



AGENDA
Senior Living Committee 2020
Tuesday, June 18, 2019 – 4:00 pm
Upland Hills Health – Board Room
800 Compassion Way
Dodgeville, Wisconsin

**Iowa
County
Wisconsin**

For information regarding access for the disabled please call 935-0399.

Any subject on this agenda may become an action item.

1	Call to order.
2	Roll Call.
3	Approve the agenda for this June 18, 2019 meeting.
4	Approve the minutes of the May 7, 2019 meeting.
5	Report from committee members and an opportunity for members of the audience to address the committee. No action will be taken.
6	Update on Non Profit Application - Staff Progress
7	USDA Financing Update
8	Consider Bylaws for Non-Profit Application
9	Motion to convene in closed session pursuant to section 19.85(l)(e) Deliberating or negotiating the purchasing of public properties, the investing of public funds, or conducting other specified public business, whenever competitive or bargaining reasons require a closed session. (Receive update on investment in land for new facility)
10	Return to Open Session
11	Set Next Meeting Date and Time.
12	Adjournment.

Posting verified by the County Clerk's Office: Date: 6/18/19 Initials: GK



**Minutes - unapproved
Senior Living 2020 Committee
Tuesday, May 7, 2019 – 4:00 PM
Upland Hills Health – Board Room
800 Compassion Way
Dodgeville, Wisconsin**

**Iowa
County
Wisconsin**

For information regarding access for the disabled please call 935-0399.

Any subject on this agenda may become an action item unless otherwise noted.

1	Call to order. Committee Chair Meyers called the meeting to order at 4:00 pm.
2	Roll Call: Members Present: John Meyers, Bruce Paull, Steve Deal, and Judy Lindholm (4:10 pm). Absent: Dave Gollon Others Present: Larry Bierke, Dan Nankee, Rochelle Kruchten, Lisa Schnedler, Deb Ivey, Jody Vanderloo, Lynn Hebgen, Karl Pustina, and Jim Massey.
3	Agenda of 5/07/19: Deal <u>moved</u> , Paull seconded to approve the agenda of May 7, 2019. Motion carried.
4	Minutes of 4/17/19: Paull <u>moved</u> , Deal seconded to approve the minutes of April 17, 2019. Motion carried.
5	Report from committee members and an opportunity for members of the audience to address the Committee. No action will be taken: Paull reported that Bloomfield staff attended the “Leading Age” conference recently.
6	Update on Staff Progress with Nonprofit Application Paperwork: Schnedler reported that the small group had met several times and were making good progress.
7	USDA Financing: Schnedler noted that USDA changed their requirements for financing. Non-Profits now need five years of experience for a non-profit to get funded. Exceptions could be issued and USDA is going to try to get an exception from National level for our project.
8	Biographies. The Committee considered the complete lineup of all the Scenic Hills biographies that will be included in the organizations non-profit application. Lindholm moved, Paull seconded to approve the slate of biographies.
7	Closed Session: Lindholm <u>moved</u> , Paull seconded to go into closed session pursuant to section 19.85(1)(e) Deliberating or negotiating the purchasing of public properties, the investing of public funds, or conducting other specified public business, whenever competitive or bargaining reasons require a closed session. (Discuss investment of County funds relative to land purchase and financial projections for SNF merger with Upland Hills Health) Motion carried at 4:12 PM.
8	Open Session: Lindholm <u>moved</u> , Deal seconded that the body return to open session. Motion carried at 4:51 pm.
14	Next Meeting Date: The next meeting was set for June 18 th at 4 PM.
15	Adjourn: Deal <u>moved</u> , Paull seconded to adjourn. Motion carried at 4:54 PM.

Larry Bierke

From: Thomas, Jillian - RD, Dodgeville, WI <jillian.thomas@usda.gov>
Sent: Tuesday, May 21, 2019 3:26 PM
To: Larry Bierke
Cc: Lisa Schnedler
Subject: RE: Scenic Hills
Attachments: CF Toolkit.pdf

Hi Larry and Lisa,

Attached is the CF Toolkit document that I promised I would send out! Nate Billingham, my Program Director and I sat down today to discuss the project. He doesn't seem to think that a 5x5 waiver for this project is going to be an issue. We think that there are solid compensating factors to justify the waiver. The feasibility studies examined opinion doesn't necessarily have an expiration date and we are willing to work with your organization contracting for it once we have a better timeline put together. We agreed that the risk isn't so much a hard deadline of "expiration" in the sense of dates but in the sense of industry change and fluctuations that may change the opinion. Let me know if you have more questions on that particular topic. Lastly, we believe that the 1.5 million dollar applicant contribution by both the hospital and the county is considered adequate as an amount to assure a starting point for successful financial operation.

