

**AMENDED AND RESTATED BYLAWS  
OF  
PARTNERS OF WISCONSIN HOSPITAL ASSOCIATION, INC.**

Effective October 03, 2019

These Amended and Restated Bylaws of Partners of Wisconsin Hospital Association, Inc., were adopted to be effective the 03 day of October, 2019 (the "Effective Date"), by the affirmative vote of not less than two-thirds (2/3) of the members of the corporation having voting rights. These Amended and Restated Bylaws shall completely replace and supersede any bylaws or amendments thereto adopted prior to the Effective Date.

1. Identification.

1.1 Name. The name of this corporation is Partners of Wisconsin Hospital Association, Inc. ("Partners"). Partners is a nonprofit, nonstock corporation incorporated under Chapter 181 of the Wisconsin Statutes (the "Wisconsin Nonstock Corporation Law").

1.2 Principal Office. The principal office of Partners shall be in a location determined by the Board of Directors, which may be changed by the Board of Directors from time to time.

1.3 Registered Agent and Office. The registered office of the corporation required by the Wisconsin Nonstock Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office by the Board of Directors or by the registered agent.

1.4 Fiscal Year. The fiscal year of Partners shall begin on the first day of January and end on the last day of December in each year.

2. Purpose of the Corporation.

2.1 Purpose. Partners is organized to operate exclusively to further the common good and general welfare of the people of Wisconsin within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States Internal Revenue law), and more specifically:

(a) to support healthcare volunteers by providing opportunities to assemble, broaden leadership skills, and enhance knowledge; and

(b) to promote quality health for the people of Wisconsin.

2.2 Limitations. In addition to and in furtherance of Section 2.1:

(a) Partners shall operate without profit and shall be nonpolitical and nonsectarian.

(b) Partners activities shall be limited to those which would allow Partners to qualify and continue to qualify as an exempt corporation under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax codes. Partners shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax codes.

(c) No part of the net earnings of Partners shall inure to the benefit of, or be distributed to, its directors, officers, or any other private individual, except that the Partners shall be authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in this Section 2.

(d) Partners shall also have such powers as are now or may hereafter be granted under the laws of the State of Wisconsin that are in furtherance of the Partners exempt purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax codes.

3. Statement of Affiliation. In order to accomplish the purposes set forth in Section 2 and subject to the limitations set forth in Section 2, Partners shall be affiliated with the Wisconsin Hospital Association, Inc. (the “Wisconsin Hospital Association”), and will cooperate with other organizations, as necessary.

#### 4. MEMBERS.

4.1 Eligible MEMBERS. There shall be one class of MEMBERS. Membership in Partners shall be open to all organized groups of healthcare volunteers in the State of Wisconsin.

4.2 Approval of MEMBERS. In order to become a member, an applicant that satisfies the requirements in Section 4.1 must:

(a) submit an application for membership to the President or Secretary in writing and on forms provided by Partners;

(b) be approved by a majority vote of the Executive Committee, which approval may be withheld in the Executive Committee’s reasonable discretion; and

(c) pay the prescribed annual dues.

For purposes of these Amended and Restated Bylaws (the “Bylaws”), an organization that satisfies the requirements of this Section 4.2 and has not been terminated, expelled, or suspended pursuant to Section 4.6 shall be referred to as a “MEMBER”.

4.3 Annual Dues. Annual dues shall be proposed by the Executive Committee and approved by the Board of Directors.

4.4 Bylaws, Policies, and Procedures. All memberships shall be perpetual, unless a formal resignation is submitted or a MEMBER is suspended or expelled pursuant to Section 4.6 and shall be governed by the Bylaws, the Articles of Incorporation, applicable law, and any other policies or procedures established by the Board of Directors.

4.5 Voting Delegates. Each MEMBER shall be entitled to two (2) voting delegates (each a “Member Voting Delegate”). Each Member Voting Delegate and Special Voter (as defined in Section 10.5) shall be entitled to one (1) vote on matters in which Member Voting Delegates and Special Voters are entitled to vote.

