

**BYLAWS  
OF  
WISCONSIN STATEWIDE HEALTH INFORMATION NETWORK, INC.**

**ARTICLE I  
OFFICE**

The principal location and office of Wisconsin Statewide Health Information Network, Inc. (the Corporation) shall be in the County of Dane, in the State of Wisconsin.

**ARTICLE II  
PURPOSES AND POWERS**

The Corporation is organized and operated for the purposes set forth in the Articles of Incorporation of the Corporation, including to build substantial health information exchange capacity statewide to support health care providers' meaningful use of electronic health records, population health improvement and reporting of health care performance.

In order to achieve its purposes, the Corporation recognizes the importance of consulting with, and considering recommendations from, a broad range of interested stakeholders.

**ARTICLE III  
BOARD OF DIRECTORS**

Section 3.1 Management of the Corporation.

The management, control and operation of the affairs and properties of the Corporation are vested in the Board of Directors of the Corporation (the "Board").

Section 3.2 Number and Classes of Directors.

The Board shall consist of not fewer than seven (7) persons and up to fifteen (15) persons, as determined from time to time by resolution of the Board (each a "Director," and collectively, the "Directors"); provided that at all times, the Board shall include the following:

- A. A minimum of four (4) Directors representing the Members of the Corporation (collectively, the "Member Directors"). Each of the four (4) Founding Members (as defined in Section 6.1 of these Bylaws) shall hold, or appoint a person to hold, one permanent Member Director seat on the Board;
- B. One Director who is the Wisconsin State Health Officer or his/her designee that serves at the pleasure of the State Health Officer, one Director who is the Wisconsin Medicaid Director or his/her designee that serves at the pleasure of the Medicaid Director, and one Director appointed by the Wisconsin Governor and who serves at the pleasure of the Governor (collectively, the "State Directors"); and
- C. Directors representing the following classes of entities (each a "Class" and collectively, these Directors are the "Elected Directors"): commercial payers of health care services ("Commercial Payer Directors"), providers of health care services or organizations sponsored by such providers ("Provider Directors"), self-insured employers that pay for health care services for their employees or other beneficiaries and/or other business entities in the community ("Business Community Directors"), health care consumers/patients ("Consumer Directors"), and higher education ("Higher

Adopted by the Initial Directors on \_\_\_\_\_, 2010.

Education Directors”). The Class of each Elected Director shall be determined by the Board upon the election of such Elected Director to the Board.

Only the Members may make any amendments to these Bylaws that would allow more than fifteen Directors with voting rights, or would provide that there would be fewer than four Directors with voting rights representing the Members of the Corporation.

Section 3.3 Member Directors.

- A. Each Member shall designate one person to serve as a Member Director at the pleasure of the Member. A person designated by a Member to serve as a Member Director may be removed and replaced by the designating Member at any time and for any reason.
- B. There shall always be at least four Member Directors. If there are only three Members, then the Members shall by unanimous vote appoint an additional (fourth) Member Director. If there are only two Members, then the Members shall by unanimous vote appoint two additional (third and fourth) Member Directors. If there is only one Member, then the Member shall appoint three additional (second, third and fourth) Member Directors. Any Member Director appointed pursuant to this subsection B. shall serve until: (i) the person cannot serve by reason of death, (ii) the person resigns his or her appointment, (iii) the person is removed by the Member Directors by unanimous vote of the Members, or (iv) until there is an additional Member of the Corporation.
- C. This Section 3.3 may only be amended by the Members.

Section 3.4 Elected Directors; Election of Elected Directors.

- A. The Elected Directors shall be elected by the Board at its Annual Meetings, or at such other times as may be necessary to fill vacant or newly created Elected Director seats.
- B. The Board may elect as Elected Directors only those persons who are on a list of candidates submitted to the Board by the Governance Committee.
- C. This provision may only be amended by the Members.

Section 3.5 Elected Directors; Term of Elected Directors.

Each Elected Director shall serve a term of one (1) year. The term of each Elected Director shall commence immediately following the Board meeting at which the Elected Director is elected, and shall continue until such Elected Director’s successor is elected and qualified. Elected Directors may be reelected to serve successive terms.

