

CONSTITUTION AND BYLAWS

OF

AWCCA, Inc.

MISSION STATEMENT

The purpose and objects of this organization shall be to promote the general welfare of its members by developing close relationships among those engaged in the handling of workers' compensation claims; to promote cooperation by mutual exchange of experiences and discussions thereon and to educate its members.

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

CONSTITUTION

ARTICLE I

Section I Name: The name of this organization shall be AWCCA, Inc.

ARTICLE II

Section I Nature: This organization shall be a nonprofit corporation. 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 not-for-profit organizations.

ARTICLE III

Section I Membership: The qualifications for membership in this organization shall be as set forth and provided for in the Bylaws.

ARTICLE IV

- Section I Officers: The officers of this organization shall be a President, a Vice-President, a Secretary and a Treasurer who shall be elected as provided in the Bylaws.
- Section II Duties: The duties of the officers shall be as set forth and provided in the Bylaws.
- Section III Vacancies: In the event of the death, resignation, or removal of any elected officer, the unexpired term of such officer shall be filled as provided in the Bylaws.

ARTICLE V

- Section I This Constitution may be amended by the affirmative vote of two-thirds (2/3) of the membership present at any business meeting, or a special meeting called for that purpose. Notice of such meeting shall be read in three (3) consecutive meetings prior to vote, vote taken at third meeting. Amendments may be proposed by any member.

BYLAWS

ARTICLE I

MEMBERSHIP

- Section I Regular Members shall be personnel of insurance companies, self-insureds, independent adjusters, and third party administrators that handle workers' compensation claims.
- Section II Each Regular Member upon joining the organization shall pay annual dues payable in advance as set forth by the Executive Committee. Only those Regular Members who are not delinquent in payment of their dues shall have the right to vote.
- Section III Associate Members: Associate Members shall be people who provide an ancillary service to the workers' compensation industry and who do not handle workers' compensation claims. Eligibility is to be determined by the Executive Committee. They will have voting privileges for

the election of Executive Officers only but do not have the right to hold elected offices. Each Associate Member upon joining the organization shall pay annual dues payable in advance as set forth by the Executive Committee.

Section IV Any applications for membership may be reviewed for qualifications by the Executive Committee at a meeting of the Executive Committee. A quorum of the Executive Committee for the purpose of reviewing membership applicants shall be two-thirds (2/3).

In lieu of reviewing individual applications for membership, the Executive Committee may authorize the organization's Treasurer, Secretary or both, to review and approve membership applications.

ARTICLE II

MANAGEMENT

Section I The administration and management of this organization shall be by an Executive Committee which shall be composed of: the President, Vice-President, Secretary, Treasurer, Immediate Past President; up to three (3) Regular Members At Large and up to four (4) Associate Members At Large nominated to the Executive Committee by the Executive Committee; and the Chairperson of each of the organization's standing committees as designated by the Officers and Members At Large.

Section II Minutes of the Executive Committee meetings shall be available to any Regular or Associate Member following approval of minutes at the next regular Executive Committee meeting.

Section III Any acts of the Executive Committee may be over-ridden by a two-thirds (2/3) vote of the Regular Members present at a regular monthly meeting or at a special meeting called by the Executive Committee.

ARTICLE III

OFFICERS AND DUTIES

Section I The officers of this organization shall be a President, Vice-President, Secretary, and Treasurer.

Section II The officers shall be elected by majority vote at the April monthly meeting and new officers will be announced at the May monthly meeting. They shall serve for the ensuing year or until their successors are duly elected and installed.

Section III The duties of the President shall be to preside at all meetings and to perform all the duties customary to that office.

The President may appoint an auditing committee, as needed, to report to the membership the financial condition of the organization, including all receipts and disbursements of the money. The President may appoint additional committees as may be necessary. The President will be responsible for submitting the necessary information annually, to the organization's accountant.

Section IV The Vice-President shall perform the duties of the President during the absence or temporary incapacity of the President and shall serve as the Chairman of the Program Committee.

Section V The Secretary shall keep a record of the proceedings of the business meetings of the organization, and shall notify all members of the time and place of all meetings, as well as keep a record of the proceedings of the Executive Committee.

