

Washington Self-Insurers Association

Bylaws

Amended by the Membership on May 6, 2010

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Article I

Name and Principal Office

Section A. Name. The name of this organization shall be Washington Self-Insurers Association.

Section B. Principal Office. The principal office of the corporation shall be within the State of Washington at a location approved by a majority of the Board of Directors.

Article II

Purpose

Purpose The purposes of this Association are:

1. To extend and perpetuate the policy of sound and conservative self-insurance for workers' compensation;
2. To carry out continuous and comprehensive training and education relative to the workers' compensation statutes and regulations and the dissemination of information on all relevant matters to the membership;
3. To promote and encourage cooperation with the constituted authorities under such law for the general welfare of its members and their employees;
4. To provide guidance to, and act as a liaison with, the constituted authorities and the self-insurer member of the Department of Labor & Industries Workers' Compensation Advisory Committee on matters of rules, regulations, and administration;
5. To furnish opportunity for its members to confer upon and discuss the many questions arising under workers' compensation laws;
6. To actively support proposed legislation or administrative codes which will improve the workers' compensation system and to actively oppose legislation or administrative codes which adversely impacts the workers' compensation system.

Article III

Membership

Section A. Categories of Membership. The Washington Self-Insurers Association may have the following categories of members: Employer and Associate.

1. Employer Members. Organizations and employers which are currently certified and self-insured for industrial insurance purposes by the State of Washington may become Employer members upon payment of appropriate dues.
2. Associate Members. Organizations and employers which are not self-insured and/or certified may become Associate members upon payment of appropriate dues.
3. Voting. All members in good standing shall be entitled to the privilege of the floor at business meetings of the WSIA. Employer members shall be limited to one vote. Associate members shall be limited to one vote to elect the Vice President at Large – Service Company and one vote to elect the Vice President at Large – Associate who each serve on the Executive Committee. Service Company members may vote for both Vice President at Large positions.

Section B. Dues. Membership shall be concurrent with the Association's fiscal year; running from July 1 to June 30 of the following year. If membership dues are not paid by September 30, the Board of Directors may take action to terminate the membership.

Section C. Removal or Suspension. Any officer or member by a two-thirds vote of the regular membership may be removed or suspended. Any member may withdraw from the Association on written notice to the Secretary.

Article IV

Meetings

- Section A. Annual Meeting. The annual meeting of the corporation shall be held during the second quarter of each calendar year, at a date, time, and location to be selected by the Board of Directors. The location may be within or without the State of Washington.
- Section B. Special Meetings. Special meetings of the corporation may be called at any time and location by the President. Upon telephonic or written request of seven employer members, it shall be the duty of the President to call such a meeting.
- Section C. Notice of Meetings. Written or printed notice of place, day, and hour of the annual meeting shall be mailed to each member in good standing not less than thirty (30) days before the meeting. Written or printed notices of place, day and hour of a special meeting, except telephonic special meetings, shall be mailed to each member in good standing not less than ten (10) nor more than fifty (50) days before the meeting. Notice of a special meeting shall include the purpose or purposes for which the meeting is being called. Telephonic special Executive Committee and Board of Directors meetings shall be called by the President, and confirmation of notice shall be established by participation in the call. Notice of the regular meetings other than the annual meeting may be made by use of an adopted schedule at least ten (10) days prior to the next regular meeting.
- Section D. Quorum. At any membership meeting, a quorum shall consist of those Employer members present who are in good standing.

Article V

Executive Committee

- Section A. Powers. The management and control of the Association shall be vested in and exercised by the Executive Committee. The Executive Committee shall be vested with the authority to make decisions on behalf of the corporation, in regards to the position of the corporation on issues or subjects relevant to the corporation. The Committee has the authority to pass motions, elect or appoint or remove any member of a committee or any other officer or

Board member, or amend, alter, or repeal any resolution previously adopted by the Executive Committee. The Executive Committee shall keep minutes of the transactions of their meetings.

Section B. Composition. The Executive Committee shall be composed of the officers as defined in Article VI of these Bylaws, a past president, and the representative to the Workers' Compensation Advisory Committee. Each of the aforementioned members shall have one vote, even if serving in more than one position on the Executive Committee. At least seven individuals shall serve on the Executive Committee at one time.

