

BYLAWS OF
NORTH BAY WORKERS' COMPENSATION ASSOCIATION
Revised as of 12/1/03

PREAMBLE

The purpose and objective of this Association shall be to promote the general welfare of its members by developing close relationships among all those engaged in the administration of workers' compensation injuries; to promote cooperation by mutual exchange of experiences, and to educate its members. The Association is intended to benefit all those involved in the industry.

Any actions taken by this Association or opinions expressed by or through this Association are not to be construed as actions authorized by, or the opinion of, the employers of the members of the Association.

ARTICLE I. NAME

The name of this Association shall be North Bay Workers' Compensation Association.

ARTICLE II. OBJECT

The object of this Association shall be to promote communication among and education of all persons whose occupations are primarily concerned with workers' compensation in Marin, Sonoma, and Napa counties.

The Association shall be a non-profit organization. No pecuniary gain or profit incidental or otherwise to Members of the organization is contemplated. In the event of dissolution of the organization, the Executive Committee shall adopt a plan of distribution of any assets remaining, after the payment of all debts, to or among one or more non-profit organizations, the purposes and functions of which are similar in character to those of this organization.

ARTICLE III. MEMBERSHIP

Section 1. MEMBERS

Members will be those organizations or persons whose occupation, profession or calling involves a substantial connection with the field of workers' compensation including insurance carriers, self-insured entities, employers, claims adjusting firms, third party administrators, attorneys, physicians, medical practitioners, investigative firms, vocational rehabilitation personnel, and commercial insurance brokers. All Members shall have voting privileges, and shall have the right to hold an office of the Board of Directors. Each employee of companies accepted as Members shall be considered Members; however, each company Membership shall have only one vote.

Section 2. HONORARY MEMBERS

Employees of the Division of Workers' Compensation, State of California, including and limited to WCAB Judges, WCAB Referees, Information and Assistance Officers, Board Raters, and Rehabilitation Unit Consultants employed within Marin, Napa and Sonoma Counties shall hold Honorary Member status. Honorary Membership shall carry with it all of the rights, privileges and obligations of regular Membership.

Section 3. MEMBERSHIP APPLICATION PROCEDURE

All applications for membership must be submitted pre-paid, and shall be reviewed for qualification by the Treasurer. Applicants for Membership must be sponsored by a Member. The Treasurer shall present the membership application to the Board of Directors at the first Board of Director meeting following receipt of the

application. Memberships shall be granted only by a majority affirmative vote of the Board of Directors present. A quorum of the Board of Directors for the purpose of reviewing membership applications shall be seven (7). Annual dues and initiation fees shall be established by the Board of Directors. An Initiation Fee of \$25.00 will be charged to each new applicant. Annual Dues shall be \$100.00 for organizations of 1-10 employees and \$200 for organizations with 11 or more employees. Dues shall be pro-rated for members joining mid-term. Dues are payable on January 1, and considered delinquent on January 31, lapsing the membership. An initiation fee, along with dues, must be paid to reactivate membership.

ARTICLE IV. ADMINISTRATION

Section 1. MANAGEMENT

Management of this Association shall be by a Board of Directors which shall be composed of the President, Vice President, Secretary, Treasurer and an Executive Committee. The Executive Committee shall consist of the Immediate Past President, the Education Chairperson, Legal Advisor, Public Relations Person, Communications Persons (1 vote) and three (3) Members appointed by the President, and approved by the Board of Directors. Committee Officers shall be appointed by the President-Elect and approved by the outgoing Board of Directors. Committee Officers shall work in conjunction with the President-Elect on selection of Committee Members.

Section 2. VETO POWER

Any acts of the Board of Directors may be overturned by a 2/3 vote of Members at a Business Meeting called and noticed to all Members at least 20 days prior to the meeting. The Board of Directors must call a Business Meeting if ten (10) percent of the Members submit a written request for such a meeting.

Section 3. AMENDMENTS

The Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the Members present at a Business Meeting called and noticed to all Members at least 20 days prior to the meeting. The Business Meeting notice must include an agenda and description of the proposed amendment.

Section 4. NOMINATING COMMITTEE

In September of each year, a Nominating Committee of four (4) Members shall be appointed by the Board of Directors, specifically excluding the current President. The current President may not be a member of the Nominating Committee.