Section 3.6 Elected Directors; Resignation of Elected Directors and Vacancies.

A resignation by an Elected Director must be in writing and is effective when received by the Secretary of the Corporation. When vacancies of an Elected Director on the Board occur by reason of death, resignation, failure of qualification, or otherwise, the Board may elect a replacement Elected Director. An Elected Director elected to fill an unexpired term on the Board shall serve out the remaining term for the vacated seat.

Section 3.7 Elected Directors; Removal of Elected Directors.

Any Elected Director may be removed from the Board prior to the end of such Elected Director’s then current term for any reason upon the approval of two-thirds of the Directors then in office, provided notice has been

given to all Directors that one of the purposes of the meeting is to remove a director, which notice shall identify by name the Director whose removal is sought.

Section 3.8 Elected Directors; Qualification of Elected Directors.

The Board shall have the sole authority and discretion to determine whether a person is qualified to represent a Class as an Elected Director. All persons serving as an Elected Director are conclusively presumed to be qualified unless the Board approves a resolution to the contrary.

Section 3.9 Meetings.

- A. Annual Meeting. Each year, the Board shall hold an annual meeting of the Directors at a time and place to be determined by the Board (the “Annual Meeting”). The purpose of the Annual Meeting shall be the election of Directors and officers of the Corporation to serve the Corporation following the Annual Meeting, and the transaction of such other business as may properly come before the meeting. Notice of the Annual Meeting shall be as provided in Section 3.13.
- B. Regular Meetings. The Board shall have such regular meetings as it shall determine from time to time. A schedule of such regular meetings shall be provided to the members of the Board.
- C. Special Meetings. Special meetings may be called by the Chair of the Board, or by at least three (3) Directors. The time and place of the special meeting shall be determined by the Chair of the Board. Notice of any special meeting shall be in accordance with Section 3.13.
- D. Voting. Each Director shall have one vote (such votes are called “Director Votes”).
- E. Quorum. There shall be a quorum for the transaction of business at any meeting of the Board only if a majority of the Member Directors, a majority of the State Directors, and a majority of the Elected Directors are present. However, if less than the required number of Directors are present, those Directors that are present may adjourn the meeting from time to time without further notice.
- F. Manner of Acting. The act of the Directors holding a majority of the Director Votes present at a meeting at which a quorum is present shall be the act of the Board except where otherwise provided by law or by the Articles of Incorporation or these Bylaws. Robert’s Rules of Order shall govern the conduct of meetings of the Board except when the procedure is specifically provided for in these Bylaws.

Section 3.10 Meetings by Electronic Communications.

Members of the Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided: (1) all participating Directors may simultaneously hear each other or read each other’s communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

### Section 3.11 Informal Action.

Any action required to be taken at a meeting of the Board, or any other action that may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by Directors holding at least two-thirds of the total number of Director Votes, provided that all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by Directors holding two-thirds of the total number of Director Votes shall have the same effect as a two-thirds vote at a duly-noticed meeting and may be stated as such in any document filed with the Department of Financial Institutions. For purposes of this section, pursuant to § 181.0821(1m) of the Wisconsin Statutes, “in writing” includes a communication that is transmitted or received by electronic means and “signed” includes an electronic signature, as defined in § 181.0103 (10p) of the Wisconsin Statutes, as amended from time to time.

### Section 3.12 Compensation.

Directors shall not be paid compensation for their services as Directors. However, this provision shall not be construed as prohibiting payment of reasonable compensation to an individual who serves as a Director for services rendered to the Corporation in another capacity or to prohibit reimbursement for expenses incurred by the Director in carrying out the Corporation’s business.