Section C. Continuity of Service. Executive Committee members may continue to serve their term at the pleasure of the Executive Committee once they are no longer an employee of a member in good standing.

Section D. Meetings. The Executive Committee shall meet four or more times per year, at such time and place as the President may select. Special meetings of the Executive Committee may be called by five members of the Executive Committee. Notice of such meetings shall be communicated to each member at least three (3) days prior to the date of holding such meetings.

Section E. Compensation. The members of the Executive Committee shall receive no compensation for their service. However, this provision is not intended to prohibit any payment to an Executive Committee member for expenses incurred as a result of attendance at meetings or other necessary business of the Executive Committee.

Article VI

Officers

Section A. Officers. The officers of this Association shall consist of a President, two Vice Presidents, a Secretary and a Treasurer, all of whom at the time of election must be employed by an Employer member, currently certified to self-insure in Washington. The officers of the Association shall also consist of a Vice President at Large representing Service Company members and a Vice President at Large representing Associate members, each of whom at the time of election must be

employed by an Associate member. Any person may hold more than one office, except the office of President who may not hold the same office as the Secretary or Treasurer, and may only cast one vote as provided in Article V of these Bylaws. The duties of these officers shall be as follows:

1. President: To preside at meetings of the Association, meetings of the Executive Committee and meetings of the Board of Directors; and to perform such duties as are usually performed by Presidents or are assigned by the Executive Committee.
2. Vice President of Legislation: To serve as chair of the Legislative Committee; and to perform such other duties as are assigned by the President or the Executive Committee.
3. Vice President of Education: To coordinate the content of Association training, conferences and other educational offerings; and to perform such other duties as are assigned by the President or the Executive Committee.
4. Vice President at Large – Service Company: To provide representation for Service Company members of the Association; and to perform such other duties as are assigned by the President or the Executive Committee.
5. Vice President at Large – Associate: To provide representation for Associate members of the Association; and to perform such other duties as are assigned by the President or the Executive Committee.
6. Secretary: To preserve an accurate record of proceedings at meetings; to perform the duties of the President when the President is absent or unable to act; and to perform such other duties as are assigned by the President or the Executive Committee.
7. Treasurer: To collect and disburse the funds of the Association and preserve a record thereof; and to perform such other duties as are assigned by the President or the Executive Committee.

Section B. Vacancies. In case of a vacancy in the office of President, the Executive Committee shall appoint a member of the Executive Committee to perform the duties of the President until the next annual election. In case of a vacancy in any other officer position of the Association, the Executive Committee shall appoint a replacement from the membership, per the requirements of Article V, Section B and Article VI, Section A of these Bylaws.

Article VII

Board of Directors

Section A. Powers. A Board of Directors shall be established to: represent membership views, issues and concerns; provide guidance to the Executive Committee regarding decisions concerning Association activities; propose, review and recommend changes to the Bylaws; present policy issues at Association meetings; and to review and adopt the Association budget.

Section B. Composition. The Board of Directors shall be composed of the members of the Executive Committee, a Service Company Liaison, an Employer Liaison, a Legal Representative, a Conference Coordinator, a Regional Coordinator, the Chair of the Industrial Insurance University Board of Regents, the Chair of the Membership & Marketing Committee, a Medical Representative, a Vocational Rehabilitation Representative, and a Safety Liaison. Other than the officer positions, which are elected subject to Article VIII, each position shall be appointed by the President. No more than two representatives from any member company shall serve on the Board of Directors at the same time. Each of the aforementioned members shall have one vote. Other than the officer position responsibilities already defined in Article VI, the duties of these positions shall be as follows:

1. Service Company Liaison: To represent Service Company members, who are Associate members administering claims for self-insured employers; serve as a liaison to the Department of Labor & Industries; preside over the meetings of the "Service Companies' Committee"; apprise the Association of any changes that affect current members or prospective members relative to self-insurance; and perform such other duties as are assigned by the President or the

Executive Committee.

