

BY-LAWS
OF
THE WORKERS' COMPENSATION LAWYERS ASSOCIATION, LTD.

ARTICLE I

In conformity with the Articles of Incorporation, this corporation shall be known as the

WORKERS' COMPENSATION LAWYERS ASSOCIATION, LTD.

ARTICLE II

This corporation is established to:

- a) Promote fellowship among members of the Bar engaged in the trial of Workers' Compensation matters;
- b) Promote, foster and sponsor legislation relating to Workers' Compensation and its administration;
- c) Aid, assist and cooperate with judicial tribunals and administrative bodies in matters relating to the administration of Workers' Compensation laws;
- d) Improve quality of service to general public for Workers' Compensation legal services.

ARTICLE III

OFFICES

The corporation shall maintain in the State of Illinois a registered office and a registered agent at such office and may have other offices within or without the state.

ARTICLE IV

DEFINITIONS

Member: A lawyer who practices before the Illinois Workers' Compensation Commission whose application has been accepted and whose dues are current.

Board of Directors: Those lawyers elected by the membership who jointly oversee the activities of the organization.

Officers: The Officers of the Board of Directors shall consist of the President, Vice-President, Secretary and Treasurer.

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ARTICLE IV

MEMBERS

SECTION 1. CLASSES OF MEMBERS. The corporation shall have one class of members. Any member of the legal profession who practices regularly before the Illinois ~~Industrial Workers' Compensation~~ Commission may become a member upon application to the Board of Directors and the payment of applicable dues. A roll of members of the corporation shall be kept ~~by the Treasurer~~. No person shall take any part in the deliberations of this corporation who has not paid his dues for the current year.

SECTION 2. ~~ELECTION-ACCEPTANCE~~ OF MEMBERS. Members shall be ~~elected~~ approved by the board of directors or ~~any members of~~ the Membership Committee. ~~An affirmative vote of a majority of the directors or members of the Membership Committee shall be required for election. Members shall be accepted upon receipt of Application and Dues unless challenged by the Board of Directors.~~

SECTION 3. VOTING RIGHTS. Only a member who has fully paid ~~member~~his dues and assessments shall be entitled to vote on each matter submitted to a vote of the members. Each such member shall be entitled to one vote on each matter submitted. ~~No proxies shall be permitted. Electronic voting may be permitted at the Board of Directors' discretion.~~

SECTION 4. TERMINATION OF MEMBERSHIP. The board of directors by affirmative vote of two-thirds ~~of all of the members of the board~~ may suspend or expel a member for cause. ~~after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.~~

SECTION ~~55~~. RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the ~~resigning~~ member ~~so resigning~~ of the obligation to pay any dues, assessments or other charges therefore accrued and unpaid.

SECTION ~~66~~. REINSTATEMENT. Upon written request signed by a former member and filed with the Secretary, the board of directors may by the affirmative ~~v~~note of two-thirds of the ~~members of the~~ board reinstate such former member to membership upon such terms as the board of directors may deem appropriate.

SECTION 7. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.

ARTICLE VI

MEETINGS OF MEMBERS

~~SECTION 1. NOMINATION MEETING. An annual meeting of the members shall be held in November for the purposes of nominating directors and officers. Roberts' Parliamentary Rules and Orders, except as herein provided, shall govern all meetings of the corporation.~~

~~SECTION 21. ANNUAL-ELECTION MEETING. An annual meeting of the members shall be held in January-December of each year for the purpose of electing directors and officers, and for the transaction of such other business as may come before the meeting. At each annual meeting of the members of the corporation, the order of business shall be as follows:~~

- ~~a. Reading of minutes of the proceeding meeting;~~
- ~~b. Report of officers;~~
- ~~e. Report of committees;~~
- ~~d. Miscellaneous business;~~
- ~~e. Election of directors and officer; and~~
- ~~f. Installation of new officer.~~

~~The order of business may be changed by a vote of the majority of the members present. Roberts' Parliamentary Rules and Orders, except as herein provided, shall govern all meetings of the corporation.~~

~~SECTION 3. INSTALLATION MEETING. An annual meeting of the members shall be held in January for the purpose of installing officers and the board of directors. The incoming officers and the board of directors shall be sworn in by an officer of the court.~~

~~SECTION 24. SPECIAL MEETING. Special meetings of the members may be called either by the president, the board of directors, or not less than one-tenth of the members having voting rights. There shall be a special meeting called at least once for each calendar quarter.~~

~~SECTION 35. PLACE OF MEETING. The board of directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois.~~

~~SECTION 46. NOTICE OF MEETINGS. Written notice stating the purpose, place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than five nor more than sixty days before the date~~

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of such meeting. ~~In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. Notice shall be deemed delivered when sent electronically to the members last known email address.~~

~~SECTION 5. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.~~

SECTION 76. QUORUM. ~~The~~ Twenty voting members ~~holding one-tenth of the votes which may be cast at any meeting~~ shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting; withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

~~SECTION 7. PROXIES. Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after eleven months from its date, unless the proxy provided for a longer period.~~

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its board of directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer and not less than six five (65), nor more than ~~sixteen (16)~~ ten (10), members of the corporation. Each director shall hold office until the next ~~election~~ annual meeting of members and until his successors shall have been elected and qualified.

