

Wisconsin Association of Worker's Compensation Attorneys, Inc.

By-Laws

[As Amended September 25, 2009]

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Article I. Association

The name of this Association shall be "Wisconsin Association of Worker's Compensation Attorneys, Inc." (hereinafter, "the Association"). The Association may at its pleasure by a vote of the membership body change its name.

Article II. Purposes

The principal purpose of the Association is to serve the public interest by fostering and promoting educational opportunities for the general public (including Wisconsin employees, employers and insurers) as well as members of the Association itself as to topics pertaining to Wisconsin worker's compensation law and industrial injuries, and for any other lawful purpose.

The Association shall obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of the United States of America, apposite state and local tax law, or corresponding sections of any future federal tax code. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Association shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these

articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any state or local or future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section any future federal tax code.

Although the Board of Directors is empowered to hire and fix the compensation of any and all employees which the Directors (in their discretion) may determine to be necessary in the conduct of the business of the Association, it is intended that the members, Directors, President, and Officers will all serve the Association on an unpaid, voluntary basis, and that the Association will accomplish its business without paid employees, so as to avoid liability as an employer under pertinent state and federal law. No Director, President or Officer shall for reason of the office be entitled to receive any salary or compensation.

Article III. Membership and Dues

Membership in this Association shall be open to attorneys who are duly licensed to practice law by the State of Wisconsin.

Every member shall enroll in the Association by signing and filing in the office of the Association a registration card showing the following information concerning the registrant:

- (a) Full name;
- (b) Location of principal office;
- (c) Office telephone number;
- (d) Office facsimile number; and
- (e) E-mail address (if any).

The Association shall keep a membership book recording the information provided by its members.

Membership dues shall be determined by the Board of Directors. Dues shall be paid on the basis of a January 1 through December 31 fiscal year, and shall be due and payable to the Treasurer on January 1 beginning each year.

Article IV. Annual Meetings

Prior to 2008, the annual membership meeting of this Association shall be held at a place and on a date during the fourth quarter of the year as determined by the President. Beginning in 2008, the annual membership meeting shall be held in June, July or August, as determined by the President. The President shall post the location and date of the meeting on the Association website at least 30 days

prior to the date set for the meeting. The President shall also give notice to the members by email. Business may be conducted by a majority vote of the members present.

Article V. Voting

At all meetings, except for the election of Officers and Directors, all votes shall be *viva voce*. Voting for Directors and Officers shall be conducted in the manner described in Articles VI and VII below.

Article VI. Board of Directors

Section 1. Qualifications of Electors. Each member of the Board of Directors shall be elected by the active members of the Association eligible to vote in the Association District in which such member of the Board of Directors has his or her principal office.

Association Districts shall be created as follows:

District I shall consist of the following Wisconsin counties: Douglas, Bayfield, Burnett, Washburn, Sawyer, Ashland, Iron, Polk, Barron, Rusk, Price and Taylor, as well as all out-of-state members;

District II shall consist of the following Wisconsin counties: Vilas, Oneida, Forest, Florence, Lincoln, Langlade, Marathon, Wood and Portage;

District III shall consist of the following Wisconsin counties: Marinette, Menominee, Oconto, Shawano, Waupaca, Outagamie, Waushara, Winnebago and Fond du Lac;

District IV shall consist of the following Wisconsin counties: Brown, Kewaunee, Door, Calumet, Manitowoc, and Sheboygan;

District V shall consist of the following Wisconsin counties: St. Croix, Dunn, Eau Claire, Clark, Pierce, Pepin, Buffalo and Jackson;

District VI shall consist of the following Wisconsin counties: Trempealeau, LaCrosse, Monroe, Vernon, Juneau, Crawford, Richland and Grant;

District VII shall consist of the following Wisconsin counties: Adams, Marquette, Green Lake, Sauk, Columbia, Dodge, Iowa, Lafayette, Dane and Jefferson;

District VIII shall consist of the following Wisconsin counties: Green, Rock, Walworth, Racine and Kenosha;

District IX shall consist of the following Wisconsin counties: Washington, Ozaukee, Waukesha and Milwaukee.

