

Wisconsin Association of Workers Compensation Attorneys (WAWCA)

Board of Directors Telephone Conference Meeting Minutes
Friday, September 14, 2007

Call to Order. The WAWCA Board of Directors Meeting by telephone conference was called to order at 9:00 a.m. by Chuck Hanson, President.

Roll Call. Charles Hanson, President; Cathy Lake, President-Elect; Thomas Bertz, Past-President; John Griner, Treasurer; Barry Stern, Secretary; Cynthia Thurston, District 1 Director; William Wulf, District 2 Director; Jennifer Edmondson, District 3 Director; Michael Kulkoski, District 4 Director; Thomas Siedow, District 5 Director; Thomas Horvath, District 6 Director; Charles Soule, District 7 Director; Mark McGillis, District 8 Director; and Thomas Niemiec, District 9 Director.

1. Approval of June 27, 2007 and June 28, 2007 Meeting Minutes. Jennifer Edmondson proposed that page 3 of the June 27, 2007 Board Meeting minutes be amended. On page three, in numbered paragraph 10 regarding the Fee Committee Update, the first two sentences refer to the WAWCA fee committee making proposals to the Worker's Compensation Advisory Council, when in fact, the committee that met with the advisory council and made the proposals was a separate, non-WAWCA committee consisting of John Edmondson, John Neal and Ray Clausen. Jennifer moved that the first three sentences of numbered paragraph 10 be deleted and replaced with the sentence, "A worker's compensation advisory council committee on attorney's fees has made several proposals to the Worker's Compensation Advisory Council." No other changes to the June 27, 2007 Board Meeting Minutes were proposed, and no changes to the June 28, 2007 Membership Business Meeting Minutes were proposed.

Tom Siedow moved that the Board adopt the June 27, 2007 minutes with the amendment proposed by Jennifer Edmondson. The motion was seconded by John Griner and unanimously approved by the Board.

Tom Siedow moved that the Board adopt the June 28, 2007 minutes without amendment. The motion was seconded by Cathy Lake and unanimously approved by the Board.

2. Treasurer's Report. John Griner reported that the Association has a current balance of approximately \$11,500 in its account. Payment of \$1,500.00 for UW Law School scholarships is pending; after this payment is made, the balance in the account will be approximately \$10,000. There are currently about 100 paid members. There are currently 18 members and 2 nonmembers registered for the fall ethics seminar.

Receipts from the 2007 summer seminar totaled \$12,835, including \$1,250 from sponsors. Expenses for the summer seminar totaled \$9,370.67. The Board expressed its appreciation to Cathy Lake for keeping seminar costs down and making the seminar a success.

Nonprofit organizations are required to annually file certain federal financial reports with the IRS, as well as reports with the state, to maintain income and sales tax-exempt status. The reports for prior years were not filed by previous treasurers. John Griner is in the process of completing and filing the Association's reports. He stated that there will not be any tax liability to the Association as a result of these filings. In order to apply for state certification of sales tax-exempt status, John needs to send to the state a copy of the IRS letter approving the association's tax-exempt status. To date, John has not been able to locate a copy of the IRS letter. If anyone has a copy of the IRS letter, they should send it to John.

3. Scholarship Program. As stated in the Treasurer's report, the \$1,500 in scholarships to UW Law School students that were awarded for the 2007-2008 school year will be paid this fall. Tom Bertz reported that the Marquette Law School scholarship for the 2007-2008 school year has not yet been awarded because it is awarded at the end of the fall semester to the student scoring the highest on the final exam in the worker's compensation course taught at Marquette by Tom Domer.

4. Fall Seminar. Tom Bertz reported that the fall ethics seminar in Stevens Point on November 2, 2007, will include presentations on medical conditions manifesting in the work place by Dr. Randal Wojciehoski and on new trust account rules and attorney's fees by Timothy Pierce, State Bar Ethics Counsel. In addition, there will be presentations by Dean Dietrich, Chair of the State Bar Ethics Committee, and by Cathy Lake. During the luncheon, the association's annual meeting will be held, which will include a presentation of an award to ALJ Ed Falkner and the elections of officers and directors. Mike Kulkoski has coordinated the mailing / emailing of notices of the fall seminar to several county bar associations for publication in the county bar newsletters.