2. Employer Liaison: To represent Employer members; serve as a liaison to the Department of Labor & Industries; apprise the Association of any changes that affect current members or prospective members relative to self-insurance; and perform such other duties as are assigned by the President or the Executive Committee.
3. Legal Representative: To represent employer defense attorneys and the legal community; chair the Legal Subcommittee; apprise the Association of any changes that affect current members or prospective members relative to self-insurance; and perform such other duties as are assigned by the President or the Executive Committee.
4. Conference Coordinator: To coordinate the planning of the Association's conferences; and perform such other duties as are assigned by the President or the Executive Committee.
5. Regional Coordinator: To coordinate the planning of the Association's geographically diverse meetings; and perform such other duties as are assigned by the President or the Executive Committee.
6. Chair of the Industrial Insurance University Board of Regents: To coordinate and oversee the policy direction of the Association's training programs; to chair the Industrial Insurance University's Board of Regents; and perform such other duties as are assigned by the President or the Executive Committee.
7. Chair of the Membership & Marketing Committee: To coordinate and oversee the marketing of Association services and the recruitment of new members; to chair the Membership & Marketing Committee; and perform such other duties as are assigned by the President or the Executive Committee.
8. Medical Representative: To represent medical providers and the medical community; apprise the Association of any changes that affect current members or prospective members relative to self-insurance; and perform such other duties as

are assigned by the President or the Executive Committee.

9. Vocational Rehabilitation Representative: To represent vocational rehabilitation providers; apprise the Association of any changes that affect current members or prospective members relative to self-insurance; and perform such other duties as are assigned by the President or the Executive Committee.
10. Safety Liaison: To represent safety professionals; serve as a liaison to the Department of Labor & Industries on safety issues; apprise the Association of any changes that affect current members or prospective members relative to self-insurance; and perform such other duties as are assigned by the President or the Executive Committee.

Section C. Appointment and Terms of Service. The Service Company Liaison, Employer Liaison, and Chair of the Industrial Insurance University Board of Regents shall be appointed by the President to two-year terms. The Legal Representative, the Conference Coordinator, the Regional Coordinator, the Medical Representative, the Vocational Rehabilitation Representative, the Chair of the Membership & Marketing Committee and the Safety Liaison shall be appointed by the President to one-year terms.

Section D. Continuity of Service. Board of Directors members may continue to serve their term at the pleasure of the Executive Committee once they are no longer an employee of a member in good standing.

Section E. Meetings. The Board of Directors shall meet four or more times per year, concurrent with the Executive Committee, at such time and place as the President may select. Special meetings of the Board of Directors may be called by five members of the Executive Committee. Notice of such meetings shall be communicated to each member at least three (3) days prior to the date of holding such meetings.

Section F. Compensation. The members of the Board of Directors shall receive no compensation for their service. However, this provision is not intended to prohibit any payment to a member of the Board of Directors for expenses incurred as a result of attendance at meetings or other necessary business of the Board of Directors.

Article VIII

Nominations and Elections

Section A. Nominations. The Nominating Committee shall consist of five members. The Chairperson shall be the President, two other members shall be appointed by the President from the Board of Directors, and two other members shall be appointed by the President from the members at large that are in good standing. In the event the President position is vacant, the Executive Committee shall appoint an Employer member in good standing to chair this committee. The Nominating Committee shall submit to the annual meeting at least one nomination for each position to be elected. Additional nominations may be made in writing to the WSIA office at least ten days prior to the annual meeting and/or from the floor by any member in good standing.

Section B. Elections. The Officers shall be elected for a two-year staggered term, with all officer positions voted on by the Employer members, and the Vice President at Large – Service Company and Vice President at Large – Associate also voted on by Associate members. Members of the Executive Committee may serve consecutive terms, except for the President who shall be limited to two, two-year consecutive terms. The Past President position on the Executive Committee shall be appointed by the President. The Workers' Compensation Advisory Committee representative shall have an automatic position on the Executive Committee, and shall serve only while in the capacity of WCAC Representative. Should he or she resign or be replaced on the WCAC, the new WCAC Representative shall be immediately appointed to the Executive Committee. Executive Committee members shall at all times be subject to such orders, rules, and regulations as may be promulgated by the membership. The terms of office shall run from July 1 to June 30.

Article IX

Administration

Section A. Executive Director. The Executive Director shall be appointed by the President, with the approval of the Executive Committee, under such conditions, duties, terms, and compensation as may be decided by the Executive Committee. The Executive Director shall, subject to the direction of the President, be the chief administrative officer of the corporation; perform all administrative duties necessary for the smooth management of the corporation; hire and supervise other salaried staff; attend meetings of the Association and the Executive Committee and Board of Directors; attend meetings of committees or liaisons with other interest groups as far as practicable; supervise all publications of the corporation; cause a proper system of accounts to be kept of all monies received and disbursed by the corporation; make an accounting of such monies to the Board of Directors at each regular meeting; and perform such other duties as assigned by the President of the Association.