Section 2. **Term.** At the annual election members of the Board of Directors shall be elected in the several Association Districts by the members entitled to vote in each Association District where there is a vacancy or vacancies for Director or Directors whose terms expire. Directors shall be elected for a term of three (3) years. However, at the initial annual meeting, one-third of the Directors shall be appointed to serve one (1) year terms, one-third shall be appointed to serve two (2) year terms, and one-third shall be appointed to serve three (3) year terms, by the President drawing lots from the names of all of the elected Directors.

The terms of all out-going Directors shall end, and the terms of their elected successors shall commence, on the January 1 of the year following the election.

Beginning with the 2008 elections, a person may not serve as a Director for more than two consecutive three-year terms, but may be re-elected after being out of office for at least one year.

Section 3. **Nomination.** Nomination for the Office of Director can be made by any member of the Association by notification of the nomination to the President. The nomination can be for another member, if that other member has agreed to accept the nomination, or a member can nominate herself or himself. The nomination shall be made to the President at least twenty days prior to the date set for the annual meeting as set forth in Article IV. The President shall announce all candidates at the same time and at least ten days prior to the annual meeting date. If no nominations are made in conformity with this provision, nominations can be made from the floor at the annual meeting.

Section 4. **Voting.** Voting for Directors shall be done viva voice at the annual meeting. In addition, any member who can not attend the annual meeting may request an absentee ballot from the President within fifteen days after the President sets the date of the annual meeting. The form of the ballot shall be determined by the President. The ballot shall be returned to the President at least five days prior to the annual meeting. The ballot may be sent by regular mail or by email.

Section 5. **Meetings of Board of Directors**

(a) There shall be a regular meeting of the Board of Directors in each year at the time of the annual meeting of members of the Association. Special meetings of the Board of Directors may be held at any time upon call of the President or upon written request signed by five (5) members of the Board. Such written request may also be in the form of e-mails.

(b) Notice of the time and place of regular and special meetings of the Board shall be given to each member by the President by mail, email or telephone at least ten (10) days before the meeting. At any regular meeting of the Board any business may be transacted which is within the power of the Board, whether or not specified in the call or notice of the meeting. At any special meeting of the Board, any business may be transacted which is within the power of the Board if specified in the call or notice of the meeting. Members of the Board may participate and vote by telephone at any special meeting, but not at a regular meeting. Members

appearing by telephone at a special meeting shall be deemed present for the purpose of determining a quorum. Action by the Board may be taken by a majority of members present at a meeting at which a quorum is present. A quorum is present if at least one-third of all of the members of the Board of Directors are present at the regular or special meeting.

Article VII. Officers

Section 1. **Nomination.** Nomination for the Office of President-Elect, Secretary and Treasurer can be made by a member of the Association by notification of the nomination to the President. The nomination can be for another member, if that other member has agreed to accept the nomination, or a member can nominate herself or himself. The nomination shall be made to the President at least twenty days prior to the date set for the annual meeting as set forth in Article IV. The President shall announce all candidates at the same time and at least ten days prior to the annual meeting date. If no nominations are made in conformity with this provision, nominations can be made from the floor at the annual meeting.

Section 2. **Voting.** The provisions of Section 4 of Article VI of these bylaws relating to the election of members of the Board of Directors shall be applicable also to the election of officers.

Section 3. **Terms.** The terms of all out-going officers of the Association shall end, and the terms of their elected successors shall commence on the January 1 of the year following the election.

Beginning with the 2008 elections, a person may not serve a second consecutive one-year term as President, President-Elect or Immediate Past-President unless needed to fill the vacancy of one of the other of those offices.

Beginning with the 2008 elections, a person may not serve more than three consecutive one-year terms as Secretary or Treasurer, but may be re-elected to that office after being out of office for at least one year.

Section 4. **Function of the President.** The President shall preside at all membership meetings, present at each annual meeting of the Association an annual report of the work of the Association, see that all books, reports and certificates as required by law are kept or filed, give and serve all notices to the members of the Association, attend to all correspondence of the association be one of the officers who may sign checks or drafts for the Association, and have such powers as may be reasonably construed as belonging to the chief executive of any Association.