It shall be the duty of this committee to nominate candidates for the offices of President, Vice President, Secretary and Treasurer, and submit a notice of nominations to the Members on or before November 1. Prior to the actual election at the business meeting in November, additional nominations from the floor shall be permitted. In order to be nominated, an individual must have served on a Committee or Board Position with the Association for one (1) year.

Section 5. ELECTIONS

The officers shall be elected by ballot to serve for one year or until their successors are elected, and each term of office shall begin on January 1 of the following year. Each Membership shall have one vote, which must be made in person. A majority affirmative vote of the Members present at any Business Meeting shall be sufficient unless specifically indicated otherwise in the Bylaws.

Section 6. TERM OF OFFICE

No member shall hold more than one office at a time

Section 7. VACANCIES

In the event of a vacancy of an elected office, the Board of Directors shall appoint an individual to hold the office for the remainder of the term of office. If the Office of President becomes vacant, the Vice-President shall fill the President's position, and an individual shall be appointed as Vice-President.

In the event of a vacancy of an appointed office, the President shall appoint an individual to hold the office for the remainder of the term of office, subject to confirmation by the Board of Directors.

ARTICLE V. OFFICER & EXECUTIVE BOARD DUTIES

President: Shall preside at all meetings, and have general supervision, direction, and control of the business and officers of the Association, subject to control of the Board of Directors. The President shall appoint, subject to confirmation of the Board of Directors, all committees, and shall be an ex-officio member of each committee. As an ex-officio member of a committee, the president has the same rights as the other committee members, but is not obligated to attend meetings of the committees, nor is the President counted in determining if a quorum is present at the committee meeting. The President shall have the general powers and duties of management usually vested in the office of the president of an association, and such other powers and duties as may be prescribed by the Board of Directors. The President may authorize single expenses not exceeding \$500.

Vice-President: In the absence of the President, the Vice-President shall perform the duties of the President. The Vice-President shall aid and assist the President in any capacity necessary. It shall be generally accepted that the Vice-President is the President-Elect for the following term of office, subject to approval of the Nominating Committee and majority vote of the Members. The Vice-President is an official member of the Education Committee.

Secretary: Shall be the recording officer of the Association and the custodian of its records, except those specifically assigned to others, such as the Treasurers' books. Minutes of every Board of Director meeting shall be provided to each member of the Board of Directors and Committee Chairpersons 20 days following the Board of Director Meeting. In coordination with the President, an agenda for the upcoming Board of Director Meeting shall be prepared, and submitted to the Board of Directors and Committee Chairpersons 10 days prior to the upcoming Board of Director Meeting.

The Secretary shall also:

- (1) Make minutes and records available to members upon request.
- (2) Notify Officers and Committee Members of their election or appointment, and shall provide whatever documents necessary for the performance of their duties, and shall have on hand at each meeting a list of all existing committees and their members.
- (3) Send written notification to new members of their acceptance in the Association.
- (4) Maintain records containing the Bylaws, special rules of order, and minutes, with any amendments to these documents properly recorded, and have these records available at every meeting.
- (5) In the absence of the President and Vice-President, call the meeting to order, and preside until the immediate election of a chairperson pro tem.

?Press releases

In the absence of the Secretary, a Secretary pro tem shall be appointed by the presiding officer.

Treasurer: Shall receive and carefully keep computerized account of all funds of the Association, disbursing funds only for the business of the Association. The Treasurer shall account for all receipts and disbursements at each Board of Directors Meeting, and annually to the Members at an annual Business

Meeting. The Treasurer's records shall be subject to an annual review by a Finance Advisory Committee selected by the Board and by an independent accountant.

The Treasurer shall maintain membership records, including new membership applications and annual renewal notices. The Treasurer shall review new membership applications for qualification and confirm sponsorship of applicants, and present the application to the Board of Directors for vote at the Board of Director meeting following receipt of the application.

Immediate Past President: Shall be the Association's liaison to the other Industry Associations. The Immediate Past President is a member of the Executive Committee, and holds the responsibilities related thereto.

