

**AMENDED AND RESTATED BYLAWS OF
CALIFORNIA COALITION ON WORKERS' COMPENSATION,
A California Nonprofit Mutual Benefit Corporation**

**ARTICLE I
NAME, OFFICE AND PURPOSES**

Section 1. Name. The name of this corporation is and shall be California Coalition on Workers' Compensation (the "corporation").

Section 2. Offices. The principal office of the corporation shall be located in the County of Sacramento. The principal office and additional offices may be located in such other places as may be determined from time to time by the Board of Directors.

Section 3. Purposes. The purposes of the corporation shall be to engage in any lawful act or activity for which a corporation may be organized under California law and to strengthen the employers' voice in making major changes to the workers' compensation system in California.

**ARTICLE II
DISSOLUTION**

Section 1. Distributions. This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for nonprofit purposes. No part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to any individual.

Section 2. Dissolution. Upon the dissolution or winding up of the corporation, a prorated portion of its assets attributable to dues and remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to its members, and the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which has established its tax-exempt status under section 501(c) of the Internal Revenue Code.

**ARTICLE III
MEMBERS**

Section 1. No Voting Members. There shall be no members in the corporation who are voting members within the meaning of California Corporations Code Section 5056.

Section 2. Other "Members." The corporation may refer to persons as "members" even though such persons are not voting members; however, no such reference shall constitute anyone a member within the meaning of California Corporations Code Section 5056.

Section 3. Actions by Members. Any action which would otherwise require a vote of members shall require only a vote of the Board of Directors, and no meeting of members shall be required. All rights which would otherwise vest in the members shall vest in the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. Subject to the limitations of these Bylaws, the Articles of Incorporation, and the laws of California, the affairs of the corporation shall be managed, and all corporate powers shall be exercised by, or under the direction of, a Board of Directors.

Section 2. Number, Tenure and Qualification. The corporation shall have not less than nine (9) nor more than twenty-five (25) directors. The exact number, within the specified limits, shall be fixed by the Board which shall elect or appoint all directors. Each director shall hold office for a term of two (2) years and shall be eligible for re-election to the Board at the Board of Directors meeting closest to the expiration of that two (2)-year term. The Board may accept a resignation prior to filling that vacancy with a successor. To be eligible to serve on the Board and remain eligible during a term, a person must meet the following qualifications:

- a. Be a member of the corporation or an employee of a member of the corporation whose primary business addresses workers' compensation exposure and applicability to the workers' compensation system;
- b. The director shall represent an employer member of the corporation; and
- c. Meets such other qualifications as the Board may establish from time to time, including matters relating to continued eligibility to serve during a term.

Section 3. Staggered Terms. Directors' terms of office shall be established in such a manner that approximately one-half (1/2) of the directors' terms expire each year. In order to establish the staggering mechanism, approximately one-half (1/2) of the directors must serve an initial term of one (1) year and the remaining one-half (1/2) must serve the usual term of two (2) years. In the event of an odd number of directors or a change in the number of directors, the staggering of terms shall be preserved and, to the extent the number of directors is not divisible by two (2), the terms shall continue to be established in such a manner that approximately one-half (1/2) of the directors' terms shall expire each year.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held without other notice than these Bylaws at any place designated from time to time by action of the Board.

Section 5. Special Meetings. Special meetings of the Board of Directors, including those in the case of an emergency, may be called by or at the request of the Executive Committee or any two (2) directors of the corporation. Unless approved by the Chairperson for an alternative location, the place of the meeting will be the office of the corporation.

Section 6. Notice of Special Meetings. Notice of any special meeting of the Board

shall be given at least forty-eight (48) hours' prior thereto either personally, by telephone, including a voice messaging systems, or by electronic transmission, including facsimile and electronic mail, or four (4) days' notice by first-class mail, subject to waiver of notice as provided in Article VIII of these Bylaws.

All such notices shall be given or sent to the director's address, email, or telephone number as shown on the records of the corporation. The attendance of a director at any special meeting shall also constitute a waiver of notice of such meeting.