4.6 Termination, Expulsion, or Suspension. A MEMBER may be expelled, or suspended for a specific period of time, by an affirmative vote of two-thirds (2/3) of the Board of Directors.

#### 5. Districts.

5.1 Boundaries. Partners shall be divided into districts, with boundaries determined by the Board of Directors (the “Districts”).

5.2 District Meetings.

(a) Biannual Meetings. Each District shall conduct at least two (2) meetings per year, one (1) in the spring (a “Spring District Meeting”) and one (1) in the fall (a “Fall District Meeting”) (the Spring District

Meeting and the Fall District Meeting are individually referred to as a “Biannual District Meeting” and, collectively, as the “Biannual District Meetings”). The Biannual District Meetings shall be conducted according to policies and procedures established by the Board of Directors.

(b) Special Meetings. Each District may also conduct special meetings, which shall be called, noticed, and held according to policies and procedures established by the Board of Directors.

5.3 Voting. Each Member Voting Delegate shall be entitled to one (1) vote at a Biannual Meeting or any special meeting of the District. Current Partners District Officers, Immediate Past-Chair, District Public Policy Education Chair (PPE) and District Community Health Education Chair (CHE) (collectively, the “Special Voters”) shall each be entitled to one (1) vote at a Biannual Meeting or any special meeting of the District. Each Voting individual shall have one (1) vote per issue. However, if one (1) individual holds more than one (1) Voting position, that individual shall be limited to one (1) total vote per issue. In the event an office is held by two (2) or more co-chairs, that office shall still have no more than one (1) collective vote per issue.

5.4 Quorum. A majority of the Member Voting Delegates and Special Voters entitled to vote in the District, represented in person or by proxy, shall constitute a quorum at a Biannual District Meeting or any special meeting. If a quorum is present, the affirmative vote of the majority of the Member Voting Delegates and Special Voters represented at the meeting and entitled to vote on the subject matter shall be the act of the District MEMBERS unless the vote of a greater number is required by law, these Bylaws, or the Articles of Incorporation.

5.5 District Officers. Each District shall elect, by a majority vote of the Member Voting Delegates and Special Voters from the District, at least three (3) District officers. These officers must include one (1) district chair (a “District Chair”), and may include any combination of the following:

- (a) District Chair-Elect;
- (b) District Secretary/Treasurer; or
- (c) District Secretary and District Treasurer.

(each a “District Officer” and, collectively, the “District Officers”).

5.6 Qualification. Each Officer shall be an individual. Officers need not be residents of the State of Wisconsin, but each Officer shall hold membership in a MEMBER of Partners.

5.7 Election. The District Officers shall be elected biennially to a two-year term.

5.8 Term Limits District Officers shall not serve more than two consecutive terms in the same office and may serve again after being out of that office for at least one term.

5.9 Vacancy. Except for a vacancy as a result of a removal by a vote of the Member Voting Delegates and Special Voters pursuant to Section 5.10, in the event of a vacancy in the office of a District Officer, due to death, resignation, or otherwise, prior to the end of the District Officer’s term and before a successor has been elected, the District’s remaining District Officers shall convene a special meeting in person or by telephone to elect a successor by a majority vote of the District Officers. The replacement shall then serve until the end of the predecessor’s two (2) year term, which partial term shall not count towards the limit in Section 5.8.

5.10 Removal. With notice, District Officers may be removed from office for neglect of duties, abuse of authority, or engagement in other misconduct that calls into question their fitness for office upon a two-thirds (2/3) vote of the Member Voting Delegates and Special Voters from the District at a Biannual District Meeting or at a special meeting called for that purpose. If a District Officer is removed by a vote of the Member Voting Delegates and Special Voters from the District, a replacement District Officer

shall be elected by a majority vote of the Member Voting Delegates and Special Voters from the District. The replacement District Officer shall serve until the end of the predecessor's two (2) year term, which partial term shall not count towards the limit in Section 5.8.