Please let me know if I can be of further assistance as your plans start to come together!

Thank you!
Jill

Jillian Thomas

Community Programs Specialist
Rural Development
United States Department of Agriculture
1124 Professional Drive | Ste. 100 | Dodgeville, WI 53533
Ph: 608-935-2791 x 3059 | Direct: 608-407-3046
Cell: 608-886-0176 | Fax: 855-715-8479
www.rd.usda.gov/wi | "Committed to the future of rural communities"

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From: Larry Bierke <Larry.Bierke@iowacounty.org>
Sent: Monday, May 20, 2019 12:40 PM

SCENIC HILLS, INC.

CORPORATE BYLAWS

EFFECTIVE:

**BYLAWS
OF
SCENIC HILLS, INC.**

**ARTICLE I
THE CORPORATION**

1.1 Organization and Authority. Scenic Hills, Inc., hereinafter referred to as "Corporation," is a nonstock, not-for-profit corporation organized under Chapter 181 of the Wisconsin Statutes. The Corporation shall have all of the authority necessary to achieve its responsibilities, and shall be permitted to do all things which can be done by nonstock, not-for-profit organizations organized under the laws of the State of Wisconsin, subject to the rights of the Members, Iowa County and Upland Hills Health, Inc., as set forth in these Bylaws.

1.2 Purpose. The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes. It should also be operated as a corporation which is other than a private foundation within the meaning of Section 509 of the IRC. Such purposes may include, but are not limited to, the following:

- 1.2.1 To provide skilled nursing care under management services arrangements.
- 1.2.2 To provide skilled assisted living services as the license holder of one or more skilled assisted living facilities, such as Community Based Residential Facilities.
- 1.2.3 To provide care, support, and housing to the elderly.
- 1.2.4 To generally aid in caring for the sick and injured when funds are not available from other sources and without regard to race, creed, color or sex.
- 1.2.5 To solicit, receive by bequest or any other form of donation, or otherwise acquire, hold, manage, invest and expend endowment funds and other gifts, grants and bequests, whether consisting of real estate or personal property, and whether subject to directions or conditions imposed by the donor, exclusively for the benefit and advancement of the Corporation, and such of its research, education, charitable programs, or activities as the Board of Directors of this Corporation from time to time deem to be suitable and appropriate.
- 1.2.6 To establish a foundation to perform the activities above.
- 1.2.7 To own, operate, lease, sell, exchange and otherwise manage and administer such personal property, as may be determined by the Board of Directors as appropriate for the furtherance of the purposes set forth herein.
- 1.2.8 To own, operate, and otherwise manage and administer such real property, as may be determined by the Board of Directors as appropriate for the furtherance of the purposes set forth herein.
- 1.2.9 To promote, establish, develop, sponsor and encourage private and public participation in the health care, educational, scientific and other charitable services and programs of the Corporation.

- 1.2.10 To contract with other organizations, for-profit and non-profit, with individuals and with governmental agencies in furtherance of these purposes; and
- 1.2.11 To engage in lawful activities within the purposes for which a corporation may be organized under the Wisconsin Nonstock Corporation laws, which are incidental to the foregoing purposes.

1.3 Corporate Offices. The location of the principal office of the Corporation shall be at such location in Iowa County, Wisconsin, as determined by the Board of Directors ("Board"). The Corporation may have such other business offices within Iowa County, Wisconsin as the Board may designate or as the operations of the Corporation may require from time to time. The registered office of the Corporation may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board or by the registered agent.

1.4 Corporate Distributions and Dissolutions. The Corporation shall be authorized to make distributions or other payments to another domestic or foreign corporation, provided that no such distribution or payment shall be made unless all of the following are true:

- 1.4.1 Such distribution or payment is approved by the Members; and,
- 1.4.2 At the time of such distribution or payment, all of the following are true:
 - (a) The distribution or other payment is made in accordance with the purposes of the Corporation, as set forth in this Article I;
 - (b) Notwithstanding the distribution or payment, the Corporation would be able to pay its debts as they become due in the usual course of its activities, and the Corporation's total assets would equal at least the sum of its total liabilities;
 - (c) Notwithstanding the distribution or payment, the Corporation would be able to maintain all legally- or contractually-required debt ratios or cash on hand amounts; and,
 - (d) The recipient of such distribution or payment may not distribute any part of its income to the Members, Directors, or Officers and is exempt from taxation under 501(c)(3).