SECTION 3. REGULAR MEETINGS. A regular ~~annual~~ meeting of the board of directors shall be held ~~without other notice than those by laws,~~ immediately ~~before or~~ after, and at the same places as, the ~~election~~ annual meeting of members. There shall also be a regular meeting of the board of directors each ~~month~~ calendar quarter.

SECTION 4. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the board of directors shall be given at least two days previously thereto by written notice to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. ~~Notice of any special meeting of the board of writing signed by the person or persons entitled to the notice either before or after the time of the meeting.~~ The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

SECTION 6. QUORUM. ~~Five (5) members~~ Greater than fifty percent (50%) of the voting members of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board.

SECTION 7. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, these by-laws, or the articles of incorporation.

SECTION 8. VACANCIES. Any vacancy occurring in the board of directors or any directorship to be ~~filled~~ elected by reason of an increase in the number of directors shall be filled by the board of directors unless the articles of incorporation, a statute, or these by-laws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 9. COMPTROLLER. The president has the right to nominate a member to act as comptroller as a non-voting director. The board of directors will vote on that member attaining the position of comptroller.

SECTION 10. PAST PRESIDENTS. Any sitting president may appoint a past president to serve as a board member emeritus for as long as is practicable for both the past president and the board of directors. The past president will not have voting rights, but will have all other rights reserved for the board of directors. The past president's term will run concurrent with the sitting president who made the appointment.

SECTION 11. EXECUTIVE DIRECTOR. The Board of Directors may appoint an Executive Director to assist in the administrative functions of running the Association.

The Executive Director can be named the registered agent of the Association and can, with permission, act as an agent of the Board of Directors. The Board of Directors will negotiate a fee arrangement with the executive director.

SECTION 912. COMPENSATION. Directors shall not receive any compensation for their services.

SECTION 13. PROXY VOTING. Only the Board of Directors has the right to assign their vote by proxy. Proxy voting is permitted on all issues considered by the Board except for elections. Members who are not on the Board of Directors do not have the right to assign votes by proxy.

ARTICLE VIII

OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be a president, vice-president, treasurer, and a secretary. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed, from time to time, by the board of directors. No person may hold more than one office. The officers shall be members of the corporation, and shall be composed of members representing petitioners and respondents, in an equal manner. An officer must serve as a Board member for at least one (1) year prior to becoming an officer. No past president can serve as an officer.

SECTION 2. ELECTIONS AND TERM OF OFFICE. Prior to the Nomination ~~December~~ Meeting, the vice-president shall appoint a Nominating Committee of five (5) members, which must include the outgoing president, whose duty shall be to nominate officers for the ensuing year. The Nominating Committee shall report to the ~~secretary~~ vice-president, and notice of such report shall be mailed to each member of this corporation prior to the Nomination ~~December~~ meeting. Any member may nominate ~~at~~ their candidate for any office at the Nomination ~~December~~ meeting from the floor. The officers of the corporation shall be elected annually by the members at the Election ~~Meeting~~ regular annual meeting of the members. Vacancies may be filled ~~or new offices created and filled~~ at any meeting of the members or directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereafter provided.

SECTION 3. REMOVAL. Any officer elected or appointed by the members may be removed by the members ~~and~~ Board of Directors whenever in their judgment the best interest of the corporation would be served thereby.

SECTION 4. PRESIDENT. The president shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, he shall be in charge of the business and affairs of the corporation; he shall see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the board of directors; and,

in general, he shall discharge all duties incident to the office of president and such other duties as may be prescribed by the board of directors. He shall preside at all meetings of the members and of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these by-laws, he may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the board of directors has authorized to be executed, and he may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistance secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument. He may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the board of directors. The president shall appoint all standing and special committees and shall preside at all meeting of the members of the corporation and board of directors. In case of his absence or inability to act, his duties shall be performed by the vice-president; and in the case of the absence or inability to act of both the president and vice-president, the duties of the office shall be performed by the secretary.

SECTION 5. VICE PRESIDENT. The vice-president shall assist the president in the discharge of his duties as the president may direct and shall perform such other duties as from time to time may be assigned to him by the president or the board of directors. In the absence of the president or in the event of his inability or refusal to act, the vice-president shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. ~~Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors, the vice-president may execute for the corporation any contracts, deeds, mortgages, bonds or other instruments which the board of directors has authorized to be executed, and he may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistance secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.~~

SECTION 6. TREASURER. The treasurer shall be the principal accounting and financial officer of the corporation. He shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, ~~and be responsible therefor, and for the receipt and disbursement thereof~~; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine.

SECTION 7. SECRETARY. The secretary shall record the minutes of the meetings of the members and of the board of directors ~~in one or more books provided for that purpose~~; see that all notices are duly given in accordance with the provisions of these

by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation; keep a register of the post office and electronic address of each member which shall be furnished to the secretary by such member; and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the President or by the board of directors.

