

THE CONSTITUTION AND BYLAWS OF THE  
FRESNO INDUSTRIAL CLAIMS ASSOCIATION

The Purpose and Objective of this Association shall be to promote the general welfare of its members by developing rapport among those engaged in handling workers' compensation claims; to promote cooperation by mutual exchange of experiences and discussions thereon; to educate its members; and to benefit the employers and employees of the Central Valley.

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 opinions of, the employers of the members of this Association

## CONSTITUTION

### Article I Name

Section I The name of this Association shall be the Fresno Industrial Claims Association

### Article II Nature

Section I This Association shall be a non-profit corporation. No pecuniary gain or profit incidental or otherwise to Members of this organization is contemplated. In the event of dissolution of the organization, the Board of Directors shall adapt a plan of distribution of any assets remaining, after the payment of all debts, to or among one or more organizations not for profit.

### Article III Membership

Section I The qualifications for membership in this Association shall be as set forth and provided for in the Bylaws

### Article IV Officers

Section I The Officers of this Association shall consist of a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be selected as provided for in the Bylaws

Section II Duties: The duties of the Officers shall be as set forth and provided for in the Bylaws.

Section III Vacancies: In the event of the death, resignation, or removal of any Officers, the unexpired term of such Officer(s) shall be filled as provided for in the Bylaws.

### Article V Standing Committees

Section I The following shall be the Standing Committees of this Association. The Chairpersons of these Committees shall be selected as provided for in the Bylaws  
(A) Education/Program

- (B) Membership
- (C) Events
- (D) Legal

- Section II Duties: The duties of the Chairpersons shall be as set forth and provided for in the Bylaws.
- Section III Vacancies: In the event of the death, resignation, or removal of any Chairperson(s), the unexpired term of such person(s) shall be filled as provided for in the Bylaws

#### Article VI Amendments

- Section I This Constitution may be amended by the affirmative vote of two-thirds (2/3) of those Company members present at any scheduled business meeting, or a meeting especially convened in accordance with the procedures set forth in the Bylaws. However, no proposal for amendment of the Constitution may be placed on the agenda for discussion and/or vote unless and until all Company members have been notified that the proposed amendment will be on the forthcoming agenda and said notice shall be sent to each member no less than two weeks prior to such meeting.
- Section II If at any such meeting, wherein a proposed constitutional amendment is subjected to a vote, less than fifty percent of the Company membership is then present, the proposed amendment, if affirmed by a two thirds majority of those present shall be subjected to a second reading at the next regularly scheduled business meeting, provided, however that all regular members are first notified in accordance with the provisions herein that it shall be on the agenda, and an affirmative vote by two thirds majority of those present at the final reading will be required for the final passage of the amendment.

#### Article VII

- Section I This Constitution and Bylaws, if approved by the Membership shall become effective on that date. The terms of the Offices of Officers and Chairpersons selected on that date shall expire December 31. Thereafter the terms of office shall be as provided for in the Bylaws
- Section II Assessment of fees shall be payable, in advance, annually and received by the Treasurer no later than January 31.

## BYLAWS

### Article I Membership

- Section I The Company Members shall be composed of the following:
- (A) Insurance Companies who maintain a local office engaged in the handling of workers' compensation claims;
  - (B) Independent Adjusting and Investigation firms who handle workers' compensation claims;
  - (C) Defense or Applicant attorney firms who devote all, or a majority, of their time to workers' compensation claims;
  - (D) Self insured Companies and Political Sub Divisions who are responsible for the handling of workers' compensation claims;
  - (E) Physicians, as defined by the Labor Code, who are regularly involved in the handling of workers' compensation claims
  - (F) Vendors engaged in the handling of workers' compensation claims.
- Section II The Regular Members shall be composed of employees of Company Members, who are engaged in the handling of workers' compensation claims.
- Section III Honorary Membership shall be extended to the Judges, the Information and Assistance Officers, and the DEU raters of the Central Valley offices of the Workers' Compensation Appeals board.
- Section IV Each Company member upon joining the Association shall pay an initiation fee and thereafter shall pay an annual assessment fee payable in advance. The initiation and annual fee shall be yearly reviewed and set by unanimous affirmative vote of the members of the Board of Directors during their last scheduled meeting prior to the selection and installation of Officers for the forthcoming year. Annual fees are payable no later than January 31
- Section V All applications for membership shall be reviewed for qualification by the Board of Directors at a regular meeting. Memberships shall be granted only by a unanimous affirmative vote of the Board members present. A quorum of the Board of Directors for the purpose of reviewing membership applications shall be five (5).