5.11 Compensation. No District Officer shall receive any salary or anything of pecuniary value from Partners for performing services of a District Officer but may be reimbursed for actual expenses incurred in connection with the District Officer's duties.

## 6. Board of Directors.

6.1 General Powers. The business and affairs of Partners, including, but not limited to, any Partners funds or other assets, shall be managed by its Board of Directors. The Board of Directors shall also act as an intermediary between the MEMBERS and the Wisconsin Hospital Association.

6.2 Members of the Board of Directors. The Board of Directors shall consist of Voting Directors and Non-Voting Directors (Voting Directors and Non-Voting Directors shall each be called a "Director" and, collectively, the "Directors").

(a) "Voting Directors" shall include the following:

- (1) President;
- (2) President-Elect;
- (3) Secretary;
- (4) Treasurer;
- (5) each District Chair;
- (6) Community Health Education Chair (CHE);
- (7) Public Policy Education Chair (PPE);
- (8) Strategic Planning Chair; and
- (9) the Immediate Past President.

Each Voting Director shall have one (1) vote per issue. However, if one (1) individual holds more than one (1) Voting Director office, that individual shall be limited to one (1) total vote per issue. In the event a District Chair office is held by two (2) or more co-chairs, that office shall still have no more than one (1) collective vote per issue.

The Community Health Education Chair, Public Policy Education Chair, and Strategic Planning Chair shall be appointed and removed at the sole discretion of the President.

(b) "Non-Voting Directors" shall be appointed and removed at the sole discretion of the President.

Non-Voting Directors shall include, but not be limited to:

- (1) Convention Chair;
- (2) Wisconsin Award for Volunteer Excellence Chair (WAVE);
- (3) Best of the Best Chair;
- (4) Newsletter Editor;
- (5) Web/Resource Coordinator;
- (6) Parliamentarian; and
- (7) any Special Committee Chairs appointed pursuant to Section 9.4.

Non-Voting Directors shall serve on the Board of Directors merely in an advisory capacity and shall not have any vote. Notwithstanding any other provision in these Bylaws, Non-Voting Directors shall not have any authority except that which is delegated to them by the President.

6.3 President of the Wisconsin Hospital Association. The President of the Wisconsin Hospital

Association and/or a designated representative may meet with the Board of Directors in an advisory, non-voting capacity.

6.4 Qualification. Each Director shall be an individual. Directors need not be residents of the State of Wisconsin, but each Director shall hold membership in a MEMBER of Partners.

6.5 Regular Meetings. The Board of Directors shall meet biannually (each a "Regular Meeting"). The times and places of the meetings shall be determined by a majority vote of the Executive Committee, provided that each Director shall be given notice of the time and place of each Regular Meeting no less than ten (10) days prior to the meeting. Each Regular Meeting shall be held in the State of Wisconsin.

6.6 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or by five (5) Voting Directors, provided that each Director is given notice of the time and place of the special meeting and the nature of the business to be transacted at the special meeting no less than ten (10) days prior to the special meeting. The President or Voting Directors calling the special meeting may fix the time and place of the meeting. Directors may attend any special meeting by telephone or other technology.

6.7 Notice. Whenever required by these Bylaws, notice shall be in writing and shall be deemed to have been given (a) when delivered by hand (with written confirmation of receipt); (b) when received by the addressee if sent by a nationally recognized overnight courier (receipt requested); (c) on the date sent by facsimile or e-mail or (d) on the fifth business day after the date mailed, by certified or registered mail, return receipt requested, postage prepaid.

6.8 Waiver of Notice of Meeting. Whenever any notice is required to be given to any Director, a waiver thereof in writing at any time, whether before or after the time of the meeting, by the Director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects to any business brought up at the meeting because the meeting is not properly called or convened. Neither the business to be transacted at, nor the purpose of, any Regular Meeting or special meeting of the Board of Directors need be specified in the waiver of notice of such meeting.

6.9 Quorum. A majority of the Voting Directors in office immediately before any meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

6.10 Manner of Acting. If a quorum is present, the affirmative vote of the majority of the Voting Directors present at the meeting shall be the act of the Board of Directors, unless the vote of a greater number is expressly required by law, the Articles of Incorporation, or these Bylaws.