### Section 3.13 Notice and Waiver of Notice.

- A. Notice. Notice of the Annual Meeting and each special meeting shall be delivered in writing to each Director via United States first class mail, personal delivery, facsimile, or e-mail, provided that any Director may advise the Secretary in writing that he or she requires notice by U.S. mail. Notice of the Annual Meeting and regular meetings shall be given at least seven (7) but not more than forty-five (45) days in advance of the Annual Meeting. Notice of special meetings shall contain a brief description of the matters to be addressed and shall be given at least forty-eight hours in advance if delivered by facsimile, email or personal delivery or at least seventy-two hours in advance if notice is given by mail or private carrier. Any meeting at which the amendment or repeal of the articles of incorporation or bylaws, the adoption of new bylaws or the removal of an Elected Director is to be considered requires at least seven days advance notice. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid addressed to each Director at such person's address as it appears on the records of the Corporation in the U.S. mail or delivered to the private carrier. If sent by facsimile or e-mail, such notice shall be deemed to be delivered on the date that the notice is electronically transmitted to the Director in a manner authorized by the Director.
- B. Waiver of Notice. When any notice is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or the Bylaws of this Corporation, 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. The attendance of a Director at a meeting shall constitute a waiver of the required 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.

### Section 3.14 Director Conflict of Interest.

No contract or other transaction between the Corporation and (i) one or more of its Directors or officers or (ii) any other corporation, firm, association, or entity in which one or more of the Directors or officers (a) are directors or officers or (b) has a material financial interest shall be entered into by the Corporation, unless the fact of such relationship or interest is disclosed or known to the Board and the Board authorizes, approves or

ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors or officers. Common or interested Directors or officers may be counted in determining the presence of a quorum at a meeting of the Board that authorizes, approves or ratifies such contract or transaction.

Section 3.15 Initial Board of Directors; First Annual Meeting of the Board.

Notwithstanding Section 3.2., the initial Board of Directors of the Corporation shall be those Directors named in the initial Articles of Incorporation (the "Initial Board of Directors"). The Initial Board of Directors shall:

- A. Notwithstanding Section 3.4, elect the first Elected Directors of the Corporation by unanimous vote no later than February 1, 2011;
- B. Notwithstanding Section 4.2, elect the first Board Officers of the Corporation by unanimous vote no later than February 1, 2011;
- C. Notwithstanding Section 4.6, appoint the first Chief Executive Officer of the Corporation by unanimous vote no later than February 1, 2011;
- D. Set a date for the first Annual Meeting of the Board, at which time the Board of Directors composed as described in Section 3.2 shall begin service, succeeding the Initial Board of Directors; and
- E. Hold any meetings prior to the first Annual Meeting of the Board that it deems appropriate to advance the start up and organization of the Corporation.

The Elected Directors and Board Officers elected pursuant to this Section 3.15 shall be treated as having been elected at the first Annual Meeting of the Board for purposes of these Bylaws.

Notwithstanding Sections 3.9 and 3.4, there will be no elections for Elected Directors at the first Annual Meeting of the Board, and the term of the first Elected Directors shall be until the second Annual Meeting of the Board.

Notwithstanding Sections 3.9 and 4.2, there will be no elections for Board Officers at the first Annual Meeting of the Board, and the term of the initial Board Officers elected pursuant to this section shall be until the second Annual Meeting of the Board.

**ARTICLE IV**  
**OFFICERS OF THE CORPORATION**

Section 4.1 Board Officers of the Corporation.

The Board Officers of the Corporation shall be a Chair, a Vice-Chair, a Treasurer, a Secretary, and such other officers as the Board deems desirable from time to time. Only persons that are also Directors may serve as the Chair, Vice-Chair, Treasurer and Secretary.

Section 4.2 Election and Term of Office.

The Board at the Annual Meeting shall elect all the Board Officers. Except as otherwise provided, all Board Officers shall be elected annually and shall serve until the next Annual Meeting of the Board and until their successors are elected and are qualified. Any vacancy in any such Board Office may be filled by the Board until the next annual election. The Board may elect as Board Officers only those persons who are on a list of candidates submitted to the Board by the Governance Committee.

Section 4.3    Removal.

The Board may remove any Board Officer whenever, in its judgment, such removal is in the best interests of the Corporation.

Section 4.4    Vacancies.

A vacancy in any Board Office because of death, resignation, removal or otherwise, shall be filled by the Board for the unexpired portion of the term.

Section 4.5    Chair and Vice-Chair of the Board.