The Members shall approve any plan of dissolution of the Corporation. In the event of dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation in accordance with the terms established by the Members exclusively for charitable, educational, and scientific purposes, as the Board shall determine; provided, however, that no such distributions may be made to any organization unless it is a "qualified organization," as defined below. An organization is a "qualified organization" only if at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(2)(B) of the Code and as described in Section 501(a)(1), (2) or (3) of the Code.

1.5 Definitions. Capitalized terms set forth herein shall have the meaning ascribed to them herein, or in the Articles of Incorporation.

ARTICLE II

MEMBERS

2.1 Members. The "Members" of the Corporation are Iowa County, a political subdivision of the State of Wisconsin, and Upland Hills Health, Inc., a Wisconsin nonstock corporation that is recognized as an exempt organization under Revenue Code Section 501(c)(3).

2.2 Approval Rights. The Members shall have those approval rights set forth herein.

2.3 Place of Meeting. The Annual and Special Meetings of the Members shall be held at the office of the Corporation or at such other place within the State of Wisconsin as may be designated by the Board, or in the event the Directors fail to make such designation, at such place as the Chairperson of the Board shall designate.

2.4 Annual Meetings. Annual Meetings of the Members shall be held on such date in the month of August of each calendar year and at such time and place as shall be determined by the Board and specified in the notices of the meeting, for the purpose of electing Directors and for transaction of such business as may properly come before the meeting. In the event of failure through oversight or otherwise to hold the Annual Meeting in any year in the month of August as herein provided, the meeting, upon due notice or upon waiver of notice, may be held at a later date, and any election had or business transacted at such meeting shall be as valid and effective as if it had been transacted at the Annual Meeting in the month of October.

2.5 Special Meetings. Special Meetings of the Members for any purpose or purposes, may be called by either Member, the Chairperson of the Board, or two or more members of the Board, who shall deliver a request in writing for such a meeting to each Member. Such Special Meetings shall be held at such times and places as shall be designated in the call for the meeting.

2.6 Notice of Meeting. Written notice stating the place, date and time of the Annual meeting and any Special Meeting of the Members, and, in the case of a Special Meeting, the purpose for which the meeting is being called, shall be delivered personally at least two (2) days prior to the meeting, or mailed by first class mail to the Members at such addresses as the Members designated in writing with the Secretary, not less than five (5) days prior to the meeting, unless a different time shall be required by Wisconsin law, by or at the direction of the Chairperson of the Board, the Secretary, or the Presidents of the Members or Chairs of the Members, or their respective designees. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed with postage thereon prepaid. A courtesy copy of the notice may also be sent through electronic mail; however, only notice through personal delivery or first class mail shall be effective under this Section.

2.7 Waiver of Notices. Whenever any notice is required to be given to the Members under the Articles of Incorporation, these Bylaws, or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of the meeting by the Members shall be deemed the equivalent of giving such notice.

2.8 Manner of Acting. When both Members take an action at a meeting, such action shall be the act of the Members and binding on the Corporation and the Board.

2.9 Exclusive Powers of the Members. The Members exclusively shall have the following authorities over governance, strategic planning, and mission-related initiatives of the Corporation:

2.9.1 Propose, approve or reject any amendment to the Corporation's Articles of Incorporation or Bylaws, as provided in Article XV.

- 2.9.2 Approve any subsidiaries or affiliates of the Corporation.
- 2.9.3 Approve strategic plans and capital and operating budgets. The Board shall submit to the Members any modifications to strategic plans and capital and operating budgets on a quarterly basis.
- 2.9.4 Approve and require certain reserved funding requirements, including all legally- or contractually-required debt ratios or cash on hand amounts.
- 2.9.5 Approve all requests by the Corporation to borrow or loan funds, incur debt, guarantee a loan, or enter into similar debt obligations .
- 2.9.6 Approve all proposed expenditures of the Corporation in excess of \$100,000.00.
- 2.9.7 Enter into any and all new affiliations, partnerships, joint ventures, acquisitions, divestitures, dissolutions, sales, mergers and similar corporate transactions involving the Corporation.
- 2.9.8 Lease, sell, or exchange real property.
- 2.9.9 Approve compliance programs for the Corporation.
- 2.9.10 Set the Directors' compensation, if any, under Section 3.8.