Section 7. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice, or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Neither the business to be transacted nor the purpose of any regular or special meeting of the directors, or of a committee of directors, need be specified in any such waiver, consent or approval.

Section 8. Quorum. A majority of the directors holding office shall constitute a quorum of the Board of Directors. A majority of the Executive Committee holding office at any point in time shall constitute a quorum of the Executive Committee. The directors may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of directors, if any action is approved by at least a majority of the number of directors required for a quorum for that meeting.

Section 9. Manner of Acting. Action by the Board shall be by a majority of the directors present at a meeting duly held at which a quorum is present unless a greater number is required by law or these Bylaws. All Board members shall act in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstance. Confidential strategic communications shall not be shared or disclosed with other parties without the expressed written consent of the corporation, including the corporation's designated lobbyist.

Section 10. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors individually or collectively consent in writing to such action. Electronic mail communication shall for purposes of this Section constitute action taken in writing. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. When applicable, electronic voting may be taken on a specific time sensitive matter, including email voting, electronic polling or other method deemed appropriate.

Section 11. Telephonic or Video Screen Meetings. Members of the Board of Directors may participate in a meeting of the Board through use of conference telephone, electronic video screen communication or other communications equipment so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 12. Inspection Rights. Every director shall have the absolute right at any time to inspect, copy and make extracts of, in person or by agent or attorney, all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 13. Fees and Compensation. Directors shall not receive any stated salary for their services as directors but, by resolution of the Board of Directors, a fixed fee may be allowed for attendance at each meeting. Directors may be reimbursed in such amounts as may be determined from time to time by the Board of Directors for expenses paid while acting on behalf of the corporation or expenses incurred in attending meetings of the Board of Directors.

Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee or otherwise, and receiving compensation therefor.

Section 14. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by a majority of the remaining directors, though less than a quorum, or a sole remaining director. A director elected to fill a vacancy shall not hold office during the unexpired term of his or her predecessor in office and until his or her successor is elected. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires. Nominations shall include a recommendation from a current standing director, along with information pertaining to the person's experience with workers' compensation from an employer's perspective and qualifications.

Section 15. Resignations. Except as provided in this Section, any director may resign, whose resignation shall be effective on giving written notice to the Chairperson or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office as of the date when resignation becomes effective.

Section 16. Removal.

A. The Board of Directors may declare vacant the office of a director who has (a) become subject to an order by a court of competent jurisdiction that appoints a guardian or conservator for the director or estate of the director; (b) been convicted of a felony; (c) been found by a final order or judgment of a court of competent jurisdiction to have breached any duty under California Corporations Code Sections 7231 through 7238 or any successor provisions thereto; or (d) failed to attend at least two (2) regular Board meetings in a calendar year.

B. Any or all directors may be removed by the Board of Directors, with or without cause, by a majority vote of all directors.

C. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

Section 17. Committees of the Board of Directors. Subject to the requirements of

applicable law, the Board of Directors may from time to time establish committees, including standing or special committees, which shall have such duties and powers as are authorized by these Bylaws or by the Board of Directors. Any committee, to the extent provided in the resolution of the Board, may have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- A. Fill vacancies on the Board of Directors or in any committee;
- B. Fix compensation of the directors for serving on the Board or on any committee;
- C. Amend or repeal bylaws or adopt new bylaws;
- D. Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- E. Appoint any other committees of the Board of Directors or the members of these committees;
- F. The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- G. Approve any transaction (i) to which the corporation is a party and one or more directors have a material financial interest; or (ii) between the corporation and one or more of its directors or between the corporation and any person in which one or more of its directors has a material financial interest.

The Chairperson, in conjunction with several committee chairs, shall make recommendations to the Board of Directors for its final action concerning members to be appointed to the committees of the Board of Directors. Vacancies which occur on any committee shall be filled by a resolution of the Board of Directors. The Board of Directors may, by resolution, at any time deemed desirable, discontinue any standing or special committee. Members of standing committees, and their chairs, shall be elected yearly at the annual meeting of the Board of Directors and shall serve at the pleasure of the Board.