Executive Committee: Shall generally support the objectives of the Association in whatever capacities necessary. The Executive Committee shall participate in the identification of educational needs and selection of educational topics and speakers. In addition, Executive Committee members shall assist in the production of seminars and classes, and encourage participation in the Association.

Communication Officer: Shall coordinate meeting facilities, including location, meals, reservations and equipment. The Communication Officer shall collect telephone messages, and direct the calls to the appropriate party for response. The Communication Officer shall be responsible for greeting attendees at all General and Business Meetings, and compiling attendance and at-the-door payment records for the event. The Communication Officer may solicit the assistance of other members to fulfill these tasks.

Education Officer: Shall be responsible for the selection of educational speakers for Regular Meetings, classes and seminars. The Education Officer may solicit the assistance of other members to fulfill these tasks. The Education Officer shall confirm speaking arrangements in writing, and coordinate with the speaker and Communication Officer any special equipment required for the presentation. The Education Officer shall be responsible for preparation and coordination with the Administrative Assistant of all mailings advertising educational events. The Educational Officer shall present the Committee's education proposals to the Board of Directors for review at least three (3) months in advance.

Legal Advisor: Shall be responsible for the selection of legal update speakers for Regular Meetings, and shall confirm speaking arrangements in writing. Speakers need to be confirmed at least three (3) months in advance, with notice to Public Relations and Education Officer. It shall also be the responsibility of the Legal Advisor to research and advise the Board of Directors on any legal issues affecting the management of the Association.

Public Relations Officer: Shall endeavor to publicize the Association to increase membership and attendance at all functions. The Public Relations Officer shall be responsible for coordinating social events, and shall publicize functions in appropriate trade journals.

Administrative Assistant: The Association shall hire an Administrative Assistant to assist the Association on a fee-for-service basis. The Administrative Assistant shall pick up and forward mail; maintain records of reservations, attendance at events, membership, and mailing lists; prepare educational mailing in coordination with the Education Officer; and perform any other administrative functions at the request of the Board of Directors. The Administrative Assistant shall track receipt of all funds, forwarding said funds to the Treasurer. The Administrative Assistant shall be an independent contractor engaged in the business of providing administrative/business services.

ARTICLE VI. FINANCIAL

Section 1. AUTHORITY

The President may authorize any single expense up to \$500. The Board of Directors must authorize any one event expense exceeding \$5000.

The Treasurer has the authority to sign individual checks up to \$1,000. Amounts exceeding that figure require a second signature of either the President or Vice President.

Section 2. ANNUAL FINANCIAL REPORT

At least once every 12 months the Treasurer shall present, to the Members present at a Business Meeting, a written Financial Report covering the income and expenses since the previous report and listing current account balances.

An independent Certified Public Accountant shall be hired by the Board of Directors annually to review the financial records of the Association, and submit a written report of findings to the Board of Directors.

Section 3. FISCAL YEAR

The first fiscal year shall run from ratification of the bylaws in the fall of 1991 through December 31, 1992. Thereafter, the fiscal year shall begin on January 1 and end on December 31. Dues shall be pro-rated for members joining mid-term.

ARTICLE VI. MEETINGS

Section 1. General Meetings

General Meetings shall be held monthly. Personnel from any company or firm belonging to the Association as a Member are welcome at all General Meetings. Members may bring as their guest members of companies or firms not belonging to the Association.

Section 2. Business Meetings

Business Meetings will be called by the President or Board of Directors at any time upon written notice, and shall be called at least once every 12 months. A Business Meeting must be called to present a Treasurer's Report to the Members, and to allow the Members an opportunity to vote on the proposed slate of officers for the next fiscal year.

Section 3. Board of Director Meetings

Board of Director Meetings shall be held at least once every 60 days. These meetings shall include the Board of Directors and Committee Chairpersons. Other individuals shall be accepted upon invitation of the President. A quorum of the Board of Directors shall be seven (7) unless specifically indicated otherwise within the Bylaws.

Section 4. Meeting Designation

The President or Board of Directors shall designate meetings as General, Business, or Board of Director.

Section 5. Conduct

The conduct of meetings shall be governed by Robert's Rules of Order when not in conflict with the By-Laws of the Association.

Revised: 12/1/17