

CODE OF REGULATIONS OF
OHIO PLAN RISK MANAGEMENT, INC.

ARTICLE I

Statutory Authority

Ohio Plan Risk Management, Inc. ("OPRM") is organized exclusively for non-profit purposes and will operate at all times in the manner contemplated by Section 1702 et seq, of the Ohio Revised Code, and Section 2744.081 of the Ohio Revised Code as both now exist or the successor to either.

OPRM takes over and succeeds to the powers, authority, rights and property now exercised and held by the property and casualty business operations of The Ohio Plan, an unincorporated, private, non-profit association organized on June 1, 1988 pursuant to Section 2744.081 of the Ohio Revised Code, composed of its Members, membership being limited to political subdivisions in the State of Ohio as defined in the Ohio Revised Code.

This Code of Regulations shall be the governing document for the operations of the OPRM, which may exercise all powers granted pursuant to Statute and this Code of Regulations.

ARTICLE II

Purpose

The OPRM, an instrumentality for each Member of the OPRM, exists for the purpose of enabling Members of the OPRM to provide for a formalized joint self-insurance program to maintain adequate property and liability coverages, risk management programs, claim resolution and other administrative services. Pursuant to Section 2744.081 of the Ohio Revised Code, the OPRM is deemed a separate legal entity for the purpose of enabling its Members to obtain property and casualty coverage through a jointly administered self-insurance program and the OPRM shall have the authority to do all things lawful to accomplish its purpose and operate its business and activities as described in this Article.

Membership in the OPRM shall consist of Ohio political subdivisions or entities which are eligible under applicable statute, ruling or law for membership herein and which are signatories to the agreement for membership. As provided in Section 2744.081(C) and (E)(2) of the Ohio Revised Code, the OPRM is not an insurance company, its operation does not constitute doing an insurance business, it is not subject to the insurance laws of the State of Ohio and is exempt from all state and local taxes.

ARTICLE III

Definitions

A. Board

"Board" shall mean the Board of Directors of the OPRM, the members of which shall act as the managers of the affairs of the OPRM.

B. State

"State" shall mean the State of Ohio, including, but not limited to, the General Assembly, the Supreme Court, the offices of all elected state officers, and all departments, boards, offices, commissions, agencies, colleges and universities, institutions, and other instrumentalities of the State of Ohio. "State" does not include political subdivisions.

C. Political Subdivision

"Political Subdivision" shall mean a municipal corporation, township, county, or other body corporate and politic responsible for governmental activities in a geographic area smaller than that of the State.

D. Administrator

"Administrator" shall mean a person or organization employed or retained by the OPRM to provide various administrative services including the duties set forth in

Article V in this Code of Regulations, those set forth in an agreement between the OPRM and Administrator or as assigned by the Board of Directors from time to time.

E. Member

"Member" shall mean any Ohio political subdivision or entity which is eligible under applicable statute, ruling or law, and which meets eligibility requirements established by the Board for membership in the OPRM and which has executed an acknowledgment and formalization of membership.

F. Representative to the OPRM

"Representative to the OPRM" shall mean that person selected by the Member.

G. Agent

"Agent" shall mean any person or organization formally retained by resolution of the Board of Directors or providing services to the OPRM pursuant to a written agreement between the OPRM and such person or organization.

ARTICLE IV

General Powers

The OPRM is authorized in its own name or through its Agents to do all acts necessary to perform and accomplish the purposes set forth herein within the limits and procedures set

forth herein including, but not limited to the following:

- (1) make and enter into contracts;
- (2) incur debts, liabilities and obligations, but no debt, liability or obligation of the OPRM is the debt, liability or obligation of any Member of the OPRM;
- (3) acquire, hold or dispose of real and personal property;
- (4) employ Agents and employees;
- (5) sue or be sued in its own name;
- (6) administer directly through its Agents a risk management fund, collect contributions thereto and pay authorized expenses and losses on behalf of its Members;
- (7) recommend loss control procedures and advise and educate Members on loss control and risk reduction;
- (8) provide risk management services, including defense and settlement of claims, and engage an Administrator as defined herein; operate as a joint self-insurance pool, purchase insurance, excess insurance and re-insurance as necessary to protect the interests of the Members of the OPRM;
- (9) invest in those securities and investments permitted in this State under the Ohio Revised Code and

regulations that may be adopted by the Superintendent of Insurance;

(10) accept, reject or terminate memberships in the OPRM; and

(11) award contracts without the necessity of competitive bidding to any person for the purpose of administration and risk management of the OPRM as authorized by and consistent with Section 2744.081(A)(2) of the Ohio Revised Code.

