

**BYLAWS OF ESD 105
WORKERS' COMPENSATION POOL COOPERATIVE**

I. NAME

This organization shall be known as the Educational Service District 105 Worker's Compensation Pool Cooperative (hereinafter referred to as "the Cooperative").

II. PURPOSE

The purpose of the Cooperative shall be to provide member school districts with a means to comply with the Workers' Compensation laws.

III. POWERS

The Cooperative, acting by and through the advisory Board, shall have the power to prepare, adopt, amend and repeal bylaws, rules, regulations, and general policy statements for its own organization, government and guidance, provided that action taken with respect thereto is not inconsistent with state law and the rules and regulations of ESD 105 or any subsequently selected trustee.

The Cooperative, acting by and through the Advisory Board, shall have the power to establish dates for the regular meetings of the Advisory Board, the Executive Committee and such other committees as are deemed essential to the accomplishment of its purposes. The Advisory Board shall also have the power to approve the annual plan of the Cooperative and to fix annual membership charges and to levy any other assessment that may be required. The Advisory Board together with the Executive Committee shall advise Educational Service District 105 on the management and administration of the cooperative.

In the event that a member district elects not to oppose payment of a claim for compensation where said district has been advised or has reason to believe that a defense to payment exists, then the amount of the claim and all costs associated therewith shall be borne by and assessed solely against the district in which the claim arose unless the Executive Committee, by the affirmative vote of not less than sixty (60%) of its membership, determines that the liability should be paid by the Cooperative. A school district whose request for payment is denied by the Executive committee may appeal said denial to the Advisory Board provided that a written notice of appeal is filed with the Chairman of the Advisory Board within ten (10) days after the district, through its authorized representative, receives oral or written notice of the decision of said Executive Board. The Advisory Board may authorize payment of the claim by the Cooperative upon the affirmative vote of sixty percent (60%) of its membership. The decision of the Advisory Board shall be final.

IV. MEMBERS

The membership of the Cooperative shall consist of those districts which have on file with ESD 105 the local school district's board resolution authorizing membership in the Cooperative. Districts applying for membership after _____ shall be offered membership only upon a vote of the majority of the total number of member district representatives; provided, that the local school district applying for membership shall first have on file with ESD 105 the local school district's board resolution authorizing membership in the Cooperative.

No school district shall be admitted to membership in the Cooperative unless it first pays sufficient monies necessary to fund its prorated share of the unreserved fund balance as then established by the Cooperative.

A district's share of the unreserved fund balance shall be calculated by dividing the total balance of the unreserved fund balance prior to a district's entry into the Cooperative by the number of district employees covered and then multiplying the resulting sum by the number of employees in the applicant district.

V. GOVERNANCE AND MANAGEMENT

- A. The powers of the Cooperative shall rest with the Advisory Board consisting of one representative of each member district.
- B. Each duly qualified representative on the Advisory Board shall have an equal vote in all deliberations of the Cooperative.
- C. Between meetings of the Advisory Board, the powers of the Cooperative shall be exercised by a five (5) member Executive Committee elected by a majority vote of a quorum of the Advisory Board. The members of the Executive Committee shall serve two years and be elected on staggered terms.
- D. The Executive Advisory Committee shall select a chairperson from among its members annually. The chairperson of the Executive Committee shall preside at all Advisory Board and Executive committee meetings. In his/her absence, the Advisory Board or Executive Committee shall select the temporary chairperson.
- E. The Superintendent of ESD 105, or his/her designee, shall serve as secretary for the Cooperative and all bodies created hereunder so long as said Educational Service District 105 acts as trustee in administering the Workers' Compensation Pool Cooperative.
- F. Administration of the Cooperative shall rest with ESD 105 which shall act pursuant to the directives and policies of the Advisory Board and Executive Committee, provided however, that said action shall conform to the policies, rules and regulations applicable to said ESD and its governing board.

VI. VACANCIES

- A. Vacancies which occur in the membership of the Advisory Board shall be filled by the Affected member district
- B. Vacancies on the Executive Committee shall be filled by the Advisory Board consistent with the criteria set forth in paragraph V.C above at the next regular meeting after the vacancy occurs. A member selected to fill a vacancy on the Executive Committee shall serve the unexpired portion of the term involved.

VII. MEETINGS

- A. The Advisory Board shall meet on the dates regularly established by a vote of a majority of the quorum and/or when called by the chairperson of said Cooperative, or when called by the chairperson of said Cooperative, or by the superintendent of ESD 105 or his/her designee, and/or as otherwise provided in the Cooperative Pool Account Agreement.
- B. The Executive Committee shall meet when called by the chairperson of the Advisory Board, the chairperson of the Executive Committee, upon a vote of a majority of the Executive Committee, and/or following notification by the Superintendent of ESD 105 or his/her designee, or as otherwise provided in the Cooperative Pool Account Agreement.
- C. A majority of the total number of members of the Cooperative shall constitute a quorum at all meetings of the Advisory Board. A majority of the total number of members of the Executive Committee shall constitute a quorum at all Executive Committee meetings.

VIII. OTHER COMMITTEES

The chairperson of the Advisory Board and/or Executive Committee may appoint such ad hoc committees as are deemed necessary from time to time to advise and serve as deemed appropriate, provided, that no appointment shall be made which is contrary to the express wishes of a majority of the respective boards.

IX. AMENDMENTS

These bylaws may be amended at any meeting of the Advisory Board by the affirmative vote of a number equal to two-thirds of all members, provided that notice in writing has first been sent to all members of the Worker's Compensation Pool Cooperative. Not less than ten (10) days in advance of the meeting where said action is to be taken, and absentee ballots are furnished therewith.

Adopted on September 27, 1988

Advisory Board Workers'
Compensation Pool Cooperative

Revised on _____

Educational Service District 105