The Chair of the Board and a Vice-Chair of the Board shall perform the duties set forth below and shall have the powers granted to them by these bylaws and such additional powers as may be granted by resolution of the Board from time to time.

A. The Chair shall perform the following duties:

1. Preside at all meetings of the Board;
2. Make appointments to all committees created by the Board pursuant to Section 5.6 upon the advice and consent of the Board;
3. Pursuant to Section 5.5, coordinate the annual performance evaluation process for the Chief Executive Officer; and
4. Perform such other duties as may be assigned by the Board from time to time.

B. The Chair may sit as an ex officio member on any Standing Committees, Special Committees, Task Forces or Work Groups of which he/she is not otherwise a regular member.

C. The Vice-Chair shall perform the duties of the Chair in the event of the Chair's absence or disability, succeed to the office of Chair in the event of the death or resignation of the Chair, and shall perform such other duties as may be assigned to him/her by the Board from time to time.

Section 4.6    Chief Executive Officer.

A. Authority of the Chief Executive Officer. The Chief Executive Officer, unless otherwise determined by the Board, shall be the chief executive officer of the Corporation. The Chief Executive Officer is appointed by the Board, and serves as Chief Executive Officer until terminated by the Board or resigns from such position. Subject to the control of the Board, the Chief Executive Officer shall oversee and direct the business and affairs of the Corporation. The Chief Executive Officer shall have authority to appoint such agents or employees of the Corporation as the Chief Executive Officer shall deem necessary or desirable, to prescribe their powers, duties and compensation, and to delegate authority to them. The Chief Executive Officer shall have authority to sign, execute, and deliver in the Corporation's name all documents and instruments when specifically authorized by the Board of Directors, except in cases where the signing and execution of the documents or instruments shall be expressly delegated by

these Bylaws or by the Board to some other officer(s) or agent(s) of the Corporation or shall be required by law or otherwise to be signed by some other officer or agent. Except as otherwise provided by law or the Board, the Chief Executive Officer may authorize other officers or agents of the Corporation to sign, execute, acknowledge and deliver such documents and instruments in his or her place. In general, the Chief Executive Officer shall perform all duties incident to the office of a chief executive officer and such other duties as from time to time may be assigned to him or her by the Board.

- B. Contract Issues. If an employment contract is in effect between the Corporation and the Chief Executive Officer, the foregoing provisions of this section shall be subject to the terms and conditions of such contract, and the Chief Executive Officer shall perform all the duties prescribed in such contract in accordance with the terms and conditions thereof; provided, however, that such contract shall not limit the Board's right to remove the Chief Executive Officer from his or her position, but such removal shall be without prejudice to the Chief Executive Officer's contract rights, if any.

Section 4.7    Secretary.

The Secretary or the Secretary's designee shall be responsible for preparing and maintaining minutes of all meetings of the Board of Directors, Executive Committee and the Members; giving notice of such meetings in accordance with the provisions of these Bylaws or as required by law; and maintaining all written instruments and consents of the Corporation and its Board of Directors describing or effectuating their corporate actions.

Section 4.8    Treasurer.

The Treasurer shall be responsible for the custody of all funds of the Corporation, see that an adequate and accurate accounting system is maintained; that financial reports are presented to the Board; and that all expenditures are proper. The Treasurer shall be responsible for the custody of all financial books and records of the Corporation; and shall have such other powers and duties as are incidental to the office of Treasurer.

**ARTICLE V**  
**COMMITTEES OF THE BOARD OF DIRECTORS**

Section 5.1    Governance Committee.

A Governance Committee is hereby established as a standing committee of the Corporation. It shall be composed of the Member Directors and State Directors. The Governance Committee shall:

- A. Solicit recommendations for persons to serve as Elected Directors from individual Directors, and approve a list of candidates for the Elected Director positions and submit that list to the Board of Directors;
- B. Solicit recommendations for persons to serve as Board Officers from individual Directors, and approve a list of candidates for the Board Officer positions and submit that list to the Board of Directors; and
- C. Perform other activities requested by resolution of the Board.