6.11 Conduct of Meetings. The President, and in the President's absence, any Director chosen by the Voting Directors present, shall call meetings of the Board of Directors to order and shall act as chair of the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the President or acting chair of the meeting may appoint any Director or other person present to act as secretary of the meeting.

6.12 Compensation. No Director shall receive any salary or anything of pecuniary value from Partners for performing services of a Director but may be reimbursed for actual expenses incurred in connection with the Director's duties.

6.13. Contracts, Loans, Checks, and Deposits.

(a) Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of Partners, and such authorization may be general or confined to specific instances. In the absence of other

designation, all deeds, mortgages, and instruments of assignment or pledge made by Partners shall be executed in the name of Partners by the President; and when so executed, no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing party.

(b) Loans. No indebtedness for borrowed money shall be contracted on behalf of Partners and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

(c) Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of Partners, shall be signed by such Officer or Officers, agent or agents of Partners and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

(d) Deposits. All funds of Partners not otherwise employed shall be deposited from time to time to the credit of Partners in such banks, financial institutions, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

6.14 Presumption of Assent. A Voting Director who is present at a meeting of the Board of Directors or a committee thereof of which he/she is a member at which action on any Partners matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of Partners immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Voting Director who voted in favor of such action.

6.15 Action Without Meeting. Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Voting Directors then in office. A Voting Director may consent in an e-mail correspondence.

6.16 Committees. The Board of Directors may create one or more committees, including, but not limited to, those described in Article 9. Committee members may include Voting Directors, Non-Voting Directors, District Officers, or any other individuals selected by the Board of Directors. Each committee shall only have the power and responsibilities expressly delegated to it by these Bylaws or the Board of Directors.

## 7. Officers.

7.1 Number and Titles. The officers of Partners shall be:

- (a) a President;
- (b) a President-Elect;
- (c) a Secretary; and
- (d) a Treasurer.

(each individually, an "Officer" and, collectively, the "Officers"). No two (2) or more officer positions may be held by the same person simultaneously.

7.2 Qualifications. No person shall be elected as an Officer without first having served on the Board of Directors for at least one (1) year.

7.3 Election of Officers.

(a) Biennial. Except as otherwise expressly provided in these Bylaws, the President-Elect, Secretary, and Treasurer shall be elected biennially at the Annual Meeting.

(b) Nomination.

(1) The Nominating Committee (i) shall publish a call for nominations for the offices of President-Elect, Secretary, and Treasurer in the Partners newsletter in November of the year preceding the election, (ii) shall publish a list that includes at least one (1) qualified candidate for each of the above offices in the Partners newsletter prior to the Annual Meeting, and (iii) shall introduce the candidates at the Annual Meeting before the voting takes place.

(2) Additional President-Elect, Secretary, and Treasurer nominations may be made from the floor at the Annual Meeting. In order to be included on the ballot, a person nominated from the floor must either:

(A) be present when the nomination is made in order to accept the nomination; or

(B) have submitted a letter of acceptance to the Nominating Committee and the nominator, which letter must be received by the Nominating Committee and the nominator prior to the nomination being made.

(c) Majority Vote. Provided there is a quorum, Officers shall be elected by a majority vote of the Member Voting Delegates and Special Voters at the Annual Meeting represented in person. If there is only one (1) nominee for an office, voting may be by motion from the floor. If there is more than one (1) nominee for an office, voting shall be by ballot.

7.4 Terms of Office.

(a) Terms. Subject to Section 7.5, terms of office shall commence on January 1<sup>st</sup> of the year following election at an Annual Meeting. Officers shall then serve for two (2) years or until a successor is elected pursuant to Section 7.5.

(b) Term Limits. Subject to Sections 7.5 and 7.6 and as otherwise expressly provided in these Bylaws:

(1) President. No person shall serve as President for more than one two (2) year term.

(2) President-Elect. No person shall serve as President-Elect for more than one two (2) year term before assuming the presidency.

