appeals procedures removed to separate Rules of Procedure document.

**Commented [MB24]:** Combines Constitution Article IV – Officers and Article V – Board of Directors

**Commented [MB25]:** From Constitution Article V – Board of Directors

**Commented [MB26]:** Revised to remove unnecessary high-level of detail. Replaces language below from Constitution Article V. Section 3.

"The duties of the Board of Directors shall be to pass upon candidates for membership, to supervise the publication of papers presented at meetings of the Society, to supervise the examination of candidates and prescribe fees for such examinations, to call meetings, to ratify such committee and other special appointments as may be made by the President, to authorize promulgation of statements of principles, and, in general, to manage the affairs of the Society, and, for the latter purpose, shall determine all questions arising with respect to the interpretation or administration of this Constitution and the Society's Bylaws not inconsistent therewith. The Board of Directors may, at its discretion, delegate authority to fulfill specific duties to the Executive Council, subject to policies adopted by the Board of Directors and ongoing monitoring and oversight by the Board."

**Commented [MB27]:** Removes reference to Vice Presidents (sunset) and CEO (separate section.)

**Commented [MB28]:** Removes reference to election of Vice Presidents.

**Commented [MB29]:** No changes.

**Commented [MB30]:** From Bylaws Article III. - Duties of Officers with following changes.

**Commented [MB31]:** Phrase added

subsequent Presidential term, or whether the new President will serve the unexpired term of the past President and the full term that follows.

- b) In case of death of the President-Elect, or of a prolonged period of incapacity, or removal, a special election of the membership will be held to fill the position of President-Elect. If at the time of the annual meeting the election has not concluded, the term of the incumbent President will be extended until such time as the election is concluded.

#### SECTION 7.—REMOVAL FROM OFFICE

The process for the removal of any member from the Board of Directors can be initiated by either a petition of 5% of the Voting Members, or a majority vote of the Board of Directors (with the person proposed to be removed not voting). Reasons for the removal include violation of the code of conduct; abuse of power; behavior materially incompatible with the proper function and purpose of the office.

Procedures relating to the removal process shall be adopted by the Board. Once the removal process has been initiated, a hearing and vote of the Board will be held within 45 days. A vote to recommend removal requires a two-thirds majority of the Board members voting (with the person proposed to be removed not voting). A Board recommendation for removal shall be subject to approval by a vote of the Voting Members, to be held within 45 days of the Board vote. A two-thirds majority of the Voting Members voting is required for removal.

#### ARTICLE VIII. - Meetings of the Board of Directors

Meetings of the Board of Directors shall be chaired by the immediate past President and shall be called whenever the immediate past President or three members of the Board so request. Notice shall be sent to each member of the Board no less than seven days before the time appointed. An emergency Board meeting may be called by the immediate past President or by three members of the Board, if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board, and which of necessity make it impracticable to provide seven days' notice. Such notice shall state the agenda for the meeting. A majority of the members of the Board of Directors shall constitute a quorum and the affirmative vote of a majority of members of the Board voting shall be required for action unless otherwise required by law or these Bylaws. A two-thirds vote of the Board members voting is required for approval or promulgation of statements of principles.

#### ARTICLE IX. - Elections and Filling of Vacancies

Procedures for nominations and elections shall be established by a majority vote of the Directors present and voting at a meeting of the Board of Directors. These procedures shall be provided to the membership annually at the beginning of the election process. The Board of Directors may fill vacancies in the term of any Board member. Any member of the Board so appointed shall serve, until the expiration of the term of office of the Board member being replaced.

#### ARTICLE X. - Chief Executive Officer

The Chief Executive Officer is an Officer of the Society and serves as Secretary of the Society. The Chief Executive Officer is charged with overseeing operations of the Society.

**Commented [MB32]:** Replaces phrase "two-thirds majority."

**Commented [MB33]:** From Bylaws Article II. - Meetings of the Board of Directors, with the following changes:

**Commented [MB34]:** Adds language to shorten notice period for meetings in emergency situations.

**Commented [MB35]:** Replaces "objects intended to be brought before"

**Commented [MB36]:** Phrase removed to maintain order by keeping to the agenda:  
"...and should any other matter be passed upon, any member of the Board shall have the right to reopen the question at the next meeting."

**Commented [MB37]:** From Constitution Article VIII. - Quorum

**Commented [MB38]:** This sentence was removed as unnecessary: "At Board meetings, the presiding officer may vote in all cases."

**Commented [MB39]:** From Article V. - Elections and Filling of Vacancies.

Removed sentences that contain specific procedures already included within election procedures annually approved by the Board (and now, Rules of Procedure document.) Removed reference to Board filling Officer vacancies as this is covered in Officers section above. Removed need for members to ratify replacement Board members at the next CAS meeting and instead left this responsibility with the Board.

**Commented [MB40]:** Replaces Bylaws Article IV. - Chief Staff Executive. Removes references to specific tasks to be performed such as collecting dues, paying bills. Per Constitution Article IV. - Officers, identifies CEO as an officer.

The Chief Executive Officer shall have such other duties as may be assigned by the President or the Board of Directors.

**ARTICLE XI. - *Public Expression of Professional Opinion***

No opinion with respect to questions of public interest shall be publicly expressed by, or on behalf of, the Society, except on matters within the special professional competence of actuaries and then only in accordance with procedures determined by the Board of Directors.

**ARTICLE XII. - *Indemnification***

Directors, officers, volunteers, and other authorized employees or agents of the Society shall be indemnified against claims for liability arising in connection with their positions or activities on behalf of the Society to the full extent permitted by law.

**ARTICLE XIII. - *Amendments***

These Bylaws may be amended by an affirmative vote of 10% of the Fellows or two-thirds of the Fellows voting, whichever is greater. Notice of such proposed amendment shall be sent to each Fellow at least one month before the vote is taken.

An amendment to the Bylaws can be proposed by a two-thirds majority vote of the Board members voting. Alternatively, an amendment can be proposed by a petition of 5% of the Fellows, unless such petition is vetoed by a two-thirds majority vote of the Board members voting.

**ARTICLE XIV. - *Arbitration***

Any dispute or controversy arising under or in connection with the above or any controversy or claim that is in any way connected to or associated with the Society shall be settled exclusively by arbitration to be held in the Commonwealth of Virginia in accordance with the rules of the American Arbitration Association then in effect. Judgment may be entered on the arbitrator's award in any court having jurisdiction.

**ARTICLE XV. - *Use of Financial Resources: Dissolution***

The funds of the Society shall be devoted exclusively to the purposes stated in Article II hereof. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. If the Society is dissolved, all of its remaining assets shall be transferred to one or more organizations organized and operating exclusively for purposes similar to those of the Society and which qualifies as an exempt organization under section 501(c)(3) or section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue Law).

**Commented [MB41]:** From Constitution Article IX. - Public Expression of Professional Opinion, with the following changes:

**Commented [MB42]:** This phrase replaces the detailed procedures in the Constitution, which are moved to the Rules of Procedure document.

**Commented [MB43]:** This language replaces/simplifies lengthy legal language in Bylaws ARTICLE VII. - Indemnification of Officers, Members of the Board of Directors, Committee Members, Presidential Appointees and Employees, as recommended by legal counsel.

**Commented [MB44]:** Matches the language in both the Constitution and Bylaws.

**Commented [MB45]:** From Bylaws Article X - Arbitration

**Commented [MB46]:** From Constitution Article XI. - Use of Financial Resources: Dissolution with the addition of the reference to section 501 (c) (6) as recommended by legal counsel.