Section 5. **Function of the President-Elect/Vice President.** The President-Elect shall perform all functions of the President in the President's absence and may sign all forms on which the signature of the President is needed.

Section 6. **Function of the Secretary.** The Secretary shall keep the minutes and records of the Association in appropriate books, be official custodian of the records

of the Association, present to the membership and the Board of Directors at any meetings any communications addressed to the Secretary of the Association, be one of the officers who may sign checks or drafts for the Association, and exercise all duties incident to the office of Secretary.

Section 7. Function of the Treasurer. The Treasurer shall have the care and custody of all monies belonging to the Association, be solely responsible for such monies or securities of the Association and be one of the officers who shall sign checks or drafts for the Association. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the Association and such report shall be affixed to the minutes of the Board of Directors. The Treasurer shall exercise all other duties incident to the office of the Treasurer.

Section 8. Officers by virtue of their office shall be members of the Board of Directors.

Section 9. Function of the Immediate Past President. The Immediate Past President shall be an advisor to the President.

Article VIII. Committees

Section 1. Appointment; Number of Members; Term; Removal for Nonattendance.

(a) Each of the standing committees shall consist of at least four (4) members. The chairperson and members of each such committee shall be appointed by the President. Committee vacancies shall be filled by appointment by the President. Members of committees shall serve until the appointment of their respective successors by the succeeding President. A quorum at committee meetings shall be a majority of the members. Each committee shall keep a record of its meetings and proceedings and shall submit meeting reports promptly to the Board of Directors. The Board of Directors may assign powers or duties to any standing committee in addition to those hereinafter set forth.

(b) After two consecutive unexcused absences from meetings of any committee, the chairperson of the committee shall report said absences to the President. The President shall thereupon notify such member of the member's removal from the committee, and appoint a replacement for the balance of the term of office.

Section 2. Committee on Continuing Legal Education. This committee shall carry out the organization's continuing legal education program, which is designed to serve the public interest by improving the competence of lawyers and licensed hearing representatives. Competence includes knowledge of substantive and procedural law, principles of ethics and professionalism, and techniques of worker's compensation practice management. The continuing legal education program should be committed to providing a range of high quality educational and practice resources at competitive prices.

Section 3. Committee on Communications. This committee shall create, develop and implement effective means and methods of communication between the Association and its members, as well as all forms of media and members of the general public. It shall be responsible for the relations of the Association to the public and shall report and make recommendations from time to time to the Board of Directors. It shall be responsible for communication media including, but not limited to, the Association newsletter and Internet web site.

Section 4. Young Lawyers Committee. The purposes of this committee are to provide information and assistance to WAWCA members developing their worker's compensation practice, create programs directed towards the needs of the developing members, provide a bridge between the developing members and the more experienced Wisconsin worker's compensation practitioners, encourage interest in the practice of Wisconsin worker's compensation law, and promote membership in WAWCA. The benefits and programs of this committee shall be open to members of WAWCA having ten (10) or less years of experience in the practice of Wisconsin worker's compensation law, and law students attending the University of Wisconsin Law School and Marquette University Law School.

Section 5. Special Committees. Each special committee shall consist of a number of members determined and appointed by the President or, if the special committee is a committee of the Board of Directors, such number as shall be determined and appointed by the President with the advice and consent of the Board of Directors. Appointments to special committees shall be for the balance of the President's term or replacement by the successor President, whichever is later. Creation or abolition of a special committee by the President is subject to review and approval by the Board of Directors. The Chairperson of each special committee shall be appointed by the President and serve until replaced or reappointed by the successor President. The Chairperson of each committee of the Board shall be designated by the Board for a term of one year or until replaced by the successor President, whichever is later. In the event of any vacancy in any special committee, it shall be filled by appointment by the President or, in the event of a vacancy in a committee of the Board, by the Board for the unexpired term. Members of the special committee shall serve until the appointment of their respective successors. Each special committee shall keep a record of its meetings and proceedings and shall submit an annual report to the Board of Directors. The members of any special committee shall be subject to the removal provisions contained in Section 1(b).