Section VI The Treasurer shall receive and carefully keep account of all monies of the organization, disbursing the same only for the business of the organization. Other than regularly invoiced monthly meeting expenses of the organization, the Treasurer may not disburse monies in excess of three hundred dollars (\$300.00) without the approval of the Executive Committee. The Treasurer shall account

annually for all such receipts and disbursements, and the records may be subject to an annual audit by the Audit Committee.

Section VII The officers of the organization shall annually ensure that the organization has timely filed all statutorily required state and federal tax forms and met all state and federal tax obligations.

The officers shall annually retain the services of a qualified tax accountant to facilitate the filing of all statutorily required state and federal tax returns and other applicable tax forms.

Section VIII The officers of the organization shall annually arrange for continuation of the organization's general liability and directors and officers (D & O) insurance coverages.

The officers may annually retain the services of a qualified insurance agent or broker to facilitate the continuation of these coverages.

Section IX In the event of the death, resignation, or removal of any elected officer, the unexpired term of such officer shall be filled by appointment of the Executive Committee.

ARTICLE IV

TERMS OF OFFICE BY ELECTION

Section I The office of President will be assumed by election as described in Section II of this article.

Section II Office of Vice President will be by election with the presumption that one will serve for a two-year term on the Executive Committee: the first year as Vice President of the organization; the second year as President of the organization.

Section III The office of the Secretary will be by election in every even numbered year with the presumption that they will serve on the Executive Committee for a two year term.

Section IV The office of Treasurer will be by election in every odd numbered year with the presumption that they will serve on the Executive Committee for a two year term.

ARTICLE V

ELECTIONS AND VOTING

Section I Each Regular and Associate Member shall have one vote. Associate Members have the right to vote on election of officers only.

Section II A majority affirmative vote of the members present at any meeting shall be sufficient, unless otherwise provided in the Bylaws.

Section III Voting shall be by voice or show of hands or by secret ballot.

Section IV The Nominating Committee, which shall be the Executive Committee, shall meet as needed beginning in May for the purpose of appointing the Members At Large, per Article II, Section I.

Section V The officers shall be elected by a majority vote of the Regular and Associate Members.

ARTICLE VI

MEETINGS

Section I Monthly educational meetings shall be held on such date, time, and place as the Executive Committee shall direct.

Section II The Executive Committee shall meet as necessary, but not less than three (3) times per fiscal year.

Section III The conduct of the meetings shall be governed by Robert's Rules or Order when not in conflict with the Constitution or Bylaws.

ARTICLE VII

AMENDMENTS

Section I The Bylaws of the organization may be amended by a two-thirds (2/3) majority vote of the Regular Members, provided that the proposed amendment has been announced at a preceding business meeting and that all Regular Members are notified that the proposed amendment will be on the agenda of the meeting at which it is put to final vote.

ARTICLE VIII

DISBURSEMENT OF MONIES

Section I Funds received from payment of membership fees, dinners, donations, seminars, the annual golf tournament, and other events, will be used to pay organization expenses. Excess funds will be disbursed to charitable organizations at the end of each meeting year as designated by the Executive Committee, with a nominal amount retained for interim operating expenses as determined by the Executive Committee.

Section II At the discretion of the Executive Committee, organization funds may be set aside for lobbying purposes. Any funds set aside for lobbying purposes during each meeting year, will be disbursed to charitable organizations selected by the Executive Committee if it is determined the organization will lose its standing as a tax exempt organization.

ARTICLE IX

COMMITTEES

Section I Program Committee – this shall be a standing committee and shall consist of a Vice President and up to three (3) additional persons to determine the educational programs for the regular business meetings.

Section II Audit Committee – this committee shall be appointed and convened at the discretion of the Executive Committee. If

appointed and convened, it shall be co-chaired by the Treasurer and the President and, in addition, consist of up to three (3) additional persons to audit the financial practices of the organization.

Section III

Other Standing Committees – other standing committees shall be appointed at the discretion of the Executive Committee, with committee chairs to be appointed by the Executive Committee. Committee chairs can assemble committees as needed. Committee chairs may participate as voting Members of the Executive Committee at the discretion of the Executive Committee.