This Section 5.1 may only be amended or repealed by the Members.

Section 5.2    Executive Committee.

There shall be an Executive Committee of the Board. All Board Officers shall serve ex officio with the right to vote on the Executive Committee upon election as Officers of the Corporation. The Executive Committee shall be comprised of the Board Officers of the organization and one (1) additional Director appointed

by the Chair. The Board Chair shall chair the Executive Committee. When the Board is not in session, the Executive Committee shall have and may exercise all of the authority of the Board, except to the extent, if any, that such authority shall be limited by the Board. The Executive Committee shall report all of its actions and deliberations to the Board for its consideration at the next meeting of the Board.

Section 5.3    Finance Committee.

There shall be a Finance Committee of the Board. The Finance Committee shall safeguard the Corporation's finances and oversee the financial operation of the Corporation. The Finance Committee shall be comprised of the Corporation's Treasurer and no less than two (2) and no more than four (4) additional Directors, which shall be appointed by the Chair of the Board. The Corporation's Treasurer shall serve as the Chair of the Finance Committee. The Finance Committee shall report to the Board as necessary, but not less than once each year.

Section 5.4    Audit Committee.

There shall be an Audit Committee of the Board. The Audit Committee shall oversee the financial audit of the Corporation and is responsible for engaging or discharging the financial auditors of the Corporation. The Audit Committee shall be comprised of the Corporation's Treasurer and no less than two (2) and no more than four (4) additional Directors, which shall be appointed by the Chair of the Board. At least two (2) Directors serving on the Audit Committee shall not concurrently serve on the Finance Committee.

Section 5.5    Compensation Committee.

A Compensation Committee is hereby established as a standing committee of the Corporation. It shall have three (3) persons, two (2) of whom shall be appointed by the Chair upon the advice and consent of the Board, with the Chair serving as the third committee member. The Compensation Committee shall evaluate the performance of the Chief Executive Officer at least annually, report its evaluation and recommend compensation adjustments to the Board, and provide the Chief Executive Officer with his or her performance review following Board consideration of his or her evaluation and approval of any compensation adjustments. The Compensation Committee shall have such additional duties as may be delegated to it by the Board from time to time.

Section 5.6    Advisory Committees. The Board by resolution may designate one or more advisory committees that do not have the powers of the Board to manage the affairs of the Corporation. Any such committee shall include at least one (1) Director and shall have the duties set forth in the resolution of the Board designating the committee.

**ARTICLE VI**  
**MEMBERS AND MEMBERSHIP**

Section 6.1    Members.

The Corporation shall have one class of Members. The four organizations listed below are the Founding Members of the Corporation:

- Wisconsin Medical Society, Inc.
- Wisconsin Hospital Association, Inc.
- Wisconsin Health Information Organization, Inc.
- Wisconsin Collaborative for Healthcare Quality, Inc.

Section 6.2    New Members.

Additional entities may become a Member of the Corporation only upon an affirmative vote of all of the Members.

Section 6.3    Powers.

Members shall hold all powers of members or membership as provided in the Corporation's Articles of Incorporation, these Bylaws or the provisions of Chapter 181 of the Wisconsin Statutes.

Section 6.4    Liability.

Members shall not be liable for the debts, liabilities or obligations of the Corporation.

Section 6.5    Transferability of Membership.

Membership in the Corporation or any right arising therefrom may not be transferred or assigned except as provided in these Bylaws. Any attempted transfer will be void. A mere name change of a Member does not constitute a transfer or assignment of membership.

Section 6.6    Designated Representative.

Members shall exercise their right to vote through a designated representative. Each Member shall designate its representative in writing executed by the Member's chief executive officer and deliver to the Chief Executive Officer or Secretary of the Corporation, which shall be retained by the Corporation. A Member may change its designated representative at any time and from time to time in the same manner.

Section 6.7    Termination of Membership.

Membership in the Corporation shall continue until the Member dissolves, is expelled pursuant to Section 6.8, or resigns in a writing delivered to the Secretary of the Corporation or the Chair of the Board of Directors.

Section 6.8    Expulsion of a Member.