2.10 Action by Written Consent. Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of Chapter 181 of the Wisconsin Statutes to be taken at a meeting of the Members may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the Members.

2.11 Process for Obtaining Members Approval. If the Corporation or the Members proposes an action (the "Requestor") requiring the Members' approval, concurrence or ratification (the "Respondent"), the Respondent shall respond to the recommended action within forty-five (45) calendar days after the Requestor notifies the Respondent of such recommended action. In the event that the Respondent approves, concurs or ratifies such recommended action, the Requestor shall have the right to proceed with the recommended action. In the event the Respondent fails to notify the Requestor within forty-five (45) calendar days after notice of the recommended action whether Respondent approves, concurs, ratifies or rejects such recommended action, the action shall be deemed to be approved or ratified by the Respondent. If the Respondent notifies the Requestor that it rejects or intends to reject the recommended action, the Requestor and the Respondent shall, for a period not to exceed thirty (30) calendar days following the Requestor's receipt of such notice, engage in a decision resolution process involving appropriate representatives. If, following expiration of such thirty (30) calendar day period, an agreement has not been reached by the Respondent's representatives and the Requestor's representatives, the recommended action will not be taken or implemented.

ARTICLE III

BOARD OF DIRECTORS

3.1 Functions and Powers. The affairs of the Corporation, including its property and assets, shall be managed by the Board.

3.2 Number and Qualifications of Directors. The number of voting Directors shall be set as seven (7) and Directors shall serve for the term provided in Section 3.4.2. Directors need not be residents of the State of Wisconsin but are encouraged to be residents of Iowa County,

Wisconsin. A Director may resign at any time by filing his or her written resignation with the Chairperson of the Corporation. The number of Directors may be increased or decreased at any time by amendment of these Bylaws in accordance with Article XV.

3.3 Appointment of Directors. Three (3) Directors shall be appointed by each Member ("Members Directors"). The remaining Director ("Joint Director") shall initially be appointed by mutual agreement of the members. After the initial term of the Joint Director ends, the Joint Director shall be appointed or re-appointed, if applicable, by the six (6) Members Directors. In addition, the Medical Director of the Corporation shall serve ex officio as a non-voting member of the Board. The Members shall appoint the Members Directors at a meeting of the Members or through a written resolution delivered to the Chairperson of the Board.

3.4 Appointment and Term of Directors.

3.4.1 Appointment. The Directors shall consist of Directors duly appointed to office in accordance with Section 3.3.

3.4.2 Term of Office. Members Directors shall be classified with respect to the time for which they shall hold office by dividing them into three (3) classes, each class to consist of, as nearly as possible, an equal number of Directors. Except for interim appointments to fill a vacancy, the term of each Director shall be for a three (3) year term and until a successor is elected so that no more than one (1) of each of the classes shall be elected each year. For the first six (6) Members Directors appointed, two (2) shall serve one (1) year terms, two (2) shall serve two (2) year terms, and two (2) shall serve three (3) year terms, and each shall be eligible to serve one three (3) year term upon the expiration of their initial term. The first Joint Director shall serve an initial three (3) year term, and shall be eligible to serve one additional three (3) year term upon the expiration of his or her initial term. No voting Director shall serve for more than twelve (12) years in the aggregate.

3.5 Removal.

3.5.1 The Member that appointed a Members Director may remove such Members Director, at a meeting of the Members or through a written resolution delivered to the Board.

3.5.2 A Joint Director may be removed by either Member.

3.5.3 The Medical Director of the Corporation may be removed from office as a member of the Board with or without cause by the termination of his or her employment in that capacity.

3.6 Voting. Each voting Director shall be entitled to cast one (1) vote. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, an affirmative vote of a majority of the Directors in any meeting at which a quorum is present shall constitute the action of the Board.

3.7 Vacancies. A vacancy occurring in the initial Joint Director position shall be filled by an interim Joint Director appointed by mutual agreement of both Members, and his or her initial term shall be until the expiration of the term of office for the initial Joint Director. Thereafter, a Joint Director vacancy shall be filled by the current Directors. The Members shall fill any Members Director vacancy at a meeting of the Members or through a written resolution delivered to the Board. Any vacancy shall be filled in such a manner to ensure that the composition of the Board remains consistent with the provision of Section 3.2.