### Article II Management

- Section I The Administration and Management of this Association shall be by an

Executive Committee which shall be composed of the President, Vice - President, Secretary, Treasurer, Immediate Past President, and six Committee members chosen by the Executive Committee. These six members will comprise the Board of Directors.

- Section II The five (5) members of the Executive Committee shall serve on the First Executive Committee representing the Immediate Past Present and the four Committee Members.
- Section III The Executive Committee, through any Officer, shall report its acts to the Members at the next regular meeting.
- Section IV The Executive Committee shall present to the regular membership a slate of persons for the positions of Officers and Committee members in December of each year. They shall also select persons to fill the vacancy of any Officers or Committee members caused by death, resignation or removal.
- Section VI In the event of death, resignation or removal of any of the five Committee Members. The unexpired term of such member shall be filled at the next business meeting in the manner provided for the selection of Officers.

### Article III Officers and Duties

- Section I The Officers of this Association shall be a President, a Vice-President, a Secretary, and a Treasurer, to be selected from the employees of Company Members of Section IA of Article I of these Bylaws.
- Section II The Officers shall be selected as hereinafter provided. The Officers selected at the time this Constitution and Bylaws are adopted shall serve until December 31. Thereafter, the Officers shall assume their respective offices on January 1 next following and shall serve for the ensuing year or until their successors are duly selected 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.
- Section IV The Vice-President shall perform the duties of the President during his absence or temporary incapacity
- Section V The Secretary shall keep a record of the proceedings of the Board meetings of the Association and of the proceedings of the executive Committee, and shall notify all members of the time and place of all meetings.

Section VI The Treasurer shall receive and carefully keep account of all monies of the Association disbursing the same only for the business of the Association. He may not disburse monies in excess of Five Hundred Dollars (\$500) in any one calendar month without prior approval and order of the Executive Committee. He shall account annually for all such receipts and disbursements, and his records shall be subject to an annual audit by the Board of Directors.

Section VII In the event of the death, resignation or removal of any selected officers, the unexpired term of such officer shall be filled at the next business meeting in the manner provided for selection of Officers.

#### Article IV Standing Committees and Duties

Section I The Chairperson of each Committee shall appoint any number of persons to assist him in the performance of the duties of their Committee.

Section II The Chairperson of all Committees shall report to the Board of Directors at each regular meeting

Section III Board of Directors shall annually audit and make available to the membership the financial condition of the Association, including all receipts and disbursements of monies.

Section IV In the event of the death, resignation or removal of any Chairperson, the unexpired term of such Chairperson shall be filled prior to the next meeting by two-thirds (2/3) vote of the Executive Committee.

Section V In the event of the death, resignation or removal of any Committee Member, the unexpired term of such Member shall be filled prior to the next business meeting by the Chairperson of said Committee.

#### Article IV Voting

Section I Each Company member shall have one (1) vote, which must be made in person on any issue presented to the membership

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

Section III Voting shall be by voice or show of hands or, at the discretion of the President, by secret ballot.

Article V  
Meetings

- Section I Meetings shall be held on the third Wednesday of each month, or on such date, time and place as the Executive Committee shall direct. Meetings will not be held July and August. Meetings may be canceled by majority vote of the Board of Directors if necessary.
- Section II The conduct of meetings shall be governed by Robert's Rules of Order when not in conflict with this Constitution and Bylaws.

Article VI  
Amendments

- Section I The Bylaws of the Association may be amended, altered or eliminated by a two-thirds (2/3) majority vote of the Company Members present at any meeting, provided that all Company Members are notified that the proposed amendment will be on the agenda of the meeting at which it is put to a final vote.