A Member shall be expelled from the Corporation if both of the following conditions are met:

1. A reasonable person would find that the Member to be expelled has acted to the substantial detriment of the Corporation; and
2. All Members other than the Member to be expelled affirmatively vote to expel the Member.

Section 6.9    Annual Meeting

There shall be an annual meeting of the Members each year for receiving the annual reports of the Officers, Directors and Committees and the transaction of other business. The Chair of the Board of Directors shall fix the time and the place for each annual meeting of the Members. Notice of annual meetings shall be in accordance with Section 6.14.

Section 6.10 Regular Meeting.

The Members may have regular meetings as they shall determine from time to time. The time and place of the meeting shall be determined by the Chair of the Board of Directors. Notice of regular meetings shall be in accordance with Section 6.14.

Section 6.11 Special Meetings.

Special meetings of the Members may be called by the Board Chair, by a majority vote of the Board of Directors or by written request signed by two (2) Members.

Section 6.12 Quorum.

A majority of the Members constitute a quorum for the transaction of business at any meeting of the Members but a majority of the Members present (though less than such quorum) may adjourn the meeting from time to time without further notice.

Section 6.13 Manner of Acting.

The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members, unless the act of a greater number is required by law, the Articles of Incorporation or by these Bylaws. Each Member shall have one (1) vote on each matter entitled to a membership vote. Only the Members' designated representative described in Section 6.6 may vote for the Member.

Section 6.14 Notice.

Whenever these Bylaws require written notice to Members, such notice shall be delivered in writing to each Member via United States first class mail, personal delivery, facsimile, or e-mail, provided that any Member may advise the Secretary in writing that he or she requires notice by U.S. mail. Notice of the annual meeting and any regular meeting shall be given at least ten (10) but not more than sixty (60) days in advance of the meeting and shall contain a description of any matter or matters that must be approved by the Members that require notice by the law, the Corporation's Articles of Incorporation or these Bylaws. Notice of special meetings shall contain a brief description of the matters to be addressed and shall be given at least forty-eight (48) hours in advance if delivered by facsimile, e-mail or personal delivery or at least seventy-two hours in advance if notice is given by mail or private carrier. If mailed such notice shall be deemed to be delivered at the time it is deposited with postage prepaid addressed to each Member at such person's address as it appears on the records of the Corporation in the U.S. mail or delivered to the private carrier. If sent by facsimile or e-mail, such notice shall be deemed to be delivered on the date that the notice is transmitted electronically to the Member in a manner authorized by the Member.

Section 6.15 Waiver.

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 shall be deemed equivalent to the giving of such notice. The attendance of a Member at a meeting shall constitute a waiver of the required notice of such meeting, except where a Member attends a meeting and objects to the transaction of any business because the meeting is not lawfully called or convened.

Section 6.16 Amendment.

The provisions in this Article VI may be amended only by affirmative vote of all of the Members. The Board of Directors may not amend Article VI.

**ARTICLE VII**  
**CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 7.1 Contracts.

The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers or employees so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.2 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 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, or as otherwise provided in these bylaws.

Section 7.3 Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Chief Executive Officer may select.

**ARTICLE VIII**  
**BOOKS, RECORDS AND ACCOUNTS**

The Corporation shall keep or cause to be kept correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and its committees, all of which shall be kept separate and apart from the books, records, accounts and minutes of its subsidiaries. In addition, the Corporation shall annually cause a certified audit of its accounts to be made and shall cause to be filed the necessary reports, tax returns and other documents required by law.

**ARTICLE IX**  
**INDEMNIFICATION**

Section 9.1 Mandatory Indemnification.

This Corporation shall indemnify a Director or officer to the extent he or she has been successful on the merits or otherwise in the defense of a Proceeding, as that term is defined in Section 181.0871, Wis. Stats, for all reasonable expenses incurred in the Proceeding if the Director or officer was a party because he or she is a Director or officer of this Corporation.