Section B. Committees and Representatives. The President shall recommend to the Executive Committee such committees and liaisons with various interest groups as may be necessary to achieve the purposes of the corporation. Chairs of full committee, liaison groups and representatives shall be appointed by the President, subject to the approval by the Executive Committee. Meetings of each committee or liaison group shall be held upon the call of its chair. No committee member, or liaison representative shall have authority to issue reports, state the position of a committee or the corporation on any subject, or use the name of the corporation in any manner, without the prior approval of the Executive Committee. There shall be a report of each committee and liaison group at all regular meetings of the Board of Directors.

Article X

Expenditure Control

Section A. Budget. The yearly budget shall be adopted by the Board of Directors. Such budget may be revised or amended at any regular meeting of the Board of Directors.

The Executive Committee may make such expenditures as in its judgment are required to accomplish the Association's business within the scope of the approved budget, and subject to the following provisions:

1. No officer, manager, or member shall make or incur any debt or liability in the name of the Association or in its behalf, or for its interest, except as duly authorized to do so as herein provided.
2. No officer or committee shall contract or incur any liability on behalf of the Association unless and until the money to meet the same in full is in the Treasury of the Association and the liability has been duly authorized by the Executive Committee or by the membership.
3. No officer, committee, or member shall be empowered to use the name of the Association in any manner or for any purpose with regard to expenditures unless previously authorized by the President, the Executive Committee, or the Board of Directors of the Association, or by the membership.

Section B. Contracts, Loans, Checks, and Deposits.

1. Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or to execute any instrument for the corporation. Such authority may be general or be confined to specific instances.
2. Loans. No loan shall be contracted on behalf of the corporation and no negotiable paper shall be used in its name, unless authorized by the Board of Directors.

3. Checks and Drafts. All checks, drafts or other orders for payment of money, notes, or other evidences of indebtedness, used in the name of the corporation, shall be signed by the Treasurer or designated representative and another officer or agent designated by the Board, in such manner as shall be determined by the Board of Directors.
4. Deposits. All funds of the corporation not otherwise employed shall be deposited in such banks, trust companies or other depositories as the Board of Directors may select.

Section C. Miscellaneous.

1. Books and Records. The corporation shall prepare and maintain correct and complete books and records of account and shall keep minutes of the meeting of its members, Executive Committee, Board of Directors and committees, which shall be kept at its principal office, along with a record of the names and addresses of its members. All books and records may be inspected by any member or its agent for any proper purpose at any reasonable time.
2. Fiscal Year. The fiscal year of the corporation shall be July 1 through June 30 of the following year.
3. Indemnification. The corporation shall indemnify a present or former director, officer, employee or agent of the corporation in any action brought by a third party against each person (whether or not the corporation is joined as a party defendant) to impose a liability or penalty on such person for an act which has been alleged to have been committed by such person while a director, officer, employee or agent acting on behalf of the corporation or by the corporation or both, by paying expenses incurred or by satisfying a judgment or fine rendered or leveled against such person; provided that the Board of Directors determines in good faith that such

officer, Board member, employee or agent was acting in good faith within what he/she reasonably believed to be in the scope of his/her employment or authority and interest of the corporation. Payments authorized hereunder include amounts paid and expenses incurred in settling any such action or threatened action. Such indemnification shall be limited to the assets of the corporation and shall not create a presumption of indebtedness against any member.

4. Special Assessments. Special assessments may only be levied by a majority vote of the entire Board of Directors at a regular or special Board meeting. However, the entire membership shall be notified of the purpose, advisability and amount of the proposed special assessment at least thirty (30) days prior to the meeting at which the assessment will be voted on.

Article XI

Parliamentary Authority

All questions of parliamentary procedure which shall arise in any meeting of the corporation shall be settled according to the most current edition of Robert's Rules of Order.

Article XII

Amendments

The Bylaws may be amended at any meeting of the membership, provided that notice of such meeting, together with the proposed amendments, shall be sent by the Secretary to each member of the Association at least ten days prior to the date of such meeting. Amendments shall become effective 30 days following adoption or at such time as may be specified in the amendments.