(3) Secretary. There is no limit on the number of terms a person may serve as Secretary. However, no person shall serve as Secretary for more than two (2) consecutive terms.

(4) Treasurer. There is no limit on the number of terms a person may serve as Treasurer. However, no person shall serve as Treasurer for more than two (2) consecutive terms.

7.5 Vacancy.

(a) If a vacancy occurs in the office of President, the President-Elect shall ascend to the office of President and shall continue as President until the end of the predecessor's two (2) year term and for the following full two (2) year term.

(b) Except as stated above in Section 7.5(a) and except for a vacancy as a result of a removal by a vote of the Member Voting Delegates and Special Voters pursuant to Section 7.6, in the event of a vacancy in the office of an Officer, due to death, resignation, or otherwise, prior to the end of the Officer's term and before a successor has been elected, the Board of Directors shall convene a special meeting to elect a successor by a majority vote of the Voting Directors. The replacement shall then serve until the end of the predecessor's two (2) year term. That partial term shall not be counted in enforcing the term limits described in Section 7.4(b).

(c) If, because of a vacancy in the office of the President-Elect, the Board of Directors appoints a President-Elect, the appointee must be elected by the Member Voting Delegates and Special Voters at the next Annual Meeting in order to assume the office of the President. If the Member Voting Delegates and Special Voters elect a President-Elect other than the appointee or if the appointee has not been duly elected by the Member Voting Delegates and Special Voters by the date he or she is scheduled to take office as President, the current President will, notwithstanding Section 7.4(b), serve for an additional two (2) year term before the duly elected President-Elect assumes the Presidency.

7.6 Removal. With notice, Officers may be removed from office for neglect of duties, abuse of authority, or engagement in other misconduct that calls into question their fitness for office upon a two-thirds (2/3) vote of the Member Voting Delegates and Special Voters at the Annual Meeting or at a special meeting called for that purpose. If an Officer is removed by a vote of the Member Voting Delegates and Special Voters, a replacement Officer shall be elected by a majority vote of the Member Voting Delegates and Special Voters. The replacement Officer shall serve until the end of the predecessor's two (2) year term. That partial term shall not be counted in enforcing the term limits described in Section 7.4(b).

7.7 President. The President shall be the principal executive officer of Partners and, subject to the control of the Board of Directors and any restrictions imposed by the Board of Directors, shall, in general, supervise and control all of the business and affairs of Partners. The President shall have authority to sign, execute, and acknowledge, on behalf of Partners, certificates evidencing membership in Partners, contracts or other instruments necessary or proper to be executed in the course of Partners regular business, or which shall be authorized by the Board of Directors; and, except as otherwise provided by law or the Board of Directors, the President may authorize any other Officer or agent of Partners to sign, execute and acknowledge such documents or instruments in his/her place and stead. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

7.8 President-Elect. In the absence of the President or in the event of the President's death, resignation, removal, disqualification, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, the President-Elect 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. The President-Elect shall perform such other duties and have such authority as from time to time may be delegated or assigned to the President-Elect by the President or by the Board of Directors.

7.9 Secretary. The Secretary shall, subject to the control of the Board of Directors and any restrictions imposed by the Board of Directors: (a) keep the minutes of the meeting of the MEMBERS and of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of Partners records; (d) keep or arrange for the keeping of a register of the post office address of each MEMBER which shall be furnished to the Secretary by such MEMBER; (e) sign, as Secretary, documents and instruments authorized by the Board of Directors; and (f) in general, perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to the Secretary by the President or by the Board of Directors.

7.10 Treasurer. The Treasurer shall, subject to the control of the Board of Directors and any restrictions imposed by the Board of Directors: (a) have charge and custody of and be responsible for

all funds and securities of Partners; (b) receive and give receipts for monies due and payable to Partners from any source whatsoever and deposit all such monies in the name of Partners in such banks, financial institutions, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws and (c) in general, perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to the Treasurer by the President or by the Board of Directors.