ARTICLE ~~IXVHI~~

COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees; ~~Each committee of which~~ shall consist of two or more directors, which ~~committees~~, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the board of directors in the management of the corporation; ~~but~~ ~~the~~ designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him by law.

SECTION 2. ~~OTHER-PAC COMMITTEES. There shall be standing committees of the corporation as follows: a membership committee of five (5) members, an entertainment committee of four (4) members, and a legislative committee of five (5) members, who shall be appointed by the president. The president of this corporation shall be the ex-officio member of all committees.~~ The president shall, with the advice and consent of the board of directors, appoint a political action committee pursuant to the By-Laws of the Workers' Compensation Lawyers Association Political Action Committee, made up of a minimum of five (5) members of the corporation; at least two (2) members of whom predominantly represent petitioners, at least two (2) of whom predominantly represent respondents, and a fifth (5th) member who will represent the corporation. The political action committee, hereinafter referred to as "PAC", shall establish separate operating procedures consistent with state statute. PAC shall formulate its own budget and elect among themselves officers to administer the Committee in accordance with all rules and regulations of state and federal laws. PAC will operate independently and separate from said corporation and said corporation shall not be accountable for the activities of same committee. PAC shall report periodically to the officers of the corporation.

SECTION 3. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIRMAN. One member of each committee shall be appointed chairman.

SECTION 5. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. RULES. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the board of directors.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer and countersigned by the president or vice-president of the corporation.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

~~SECTION 4. GIFTS. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or, devise for the general purposes or for any special purpose of the corporation.~~

ARTICLE XI

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members

entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII

FISCAL YEAR

The fiscal year of the corporation shall January 1 through December 31 of each year.

ARTICLE XIII

DUES

The annual dues shall be determined by a vote of the board of directors. The board of directors may levy a special assessment if, in their opinion, such money is necessary for the proper carrying out of the activities of the corporation. From the annual dues, the board of directors may allocate a portion thereof, which will be paid to the political action committee established in the by-laws, unless the member elects in writing not to contribute any part of his dues to the political action committee. Annual dues for senior counselors over age 70 are waived.

ARTICLE XIV

AMENDMENTS

Amendments to these by-laws may be proposed by ten (10) members. Such amendment shall be submitted in writing, signed by the proposers, together with a written request for a meeting to consider the same.

The board of directors may, by resolution, propose amendments to these by-laws and submit the same in any regular or special meeting of the corporation, notice being given and a copy of such amendment being ~~mailed-transmitted~~ to each member of the corporation as hereinafter provided.

These by-laws may be amended at any meeting of the members of the corporation by a vote of two-thirds (2/3) of those present, provided that notice in writing be ~~given by mailing a copy of the proposed amendment~~transmitted to each member of the corporation twenty (20) days before the date of any meeting of the corporation, when action may be taken thereon.

ARTICLE XIV

DISSOLUTION

Upon dissolution, after the payment of the outstanding debts and liabilities, any assets remaining in the corporation will be distributed to a similar, not-for-profit corporation, or other organization, sharing the same goals and objectives as the WORKERS' COMPENSATION LAWYERS ASSOCIATION, LTD. The board of directors will make such designation at the time of the dissolution.

Under no circumstances will any remaining assets be transferred to an organization for profit or revert to the membership upon dissolution.

2009 AMENDMENTS

ARTICLE 5

**~~MEETINGS OF MEMBERS
SECTION 1, ANNUAL MEETING~~**

~~—The annual meeting month shall be changed from January to December.~~

ARTICLE 6

**~~BOARD OF DIRECTORS
SECTION 2, NUMBER, TENURE AND QUALIFICATIONS~~**

~~—The board of directors shall consist of the President, Vice-president, Secretary, Treasurer and not less than six (6) nor more than twelve (12) members of the corporation.~~

PAC Committee:

~~—— President Dan Malone reiterated that he has not connection with disbursements from the PAC. The PAC committee is making disbursements in accordance with PAC guidelines. The website manager's services shall be retained in 2010.~~

Website:

~~—— Nothing to report.~~

Sponsorship:

~~—— Nothing to report.~~

Membership Committee:

~~—— Dan Malone moved for applications for membership to issue as soon as possible after January 1, _____. Dues shall remain at \$ _____, of which \$ _____ may be payable to the PAC. Government lawyers will enjoy a reduced rate, \$100.00 as they are precluded from maintaining PAC contribution. Michael Doerries seconded the motion which was unanimously approved.~~

Rules Committee:

~~—— Nothing to report.~~

Hearings:

~~—— Nothing to report.~~

Old Business:

~~—— Dan Malone moved to amend the by laws, in particular, Article V Section 1 concerning the meeting of members. The annual meeting shall be scheduled in December. The motion was seconded and unanimously approved. Further, Dan Malone moved to amend by laws, Article VI Section 2 to increase the Board from 6 to 12 members. The motion was seconded by unanimously approved.~~

~~Finally, Dan Malone invited WCLA to consider a charitable donation that may defray the costs of law school or the like to a qualified individual in need.~~