5. Summer Seminar. Chuck Soule will chair the 2008 summer seminar. Cathy Lake will serve on the summer seminar committee. The summer seminar will be held at the same venue, the Marriott Madison West Hotel in Middleton. Contact Chuck or Cathy if you are interested in serving on the summer seminar committee.

6. By-Laws -- Proposed Changes.

A. Changing the Date of the Annual Membership Meetings

Following a discussion, Tom Bertz moved that Article IV of the by-laws be amended to provide for the annual membership meeting to be held on the same day as the annual summer seminar. The motion was seconded by Barry Stern and unanimously approved by the Board.

(Note: The corresponding by-law language changes are specified under paragraph G, below.)

B. Chairperson of the Board

Chuck Hanson noted that the chairperson of the Board serves the same function as the Board President, and therefore proposed that the by-laws be amended to delete reference to the chairperson. Tom Bertz moved that Article VI, Section 6 of the by-laws be deleted, thereby eliminating the position of chairperson of the Board. The motion was seconded by Bill Wulf and unanimously approved by the Board.

C. Term Limits for Officers and Directors

Chuck Hanson led a discussion about whether there should be term limits for officers and directors. Chuck believes that term limits make organizations stronger and more responsible. Cathy Lake and others agreed. John Griner agreed, and also noted that if there are term limits, this increases the need for the Association to have a permanent registered agent. Following the discussion:

Cathy Lake moved that Article VI, Section 2 of the by-laws be amended to provide that, beginning with the 2008 elections, a person may not be elected to 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. The motion was seconded by Tom Horvath and unanimously approved by the Board.

Jennifer Edmondson moved that Article VII, Section 3 of the by-laws be amended to provide that, beginning with the 2008 elections, a person may not be elected to 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. The motion was seconded by Tom Bertz and unanimously approved by the Board.

Jennifer Edmondson moved that Article VII, Section 3 of the by-laws be amended to provide that, beginning with the 2008 elections, a person may not be elected to 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. The motion was seconded by Tom Horvath and unanimously approved by the Board.

D. Function of the Immediate Past President

Tom Bertz moved that Article VII, Section 9 of the by-laws be created to provide that the Immediate Past President shall be an advisor to the President. The motion was seconded by Tom Horvath and unanimously approved by the Board.

E. Nondiscrimination

Jennifer Edmondson and Tom Bertz moved that Article XIV of the by-laws be created to add the language, "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." The motion was seconded by Tom Niemiec and unanimously approved by the Board.

F. Membership Dues

The by-laws need to be amended to reflect the recent increase in annual membership dues from \$20.00 to \$30.00. There was a consensus that the by-laws should not have to be amended each time dues are increased. Barry Stern moved to amend Article III of the by-laws by replacing the sentence, "Membership dues are Twenty (20) Dollars per annum" with "Membership dues shall be determined by the Board of Directors." The motion was seconded by Tom Bertz and unanimously approved by the Board.

G. Other Technical Changes

On September 3, 2007, Barry Stern wrote a memo to Chuck Hanson suggesting specific language changes to the by-laws to change the date of the annual membership meeting so that it can be held on the same day as the annual summer seminar (see motion adopted under paragraph A, above), and to make other technical changes to the by-laws. These changes are specified in the September 3 memo under numbered paragraphs 1, 3 and 5. A copy of the memo was provided to all Officers and Directors prior to the September 14, 2007 telephone board meeting. John Griner moved that Articles III, IV, VI and VII of the by-laws be amended as proposed in numbered paragraphs 1, 3 and 5 of Barry's memo. The motion was seconded by Mark McGillis and unanimously approved by the Board.