7.11 Compensation. No Officer shall receive any salary or anything of pecuniary value from Partners for performing services of an Officer, but may be reimbursed for actual expenses incurred in connection with the Officer's duties.

## 8. Indemnity of District Officers, Officers, and Directors.

8.1 Definitions. The following definitions are applicable to this Section 8:

(a) "Expenses" include fees, costs, charges, disbursements, attorney fees, and any other expenses incurred in connection with a Proceeding.

(b) "Liability" includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture, or fine and reasonable Expenses associated therewith.

(c) "Proceeding" means any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, arbitration, or other proceeding, whether formal or informal, which involves foreign, federal, state, or local law and which is brought by or in the right of Partners or by any other person(s).

8.2 Indemnification. Partners shall indemnify each present, former, and future District Officer, Officer, or Director of Partners, to the extent he or she has been successful on the merits or otherwise in the defense of a Proceeding, for all reasonable Expenses incurred in the Proceeding if the person was a party because he or she is or was a District Officer, Officer, or Director of Partners. This provision is intended to indemnify all such persons to the fullest extent provided under Section 181.0872 of the Wisconsin Statutes.

### 8.3 Other Indemnification.

(a) In cases not included under Section 8.2, Partners shall indemnify each present, former, and future District Officer, Officer, or Director against Liability incurred by such person in a Proceeding to which the person was a party because such person is or was a District Officer, Officer, or Director of Partners, unless Liability was incurred because the person breached or failed to perform a duty such person owes to Partners and the breach or failure to perform constitutes any of the following:

(1) a willful failure to deal fairly with Partners or the Board of Directors in connection with a matter in which the District Officer, Officer, or Director had a material conflict of interest;

(2) a violation of criminal law, unless the District Officer, Officer, or Director had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful;

(3) a transaction from which the District Officer, Officer, or Director derived an improper personal profit; or

(4) willful misconduct.

(b) Determination of whether indemnification is required under this Section 8.3 shall be made under Section 8.4.

(c) The termination of a Proceeding by judgment, order, settlement, or conviction, or upon a plea of

no contest or an equivalent plea, does not by itself create a presumption that indemnification of the District Officer, Officer, or Director is not required under this subsection.

(d) Indemnification under this Section 8.3 is not required if the District Officer, Officer, or Director has previously received indemnification or allowance of Expenses from any person, including Partners, in connection with the same Proceeding.

8.4 Determination of Right to Indemnification. The District Officer, Officer, or Director seeking indemnification under Section 8.3 shall seek one of the methods for determining his or her right to indemnification pursuant to the provisions of Section 181.0873(1) through (6) of the Wisconsin Statutes; and such selection shall be made within sixty (60) days after the commencement of any Proceeding. Such selection shall be made in writing and delivered to the Secretary of Partners.

8.5 Death. In the event of the death of any person entitled to indemnification under this Section 8, the benefits provided for in this Section 8 shall extend to such person's heirs and legal representatives.

8.6 Not Exclusive. The foregoing right to indemnification as set forth under this Section 8 shall not be exclusive of any other rights to which any District Officer, Officer, or Director of the corporation may otherwise be entitled to under the laws of the State of Wisconsin in effect from time to time.

8.7 Contract. This Section 8 is intended to constitute a contract with each person who, subsequent to its adoption, is serving or shall subsequently serve as a District Officer, Officer, or Director.

8.8 Advance Payment of Expenses as Incurred. Upon written request by the person seeking indemnification under Section 8.3, Partners may pay or reimburse such person's reasonable Expenses as incurred if the person requesting such indemnification provides Partners with all of the following: (a) a written affirmation of such person's good faith belief that such person has not breached or failed to perform such person's duties to Partners, and (b) a written undertaking, executed by such person, to repay the allowance and reasonable interest on the allowance to the extent it is ultimately determined under applicable law that the indemnification is not required or permitted as a matter of law. This undertaking under this Section 8.8 shall be accepted without reference to the person's ability to repay the allowance. The undertaking shall be unsecured.