3.8 Compensation of Directors. Members Directors and the Joint Director may be entitled to compensation for their services as a Director, which shall be fixed by the Members and adjusted from time to time, in the Members' sole discretion. The Medical Director's compensation will be fixed by the Board. Directors may be reimbursed for their actual disbursements for mileage and meals incident to services rendered to the Corporation as Directors.

3.9 Annual Meeting. The annual meeting of the Board shall be held in the month of January in each year, or at such other time and place as the Board may determine, for the purpose of transacting such business as may come before the meeting.

3.10 Regular Meetings. The Board may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution. It is the expectation that the Medical Director attend at least three-fourths of all regular meetings.

3.11 Special Meetings. Special meetings of the Board may be held at any time and place for any purpose or purposes, unless otherwise prescribed by Chapter 181 of the Wisconsin Statutes, the request of the Chairperson of the Board or Secretary, and shall be called by the Secretary on the written request of at least two of the Directors. Special meetings shall be held at such times and places within the State of Wisconsin as shall be designated in the calls therefor. Any business may be transacted at any such special meeting without specification in the notice thereof.

3.12 Notice of Meetings. Notice of all regular and special meetings of the Board shall be given by delivering notice, orally or electronically, to each Director personally, at least twenty-four (24) hours before the time set for each meeting, or if notification is by mail, by mailing such notice at least seventy-two (72) hours before the time appointed for such meeting.

3.13 Waiver of Notice. Whenever any notice is required to be given to any Director of the Corporation under the Articles of Incorporation, 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 Director entitled to such notice shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects to the transaction of any business because the meeting is not lawfully called or convened.

3.14 Conduct of Meetings. Except to the extent the Board otherwise provides, the Chairperson of the Board or the Vice Chairperson of the Board shall call the meeting of the Board to order and shall act as chairperson of the meeting. If the Chairperson and Vice Chairperson are unavailable, the Board shall choose a Chairperson from the Directors attending the meeting. The Secretary or Assistant Secretary of the Corporation shall act as Secretary of all meetings but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

3.15 Meetings by Electronic Means of Communication. To the extent provided in these Bylaws, the Board, or any committee of the Board, may, in addition to conducting meetings in which each participates in person, and notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided that all of the following apply:

3.15.1 Each Director participating in the meeting can communicate concurrently with all other Directors during the meeting.

- 3.15.2 Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.
- 3.15.3 The identity of each Director participating in a meeting conducted pursuant to this Section 3.15 of these Bylaws (other than a meeting in which each Director participates in person) must be verified by a means implemented by the Board, including verifying that (a) the person participating in the meeting is a Director or other person entitled to participate in the meeting, and (b) all actions or votes by the Board are taken or cast only by the Directors and not by persons who are not Directors.

3.16 Quorum. Except as otherwise required by law, a majority of voting Directors then in office that includes at least two Members Directors for each Member shall constitute a quorum for the transaction of business at any meeting of the Board. A majority of the Directors present (though less than such quorum) may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

3.17 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, unless the act of a greater number is required by Chapter 181 of the Wisconsin Statutes, or the Articles of Incorporation or Bylaws of the Corporation.

3.18 Action by Written Consent. Any action required or permitted to be taken by the Board at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth the action to be so taken shall be signed by two-thirds of the Directors then in office. A consent under this Section has the same force and effect as a vote of the Board taken at a meeting. If written action is taken under this Section by all Directors, the written action shall be effective when signed by all Directors, unless a different effective date and time are specified in the written consent. If written action is taken under this Section by less than all Directors, all Directors shall be notified immediately of the text of the written consent and of its effective date and time. Failure to provide notice under this Section shall not invalidate the action taken by written consent under this Section. A Director who does not sign or consent to the action taken by written consent shall not be liable for the action. If written notice is required, the written action shall be effective on the date specified in the written consent or on the tenth day after the date on which notice is given, whichever is later.

3.19 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board, or a committee thereof of which he or she is a member, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or 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 the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

3.20 Executive and Other Committees. The Board, by resolution adopted by the affirmative vote of a majority of the number of Directors then in office, may create an Executive Committee or one or more other committees, each to consist of not less than three (3) Directors having such power and duties not inconsistent with Section 3.21 hereof or any existing delegation of powers to a committee or Directors, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote.