Section 18. Executive Committee.

A. There shall be an Executive Committee of the Board of Directors. The Executive Committee shall include the Chairperson, Vice Chairperson, Secretary, Treasurer, Committee Chairpersons as appointed by the Chair, and the Immediate Past-Chairperson of the Board of Directors.

B. Executive Committee members shall have a term of two (2) full fiscal years following appointment to the committee. Members reaching the end of their term may be considered for re-appointment by the Board of Directors. To the extent permitted by applicable law, the committee shall have and may exercise all the powers and authority of the Board of Directors provided, however, that in addition to the limitations set forth in Section 13 above, the committee shall have no power or authority to (a) amend the Articles of Incorporation of

this corporation or (b) negotiate, amend and/or approve any contract or expense valued over Fifty Thousand Dollars (\$50,000). The actions of the Executive Committee shall be reported to the Board of Directors in a timely manner.

Section 19. Standing Committees. In addition to such other committees as may be created by the Board of Directors or as described in these bylaws, the corporation shall have a Membership Committee, a Government Relations Committee and a Conference Committee whose purposes, duties, powers and composition shall be as determined by the Board of Directors.

Section 20. Committee Minutes and Reports. Each committee shall keep regular minutes of its proceedings, which shall be filed with the Secretary. All action by any committee shall be reported to the Board of Directors at the next meeting thereof and shall be subject to revision and alteration by the Board of Directors.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the corporation shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, Managing Director and such other officers as may be elected to offices created by the Board of Directors. Officers shall have powers and duties as specified herein and may be additionally prescribed by the Board. One person may hold two (2) or more offices, except the Chairperson, but no officer shall execute, acknowledge, or verify any instrument in more than one (1) capacity, if such instrument is required to be executed, acknowledged, or verified by two (2) or more officers.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors except that the term for Chairperson, Vice Chairperson, Secretary and Treasurer shall be two (2) years. Officers reaching the end of their term may be considered for a re-appointment by the Board of Directors. If the election of any officer shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Except for the Chairperson and Vice Chairperson, officers need not be chosen from among the directors.

Section 3. New Offices; Vacancies. New offices may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors. Each officer shall hold office until a successor has been elected, unless otherwise removed.

Section 4. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer elected or appointed by the Board may be removed by the Board with or without cause, whenever in its judgment the best interests of the corporation would be served thereby.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the

officer is a party.

Section 6. Chairperson. The Chairperson shall, if present, preside at all meetings of the corporation. If the Chairperson is not present, then the following officers shall preside in order: Vice Chairperson, Immediate Past-Chairperson, Secretary and then Treasurer.

Section 7. Vice Chairperson. In the absence or disability of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson.

Section 8. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes in written form of the proceedings of the Board of Directors and committees of the Board. Such minutes shall include all waivers of notice, consents to the holding of meetings or approvals of the minutes of meetings executed pursuant to these Bylaws or applicable law. The Secretary shall be responsible for the mailing of notices and see to the proper recording of proceedings of meetings of the corporation.

At the expiration of the Secretary term of office, or upon removal, the Secretary shall immediately deliver over to the person designated by the Chairperson all books and other property in his or her charge.

Section 9. Treasurer. The Treasurer shall be responsible for the corporation's funds and financial records. The Treasurer shall collect and report, or supervise collection and reporting, of all income and expenditures, shall establish proper accounting procedures for the handling of the corporation's funds, and shall be responsible for the keeping of the funds in such banks as approved by the Board. The Treasurer shall report on the financial condition of the corporation at meetings of the Board and at other times when called upon by the Chairperson. At the end of each fiscal year, the Treasurer shall prepare, or cause to be prepared, an annual report which shall, if required by the Board, be reviewed by a certified public accountant.