## 9. Committees.

9.1 Committees. There shall be an Executive Committee, Standing Committees, and Special Committees. The committees shall only have the power and responsibilities expressly delegated to them by the Board of Directors or these Bylaws.

9.2 Executive Committee. The Executive Committee shall consist of the Officers of Partners. Meetings of the Executive Committee shall be called by the President to transact business of the Partners,

9.3 Standing Committees. The Standing Committees shall be concerned with the ongoing projects and programs of Partners. The "Standing Committees" shall be the following:

(a) A "Bylaws Committee," chaired by the President-Elect and composed of not more than nine (9) members which shall include the President, the Immediate Past President, the Secretary, the Parliamentarian, the Treasurer, and the Strategic Planning Chair. The President may appoint additional members.

(b) A "Finance Committee," chaired by the Treasurer and composed of the President, the President-Elect, and the Secretary. In addition, the President shall appoint one (1) additional committee member from the Board of Directors.

(c) A "Membership Committee," chaired by the President and composed of the President-Elect and all District Chairs. The Membership Committee shall suggest and implement ideas for increasing membership in organized local Partners, help recruit new organizations and encourage retention and recruitment of volunteers at the local level.

(d) A "Strategic Planning Committee," with a chair appointed by the President and composed of not more than ten (10) members which shall include the President, President-Elect, Treasurer, Secretary, Community Health Education Chair, the Public Policy Education Chair, and a Wisconsin Hospital Association liaison and other members appointed by the President and the Strategic Planning Committee Chair.

(e) A "Nominating Committee," chaired by the Immediate Past President and composed of the President-Elect (who shall not be a voting member of the Nominating Committee) and three (3) members representing three (3) different Districts.

(1) The Immediate Past President, as Nominating Committee Chair, shall propose a slate of nominees to serve on the Nominating Committee. The slate shall be presented and elected by a two-thirds (2/3) vote of the Member Voting Delegates and Special Voters at the Annual Meeting in the year preceding the year of Officer elections.

(2) Members of the Nominating Committee are not eligible for nomination to any other state-level Partners office.

9.4 Special Committees. The President, with the approval of the Executive Committee, shall appoint chairs of Special Committees ("Special Committee Chairs") to handle duties of a temporary nature. Special Committees shall have members whose identities and which number shall be determined by the President with the approval of the Executive Committee.

## 10. Meetings of the MEMBERS.

10.1 Annual Meeting. The "Annual Meeting" of the MEMBERS of Partners shall be held in the fall of each year, unless otherwise determined by the Board of Directors. The Annual Meeting will be held at such time and place as may be designated by the Board of Directors, for the purpose of elections and for the transaction of other business.

10.2 Special Meetings. Special meetings of the MEMBERS, for any purpose or purposes unless otherwise prescribed by statute, may be called by the President or the Board of Directors or by the person designated in the written request of not less than ten percent (10%) of all the Member Voting Delegates and Special Voters entitled to vote at the meeting. No business shall be transacted at any special meetings, except as may be designated in the notice thereof. MEMBERS may attend any special meeting of the MEMBERS by telephone or by other electronic means.

10.3 Place of Meeting. The Board of Directors may designate any place within the State of Wisconsin as the place of meeting for any Annual Meeting or for any special meeting, regardless of who requested the meeting.

10.4 Notice of Meeting. Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each MEMBER not less than ten (10) days (unless a longer period is required by law) before the date of the meeting pursuant to the notice provisions in Section 6.7.

10.5 Voting. Each Member Voting Delegate shall be entitled to one (1) vote at the Annual Meeting or any special meeting of Partners. Current Partners Voting Directors and all past Presidents of Partners

(collectively, the “Special Voters”) shall each be entitled to one (1) vote at the Annual Meeting or any special meeting of Partners.

10.6 Quorum. Upon proper notice of the Annual Meeting or a special meeting, a majority of the Member Voting Delegates and Special Voters entitled to vote at the meeting, represented in person, shall constitute a quorum. If a quorum is present, the affirmative vote of the majority of the Member Voting Delegates and Special Voters represented at the meeting and entitled to vote on the subject matter shall be the act of the MEMBERS unless the vote of a greater number is expressly required by law, these Bylaws, or the Articles of Incorporation.