3.21 Non-delegable Powers; Alternative Members; Rules of Committees. No committee of Directors shall be empowered to act in lieu of the entire Board in respect to election of Officers or the filling of vacancies on the Board or on committees of Directors created pursuant to this Section 3.21. All members of the Board who are not members of a given committee shall be alternate members of such committee and may take the place of any absent member or members at any meeting of such committee, upon request of the chairperson of such meeting. Each committee of Directors shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board, and shall make such reports to the Board of its activities as the Board may request.

ARTICLE IV

OFFICERS

4.1 Officers. The principal Officers of the Corporation shall be a Chairperson of the Board, Vice Chairperson of the Board, a Secretary, and a Treasurer, and such other Officers as may be elected by the Board. Any two (2) or more offices may be held by the same person, except for the office of Secretary. At least one Member Director appointed by each Member shall fill an Officer position at all times.

4.2 Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board at its annual meeting by the affirmative vote of a majority of Directors then in office. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each Officer shall hold office from the close of the annual meeting for a term of one (1) year, or until a qualified successor is elected upon expiration of the term of that Officer, or until that Officer's death, or until that Officer shall resign or shall have been removed in the manner hereinafter provided.

4.3 Removal. Any Officer or agent elected or appointed by the Board may be removed by the affirmative vote of a majority of the Board, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

4.4 Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification, increase in the number of Officers of the Corporation, or otherwise, shall be filled by the Board for the unexpired portion of the current term of said Officer in the same manner as provided for by the appointment of such Officers.

4.5 Duties of Officers. The duties of the Officers of the Corporation shall be as follows;

4.5.1 Chairperson of the Board. The duties of the Chairperson of the Board shall be to preside at all meetings of the Board and to perform such other functions as may, from time to time, be delegated to him or her by the Board. The Chairperson of the Board may attend any meeting of any committee and shall be an *ex officio* member of all committees of the Board.

4.5.2 Vice Chairperson of the Board. In the absence or disability of the Chairperson of the Board, his or her duties shall be discharged by the Vice Chairperson of the Board. The Vice Chairperson shall also perform such other duties as may, from time to time, be delegated to him or her by the Board.

4.5.3 Secretary. The Secretary shall keep the minutes of meetings of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be

custodian of the corporate records and of the seal of the Corporation, and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; keep a register of the post office address of the Directors; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chairperson of the Board or by the Board.

4.5.4 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation; receive and give receipts for moneys due or payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him or her by the Chairperson or by the Board.

4.5.5 Other Assistants and Acting Officers. The Board shall have the power to appoint any person to act as assistant to any Officer, or to perform the duties of such Officer whenever for any reason it is impracticable for such Officer to act personally, and such assistant or acting Officer so appointed by the Board shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board.

4.5.6 Additional Officers. The Board from time to time may appoint such other and additional Officers and give to such Officers such powers and duties (which shall not be inconsistent with the law, the Articles of Incorporation, or these Bylaws) as the Board of Directors deems to be in the best interest of the Corporation.

4.6 Compensation. The salaries of the Officers of the Corporation, if any, shall be the same as other Directors under Section 3.8. Board

ARTICLE V

COMMITTEES

5.1 Executive Committee. The Executive Committee shall consist of the Officers of the Corporation and any Directors appointed to the Executive Committee by the Board of Directors. If the Joint Director is not also an Officer, the Joint Director shall be a member of the Executive Committee. The Chairperson of the Board shall serve as the Executive Committee's chairperson. The Executive Committee shall be authorized to exercise, when the Board is not in session, all powers of the Board specifically delegated and authorized by the Board, except action in respect to election of Officers or the filling of vacancies of the Board or Executive Committee.

5.2 Other Committees. The Board shall appoint from among the Directors or other persons not so affiliated with the Corporation, a Quality Assurance Committee and such other committees as are deemed necessary or appropriate by the Board. Each committee referred to in this Section shall consist of not less than three (3) members to be nominated by the Chairperson of the Board and confirmed by the Board of the Corporation. A person who is not a Director of the Corporation may be appointed to any committee other than the Executive Committee if such person is interested in supporting the purposes of the Corporation and has professional or business knowledge and experience or expertise in a field such that the appointment would be helpful to the committee. Such persons shall be subject to confidentiality obligations as determined by the Board.