Article IX. Vacancies

Any vacancies in the Board of Directors or committees shall be filled by the President subject to the approval of the Board of Directors at any annual or special meeting.

Article X. Order of Business

1 – Roll call.

2 – Reading of the minutes of the preceding meeting.

- 3 – Treasurer's Report.
- 4 – Reports of committees.
- 5 – Old business.
- 6 – New business.
- 7 – Miscellaneous.
- 8 – Adjournment.

Article X. Liability and Indemnification of Officers, Employees, and Agents

Section 1. Power. The Association shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether with or without merit (other than an action, suit or proceeding by or in the right of the Association) by reason of the fact that he or she is or was a member of the Board of Directors of the Association, an officer or employee of the Association, or an agent of the Association acting on its behalf as a committee member or as an appointee of an officer or the President of the Association (all of the above herein designated as "Association Persons"), against expenses, including attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding if he or she breached or failed to perform any duty resulting solely from his or her status as a Association Person unless the breach or failure to perform constitutes any of the following:

- (a) A willful failure to deal fairly with the Association or its members in connection with a matter in which the Association Person has a material conflict of interest.
- (b) A violation of criminal law, unless the Association Person had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.
- (c) A transaction from which the Association Person derived an improper personal benefit.
- (d) Willful misconduct.

Section 2. **Effect of Termination.** The termination of any action, suit or proceeding referred to in Section (1) by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that indemnification of the Association Person is not required under this section in section (1), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by the person in connection therewith.

Section 3. **Denial of Indemnification.** Any indemnification under section (1) shall be made by the Association unless there is a determination that indemnification of

the Association Person is improper in the circumstances because he or she has breached or failed to perform a duty in a manner described in Section (1)(a) to (d). Such determination shall be made by the Board of Directors of the Association by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding, subject to review by the court which conducted the action, suit or proceeding or by another court of competent jurisdiction.

Section 4. **Advance Payment.** Expenses including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the Association Person to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Association as provided in this Article.

Section 5. **Insurance.** The Association shall have power to purchase and maintain insurance on behalf of any Association Person against any liability asserted against the person and incurred by him or her in any capacity as a Association Person whether or not the Association would have to indemnify against such liability under this Article. Where there is insurance coverage the Association will not indemnify against attorney's fees paid by the Association Person except where such person has reasonably retained counsel because a claim exceeds the insurance coverage.

Section 6. **Liability of Directors and Officers.** No person shall be liable to the Association for any loss or damage suffered by it on account of any action taken or omitted to be taken as a Director or Officer of the Association, in good faith, if such person (a) exercised and used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Association or upon statements made for information furnished by Officers or Directors of the Association which he had reasonable grounds to believe were true. The foregoing shall not be exclusive of other rights and defenses as such person may be entitled to as a matter of law.

Article XI. Amendment

The provisions of these bylaws shall be subject to amendment, alteration, addition or abrogation by resolution of the Board of Directors if ratified by vote of two-thirds of the members or of the Directors. When any change in the bylaws has been made, the President shall publish notice thereof, including a copy of the amendatory resolution.

Implied Amendments. Any action taken or authorized by the members or by the Board of Directors, which would be inconsistent with the by-laws then in effect, but taken or authorized by affirmative vote of not less than the number of members or Directors required to amend the by-laws, shall be given the same effect as though the by-laws had been temporarily amended or suspended so far (but only so far) as is necessary to permit the specific action so taken or authorized.

Article XII. Electronic Notice

Any notice provision required under these by-laws may be made electronically.

Article XIII. Non-Profit Purpose

The Association is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Association shall be authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XIV. Nondiscrimination

No form of discrimination will be represented in the by-laws that would violate any law with reference to the rules and regulations governing discrimination of any sort.

Note: The By-Laws of the Wisconsin Association of Worker's Compensation Attorneys, Inc., were amended by the Board of Directors at its meeting on February 20, 2009. The foregoing is the amended version of the By-Laws.