10.7 Conduct of Meetings. The President, and in the President’s absence, the President’s designee, and in their absence, any person chosen by the Member Voting Delegates and Special Voters present, shall call the meeting of the MEMBERS to order and shall act as chair of the meeting. The Secretary of the corporation shall act as secretary of all meetings of the MEMBERS, but, in the Secretary’s absence, the meeting chair may appoint any other person to act as Secretary of the meeting.

10.8 Waiver of Notice of MEMBERS. Whenever any notice is required to be given to any MEMBER of the corporation under the Articles of Incorporation or Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the MEMBER entitled to such notice and delivered to Partners for inclusion in the minutes or filing with the corporate records, shall be deemed equivalent to the giving of such notice, provided that such waiver in respect to any matter of which notice is required under any provision of law, shall contain the same information as would have been required to be included in such notice except the time and place of meeting. The MEMBER may waive any notice in an e-mail correspondence including the electronic signature of the MEMBER.

10.9 Action by Written Consent. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken at a meeting of the MEMBERS may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Member Voting Delegates and Special Voters entitled to vote on the matter. A Member Voting Delegate or Special Voter may consent to any action in an e-mail correspondence including the electronic signature of the Member Voting Delegate or Special Voter.

11. Parliamentary Authority. The rules contained in the then most current edition of Robert’s Rules of Order Newly Revised (“Robert’s Rules”) shall govern the proceedings of Partners in all cases in which Robert’s Rules are not inconsistent with these Bylaws, the Articles of Incorporation, any provision of law, or any special rules of order that the MEMBERS of Partners may adopt. To the extent Robert’s Rules conflict with these Bylaws, the Articles of Incorporation, any provision of law, or any special rules of order that the MEMBERS of Partners may adopt, the Bylaws, Articles of Incorporation, provision of law, or special rules adopted by the MEMBERS shall control.

## 12. Conflicts of Interest.

12.1 Conflict Defined. A conflict of interest may exist when the interests or activities of any District Officer, Officer, or Director may be seen as competing with the interests or activities of Partners, or the District Officer, Officer, or Director derives a financial or other material gain as a result of a direct or indirect relationship.

12.2 Disclosure Required. Any possible conflict of interest shall be disclosed to the Board of Directors

by the person concerned.

12.3 Abstinance From Vote. When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; however, any Director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors.

12.4 Absence From Discussion. The interested person shall provide the Board of Directors any relevant information. The Board of Directors may request that the interested person remain present during the initial discussion. However, the interested person shall retire from the room in which the Board of Directors is meeting prior to the final discussion or decision regarding the matter under consideration.

12.5 Minutes. The minutes of the meeting of the Board of Directors shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person concerning whose situation the doubt has arisen.

13. Dissolution. In the event of voluntary or involuntary dissolution or liquidation of Partners, the Board of Directors shall, after paying or making provision for the payment of all liabilities of Partners, dispose of all assets of Partners exclusively for the purpose of Partners, in such manner or to such organization or organizations organized and operated exclusively for purposes as shall, at the time, qualify as an exempt organization under Section 501(c) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax codes.

#### 14. Approval, Adoption, and Amendment of Bylaws.

14.1 Vote Required. These Bylaws may be adopted, amended, repealed, or replaced only by the affirmative vote of not less than two-thirds (2/3) of the Member Voting Delegates and Special Voters present in person at any Annual Meeting or special meeting of the MEMBERS at which a quorum is in attendance, provided that written notice of the intent to vote on such adoption, amendment, repeal, or replacement is given to each MEMBER at least thirty (30) days prior to the meeting. Any adoption, amendment, repeal, or replacement of these Bylaws shall become effective at the close of the Annual Meeting or special meeting at which the Bylaws were approved by the MEMBERS.

14.2 Current Bylaws. A copy of the current Bylaws shall be on file with the Wisconsin Hospital Association.