5.3 Duties of Other Committees. Each committee appointed pursuant to Section 3.20 shall have or promptly develop a written charter, which shall include a specific description of the duties, responsibilities and procedures pertaining to its operations. Such charter shall be submitted to the Board for review and, upon approval by the Board, shall constitute the charter for the duties, responsibilities and procedures of the committee. Each committee charter shall be reviewed at least annually and revised as from time to time may be appropriate.

5.4 Term of Appointment, Meetings and Reports. The term of appointment for the chairperson and any member of any committee referred to in this Article V shall be one (1) year, and a person serving in such capacity may be reappointed. Except for the Executive Committee, which shall meet at least quarterly, committees shall meet at least semiannually or as required by statute or rule. However, all committees shall meet as often as necessary to fulfill their responsibilities. The chairperson and members of all committees are expected to be diligent in attending committee meetings and to attend not less than three-fourths (3/4) (including attendance by electronic means) of the committee meetings during any fiscal year. Each committee shall maintain a written record of its proceedings, recommendations, and actions and shall make such oral or written reports as the Board may from time to time require.

ARTICLE VI

CONTRACTS, LOANS, CHECKS AND DEPOSITS

6.1 Contracts. The Board may by resolution authorize any Officer or Officers, agent or agents, 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 confirmed to specific instances.

6.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board. Such authority may be general or confirmed to specific instances.

6.3 Checks and Drafts. 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.

6.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

ARTICLE VII

LIABILITY

No Director, Officer, agent or committee of this Corporation, or other person shall contract or incur any debts on behalf of the Corporation or in any event render it liable unless authorized by the Board. No Director, Officer, committee or employee of the Corporation, is authorized to promise moral or financial support of any charitable or other objective without the approval of the Board.

ARTICLE VIII

INDEMNIFICATION

Each Director and each Officer, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any civil or criminal action, suit or proceeding to which he or she may be made a party by

reason of his or her being or having been a Director or Officer of the Corporation, to the extent and in the manner permitted by Sections 181.0871 through 181.0889 of the Wisconsin Nonstock Corporations Act. The foregoing right to indemnification shall include a right to reimbursement of the amounts paid and expenses incurred in settling, compromising or otherwise adjusting any such action, suit or proceeding, for the purpose of avoiding further costs of litigation. The right of indemnification hereunder shall not be exclusive of other rights to which such Director or Officer may be entitled as a matter of law or by agreement. The Corporation shall have the power to indemnify agents and employees of the Corporation to the extent and in the manner permitted by the Wisconsin Nonstock Corporations Act.

ARTICLE IX

CONFLICTS OR DUALITY OF INTEREST

The Board shall adopt and maintain a conflict of interest policy (the "Policy") which is consistent with the provisions of this Article IX. Each Director, Officer and committee member shall sign, as a condition to serving the Corporation in his or her respective role, a statement agreeing to be bound by the terms of the Policy. Pursuant to the Policy, any Director, Officer or committee member having a material financial interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval or ratification shall make a prompt, full and frank disclosure of such person's interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts, known to such person, about the contract or transaction which might reasonably be construed to be adverse to the Corporation's interest. The Board or committee to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist if a conflict is deemed to exist, such person shall not vote on, nor use personal influence on, nor participate (other than to present factual information to or respond to questions) in the discussions and deliberations with respect to such contract or transactions. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote, and, where applicable, the abstention from voting and participation, and whether a quorum was present.

ARTICLE X

CONFIDENTIALITY

The Directors, Officers and agents of the Corporation shall at all times maintain confidentiality with respect to any and all proprietary information of the Corporation and shall only use such information to the benefits of the Corporation. Directors shall inform committee members of such restrictions.

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 Board and committees having any of the authority of the Board. All books and records of the Corporation may be inspected by any Director for any purpose at any reasonable time.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Corporation shall commence on the first day of October each year and every year thereafter.

ARTICLE XIII

CORPORATE SEAL

The Board may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the word "Wisconsin" around the circumference and the words "Corporate Seal" in the center.

ARTICLE XIV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws, the Articles of Incorporation, or the Wisconsin Nonstock Corporation Law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV

AMENDMENTS

The Members shall have the right to propose, approve or reject any amendment, restatement or revision of these Bylaws or the Corporation's Articles of Incorporation.

ARTICLE XVI

CONSTRUCTION

Words which import one gender may be applied to any gender, and words which import the singular or plural may be applied to the plural or the singular, all as a sensible construction of the language so requires.