7. Board Vacancies. District 2, 3 and 4 Directors and the offices of President-Elect, Treasurer and Secretary are up for re-election on November 2, 2007. Bill Wulf is running for a second term as District 2 Director. Jennifer Edmondson is not seeking re-election as District 3 Director, so this is an open seat. Jennifer reported that John Edmondson is interested in running for District 3 Director. Mike Kulkoski is not seeking re-election as District 4 Director, so this is an open seat. Mike is currently looking for someone to replace him as District 4 Director. Cathy Lake, current President-Elect, has agreed to become President. John Griner and Barry Stern are seeking re-election as Treasurer and Secretary, respectively, but under the by-laws, they cannot seek re-election in fall 2008. Chuck Hanson will be sending / emailing a notice of the annual meeting to members that reflects the above.

8. State Bar List Serve. Cathy Lake has continued looking into utilizing the State Bar's mailing list service. The cost will be minimal. The goal is to set up the service by the first part of 2008.

9. WAWCA Website. At previous meetings, the Board has discussed the value of the Association's website to both members and nonmembers, and whether the Association should consider making part of the website accessible only to members. These issues will be discussed further at future meetings.

10. Membership. Tom Horvath and Jennifer Edmondson reported that the State Bar has identified 809 attorneys in Wisconsin who list worker's compensation as a practice

area. WAWCA currently has only about 100 members. Members should contact Tom or Jennifer if they have ideas for increasing WAWCA's membership in 2008. Ideas will be solicited and discussed at the next Board meeting, and possibly at the Annual Meeting on November 2, 2007.

11. Other Business. Jennifer Edmondson provided a copy of a letter dated August 29, 2007, from Tom Basting, State Bar President, to Frances Huntley-Cooper, Chair of the Worker's Compensation Advisory Council, regarding the inadequacy of the current attorney's fee structure in worker's compensation cases. Jennifer moved that the Association send a letter to the Worker's Compensation Advisory Council in support of Tom Basting's letter. Mike Kulkoski seconded the motion. However, following a discussion of whether such a letter would jeopardize the Association's tax-exempt status or constitute a lobbying activity or "attempting to influence legislation" in violation of Articles II and XIII of the by-laws, no vote on the motion was taken. Chuck Hanson agreed to call Tom Basting to ask if such a letter of support would be considered a lobbying activity.

Adjournment. The meeting was adjourned at 10:25 a.m.

Barry Stern, Secretary

Date: October 31, 2007

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Attachment: Copy of amended by-laws showing changes approved by the Board on September 14, 2007.

Barry Stern

Attorney at Law

TO: WAWCA Officers & Directors

DATE: October 11, 2007 -- REVISED 10/31/07 (CHANGES ON PAGE 2)

Changes to By-Laws Approved by the Board on September 14, 2007

(Deletions shown by strikeouts, additions by underscoring)

Article III. Membership and Dues

[Amendments made only to the last two paragraphs:]

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

Membership dues are ~~Twenty (\$20) Dollars per annum~~ 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 ~~such~~ year.

Article IV. Annual Meetings

~~The~~ 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 ~~by September 15 of that year~~ at least 30 days prior to the date set for the meeting. ~~He~~ The President shall also give notice to the members by email. Business may be conducted by a majority vote of the members present.

Article VI. Board of Directors

Section 2. **Term.** ... *[No amendments to first paragraph. Add the following two paragraphs:]*

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 4. **Voting.** ... *[Amend the last sentence as follows:]* ... The ballot may be in ~~writing and~~ sent by regular mail or by email."

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

[No amendments to paragraph (a). Amend the first sentence in paragraph (b) as follows:]

(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 ~~[ADD email]~~ or telephone at least ten (10) days before the meeting.

Section 6. **Election of Chairperson of the Board of Directors.**

[Delete entire section]

Article VII. Officers

Section 1. **Nomination.** *[Amend the third sentence as follows:]* ... 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.

Section 3. ~~**Commencement of Term of Office Terms.**~~ The terms of all out-going officers shall end, and the ~~term~~ terms of their ~~successors~~ elected successors shall commence, on the ~~first day of~~ 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 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 ~~necessary~~ on which the signature of ~~Vice~~ the President is needed."

Section 6. **Functions of the Secretary.** The Secretary shall keep the minutes and records of the Association in appropriate books, ~~file any certificate required by any statute,~~ 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.

[Create the following new section:]

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

[Create the following new article:]

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.