At the expiration of the Treasurer's term of office, or upon removal, the Treasurer shall immediately deliver over to the person designated by the Co-Chairs all financial books, money and other property in his or her charge.

Section 10. Managing Director. Subject to the supervisory powers, if any, as may be given by the Board of Directors to the Chairperson and subject to the control of the Board, the Managing Director shall be the general manager and chief executive officer of the corporation and shall, subject to the control of the Board, have general supervision, direction and control of the business and affairs of the corporation.

Section 11. Compensation. The compensation, if any, of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such compensation because the officer is also a director of the corporation.

**ARTICLE VI
FISCAL YEAR**

The fiscal year of this corporation shall commence on January 1 and close on December 31.

**ARTICLE VII
INDEMNIFICATION OF DIRECTORS, OFFICERS
AND OTHER CORPORATE AGENTS**

Section 1. Indemnification. The corporation shall, to the extent allowed by applicable state and federal laws, indemnify and hold harmless its officers, directors, agents and employees from and against any and all claims, actions, proceedings, whether threatened, pending or completed, brought by reason of their respective position with or relationships to the corporation, including, without limitation, all reasonable attorneys, fees, costs and other expenses incurred in establishing a right to indemnification under this Article VII.

Section 2. Definitions. For the purposes of this Article VII, “agent” means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under Section 5 or 6(b) of this Article VII.

Section 3. Actions by Third Parties. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, or itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

Section 4. Actions by or in the Right of the Corporation. The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought under Section 5233 of the California Corporations Code or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets

held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 4:

(a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine; or

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval, unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

Section 5. Indemnification Against Expenses. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Section 3 or 4 of this Article VII, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 6. Required Determinations. Except as provided in Section 5 of this Article VII, any indemnification under this Article VII shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 3 or 4 of this Article VII, by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

Section 7. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VII.

Section 8. Other Indemnification. No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of the directors, an agreement, or otherwise, shall be valid unless consistent with this Article VII. Nothing contained in this

Article VII shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 9. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article VII, except as provided in Section 5 or 6(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws, a resolution of the directors, or an agreement in effect at the time of accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 10. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article VII.

ARTICLE VIII BOOKS AND RECORDS

Section 1. Maintenance of Books and Records. The corporation shall keep at its principal office correct and complete books and records of account, written minutes of the proceedings of its meetings, the original or a copy of the Articles and Bylaws as amended to date, and a record giving the names and addresses of all directors.

Section 2. Annual Report. The corporation shall provide to the directors, within 120 days after the close of its fiscal year, a report containing the following information in reasonable detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

(b) The principal changes in the assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expense of disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

Any information by California Corporations Code Section 6322, regarding transactions with interested persons and indemnifications.

**ARTICLE IX
RULES OF ORDER**

The rules contained in the Modern Rules of Order or as may be amended from time to time, shall govern the corporation in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or then existing law.

**ARTICLE X
AMENDMENTS TO BYLAWS**

New bylaws may be adopted, or these bylaws may be amended or repealed, by an affirmative majority vote of the Board of Directors at which a quorum is present provided, however, that no amendment changing the authorized number of directors of the corporation may be adopted until duly approved by vote or written consent of a majority of the directors of the corporation. A copy of the proposed amendment or new bylaws shall be included in the notice of meeting given to each director.

Amended, September 23, 2004
Amended, September 27, 2005
Amended, December 8, 2005
Amended, March 17, 2015
Amended, September 27, 2021

CERTIFICATE OF SECRETARY

I certify that:

1. I am the presently elected and acting secretary of the California Coalition on Workers' Compensation, a California nonprofit mutual benefit corporation; and
2. The foregoing Amended and Restated Bylaws are the bylaws of the corporation as adopted by the Board of Directors of the corporation on September 27, 2021.

Dated: September 27, 2021

A handwritten signature in cursive script that reads "Antoinette Smith". The signature is written in black ink and is positioned above a horizontal line.

Secretary