## Section 9.2 Additional Indemnification.

- A. Directors and Officers. In cases not included under Section 9.1, this Corporation shall indemnify a Director or officer against any liability, loss and/or reasonable expense incurred or sustained by the Director or officer in connection with a Proceeding or threat thereof to which the Director or officer was a party because he or she is a Director or officer of this Corporation, unless the liability, loss and/or expense was incurred because the Director or officer breached or failed to perform a duty he or she owes to this Corporation and the breach or failure to perform constitutes any of the following:
1. A willful failure to deal fairly with this Corporation in connection with a matter in which the Director or officer has a material conflict of interest.
  2. A violation of criminal law, unless the Director or officer 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 Director or officer derived an improper personal profit or benefit.
  4. Willful misconduct.
- B. Employees and Agents. The Corporation shall indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or officers hereunder.

## Section 9.3 Method of Determining Indemnification.

- A. The method for determining the rights of the Directors, officers, employees and agents to indemnification and reimbursement under Chapter 181 of the Wisconsin Statutes, or the Bylaws of this Corporation shall be as follows: by a majority vote of a quorum of the Board consisting of Directors not at the time parties to the same or related proceedings. If a quorum of disinterested Directors cannot be obtained, by a majority vote of a committee duly appointed by the Board and consisting solely of two (2) or more Directors not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of members of the committee.
- B. If there are not at least two disinterested Directors to constitute the committee referred to in paragraph A, then the right to reimbursement shall be determined by the independent legal counsel, selected by a majority vote of the Board including Directors who are parties to the same or related proceedings.

## Section 9.4 Expenses.

Subject to the availability of Corporate funds, upon written request by a Director, officer, employee or agent who is a party to a proceeding described in Section 9.2, this Corporation, shall pay or reimburse his or her reasonable expenses as incurred if the Director, officer, employee or agent provides this Corporation with all of the following:

- A. A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to this Corporation.
- B. A written undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by this Corporation, to pay reasonable interest on the allowance to the extent that it is ultimately determined that indemnification is not required. The undertaking under this Section 9.4 will

be an unlimited general obligation of the Director, officer, employee or agent and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

Section 9.5 Insurance.

The Corporation shall purchase and at all times maintain insurance in such amounts and on such terms as determined by the Board of Directors from time to time on behalf of each individual who serves the Corporation as a Director, officer, employee, or authorized agent against liability asserted against and incurred by the individual in his or her capacity as a Director, officer, employee, or authorized agent or arising from his or her status as a Director, officer, employee, or authorized agent regardless of whether the Corporation is required or authorized to indemnify or allow expenses to the individual against the same liability under other section of these bylaws.

Section 9.6 Indemnification Provisions Constitute a Contract.

The foregoing indemnification provisions of this Article constitute a contract between the Corporation and the respective officers, Directors and other persons described above and for whose benefit indemnification is provided under this Article.

**ARTICLE X  
FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year.

**ARTICLE XI  
REGISTERED OFFICE**

The Corporation shall have and continuously maintain in this state, a registered office and registered agent whose office is identical with such registered office, and may have other offices within or without the State of Wisconsin as the Board may from time to time determine.

**ARTICLE XII  
AMENDMENTS**

Section 12.1 Board of Directors. Except in those cases where the Corporation's Articles of Incorporation or these Bylaws specifically require a greater majority and except as provided below, these Bylaws may be amended by action of the Directors holding a two-thirds of the total number of Director Votes. The Board of Directors may not amend or repeal a particular bylaw provision adopted by the Members and may not amend or repeal a particular bylaw provision that provides within the bylaw that only the Members may amend or repeal that bylaw or the Board of Directors may not amend or repeal that bylaw.

Section 12.2 Members. Except in those cases where the Corporation's Articles of Incorporation or these Bylaws specifically require a greater majority, these Bylaws may be amended by an affirmative vote of three-quarters of the Members.

**ARTICLE XIII**  
**MISCELLANEOUS**

Section 13.1 Gender Neutral Language. Any word in these Bylaws that references one gender shall be applied to any gender whenever appropriate.

Section 13.2 Non-Discrimination. The Corporation shall not discriminate on the basis of race, gender, national origin, sexual orientation, religion or any other prohibited basis in any of its programs or in its governance.