ARTICLE V

Administration

The day-to-day management, administrative and business services of the OPRM shall be provided by the Administrator in accordance with the terms of an agreement between the OPRM and such Administrator. As set forth in the agreement, the duties of the Administrator shall include but not be limited to, the placement of insurance and the prevention and/or reduction of risks covered by insurance, design and implementation of self-insurance or reinsurance programs adopted by the OPRM, marketing the insurance products of the OPRM, claims processing, financial and investment management, responsibility for the timely filing of records required by statute and such other duties as are reasonably requested by the Board of Directors of the OPRM.

ARTICLE VI

Membership

Members may be admitted to the OPRM that meet the requirements of the terms of Article III, paragraph E. hereof, at the discretion of the Administrator after appropriate underwriting analysis and upon the occasion of both of the following: (1) the execution by the Member of the Acknowledgment of Membership certifying that the Member has taken all action in accordance with law to become a Member of the OPRM and (2) the issuance to the Member of a Member Certificate of Declarations containing the OPRM's certificate number or an insurance binder containing the OPRM's binder number, as the case may be.

ARTICLE VII

Meetings

A. Annual Meeting

An annual meeting of the Members of the OPRM may be held on a date and at a time and location to be determined by the Board of Directors of the OPRM.

B. Special Meetings

Special meetings of the Members of the OPRM may be held at any time pursuant to a resolution of the Board of Directors of the OPRM.

C. Notice of Meeting

1/1/2009

Written notice stating the time, place and purpose of every meeting of the Members, whether annual or special, shall be given to such Members either by personal delivery, e-mail, or U.S. Mail not less than seven (7) but not more than sixty (60) days before the date of the meeting.

D. Board Meetings

The Board of Directors of the OPRM shall conduct regular meetings a minimum of four (4) times per year at a place and time deemed mutually convenient by the Board. Attendance at the regular meetings of the Board shall be open to the Members of the OPRM.

ARTICLE VIII

Scope of Risk Management

The OPRM may operate as a joint self-insurance pool comprised of its Members, with respect to the risk covered by the OPRM. To the extent any such risk is not retained by the OPRM, the OPRM may acquire conventional insurance protection to reinsure such risk.

ARTICLE IX

Obligations of Members

The obligations of Members shall be as follows:

- (a) to promptly pay all premiums and fees to the OPRM;
- (b) to select a person to serve as Representative to the

OPRM;

- (c) to allow the OPRM or Agents of the OPRM reasonable access to all facilities of the Member and all records which relate to the purpose and the powers of the OPRM;
- (d) to do those acts required by law to allow the Administrator, Agent or attorney employed by the OPRM to represent the Member in investigation, settlement discussions and all levels of litigation arising out of any claim made against a Member within the scope of risk management and protection furnished by the OPRM;
- (e) to furnish full cooperation with the attorneys, claim adjusters, Administrator and any Agent, employee, officer or independent contractor of the OPRM relating to the purpose or power of the OPRM;
- (f) to follow in its operations all loss reduction and prevention procedures established by the OPRM within its purpose and powers;
- (g) to report to the OPRM as promptly as possible all incidents which could result in the OPRM being required to consider a claim for losses to a Member's property or injuries to persons or property within the scope of risk management underwritten by the OPRM; and

(h) any failure to comply with such obligations may result in the termination of such Member.

ARTICLE X

Fiscal Year

The OPRM shall maintain a fiscal year commencing January 1st of each year through December 31st of each year.

Article XI

Indemnification

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by the laws of the state of Ohio. The Board of Directors shall authorize the OPRM to purchase Directors and Officers insurance on behalf of each such officer and Director and pay the premium as an allowable expense.

ARTICLE XII

Agent and Office

The Agent and office of the OPRM for purposes of service of notice and process shall be designated by the Board.

ARTICLE XIII

Termination

In the event the OPRM is terminated and undergoes the winding up of its affairs, all of its known debts and liabilities shall be paid or otherwise provided for and any of

its property and assets remaining after such payment shall be distributed to the Members of the OPRM in accordance with the interest of such Member as determined by the Board. Such distribution shall be in complete satisfaction of the rights of each Member.

ARTICLE XIV

Amendments

This Code of Regulations may be altered or amended or repealed by the affirmative vote of a majority of the Board of Directors then in office at any regular or special meeting called for that purpose.

At least once during every successive three year period following the date of this Code of Regulations, the Board shall form a Bylaw Committee. This Committee shall review the Bylaws and Code of Regulations then in effect and report to the Board regarding any suggested revisions to such Bylaws and Code of Regulations.

I hereby certify that the above Code of Regulations was adopted by the Board of Directors of the Ohio Plan Risk Management, Inc., on the 5th day of December 2008, to be

effective on the 1st day of January, 2009.



Pamela Lucas, Secretary

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