

**BY-LAWS
OF
GUNDERSEN/CITY OF LACROSSE NEIGHBORHOOD
DEVELOPMENT CORPORATION**

Adopted Effective:

ARTICLE I. NAME, PURPOSES AND OFFICES

1.1 **Name.** The name of this corporation is Gundersen/City of La Crosse Neighborhood Development Corporation (the “Corporation”).

1.2 **Purposes.** The charitable purposes of the Corporation shall be as set forth in the Corporation’s Articles of Incorporation.

Principal and Business Offices. The Gundersen/City of La Crosse Neighborhood Development Corporation (the “Corporation”) may have a principal office and other business offices, either within or outside of the State of Wisconsin, as the Board of Directors may designate or as the Corporation’s business may require from time to time.

Registered Office. The Wisconsin Nonstock Corporation Law requires the Corporation to continuously maintain a registered office in the State of Wisconsin. The business office of the Corporation’s registered agent will be identical to the Corporation’s registered office, but the Corporation’s principal office does not have to be the registered office. The Board of Directors may change the address of the registered office from time to time.

ARTICLE II. MEMBERS

2.1 **Member.** The Corporation will have **no** members.

ARTICLE III. BOARD OF DIRECTORS

3.1 **General.** The Corporation initially will have six (6) directors (each, a “Director” and collectively, the “Board of Directors” or the “Board”) (named in the Articles of Incorporation) who will serve an indefinite term or until replaced by the authority initially appointing such Director. At all times, Gundersen Lutheran Health System, Inc. (“Gundersen”) shall have authority to appoint three (3) Directors and the Mayor of the City of La Crosse (the “Mayor”) shall have the authority to appoint three (3) Directors. Director appointments by the Mayor shall not be subject to confirmation by the Common Council. If additional Directors are to be added to the Corporation’s Board of Directors, an even number shall be added such that, at all times, Gundersen shall have appointment authority over half the number of Directors, and the Mayor shall have appointment authority over half the number of Directors. The Board shall utilize and distribute the

net earnings and principal funds of the Corporation solely in accordance with the charitable purposes for which the Corporation is organized.

3.2 Meetings

(a) Annual Meeting. The Corporation will hold an annual meeting each year, ordinarily on the third Tuesday of March, unless otherwise determined by the Board. The President will designate the time and location of the annual meeting. Notice, other than by this Bylaw, is not required for the annual meeting except as required by law. The purpose of the annual meeting is to elect officers and conduct such business as may properly come before for the Board.

(b) Regular Meetings. The Board of Directors may establish by resolution regular meetings, which shall occur not less than quarterly each year. Notice, other than by Board resolution, is not required for regular meetings except as required by law.

(c) Special Meetings. Special meetings will be held at the call of the President or upon written request of one or more Directors. Each Director will be informed of the purpose, time and place of the special meeting by written notice given to each Director personally or by mailing the written notice to his/her designated address. Only such business as is designed in the notice may be discussed at a special meeting.

(d) Electronic Meetings. The Directors, or any committee consisting of Directors, may participate in meetings of the Board of Directors or committees by, or such meetings may be conducted through the use of, the telephone, instant messaging, video conference, or any other means of communication by which any of the following occurs: (a) all participants may simultaneously hear or read each other's communications during the meeting, or (b) all communication during the meeting is immediately transmitted to each participant and each participant is able to immediately send messages to all other participants. A Director participating in a meeting by any means authorized in this section shall be deemed to be present in person at the meeting.

(e) Action without Meeting. In accordance with section 181.0821 of the Wisconsin Statutes, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by not less than two-thirds (2/3) of all of the Directors then serving on the Board of Directors, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by not less than two-thirds (2/3) of all of the Directors has the same effect as a vote by such Directors taken at a duly convened meeting of the Board of Directors at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions. If a written action is taken by fewer than all Directors pursuant to this Section 3.2(e), notice will be provided to all Directors of the text of the written consent and of its effective date and time, except that failure to provide such notice does not invalidate the action taken by the written consent. For purposes of this Section 3.2(e), pursuant to section 181.0821(1r) 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 section 181.0103(10p) of the Wisconsin Statutes, as may be amended from time to time.

(f) Notice of Meetings. Notice of any special meeting of the Board of Directors shall be given at least seventy-two (72) hours previously thereto by oral or written notice (including electronic notice) delivered personally or sent by mail or e-mail to each Director at his or her address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered two days after the notice was mailed if the notice was deposited in the United States mail in a sealed envelope correctly addressed, with prepaid, accurate postage. If e-mailed, such notice shall be deemed to be delivered when sent to the appropriate e-mail address in the corporate records. Any Director may waive notice of any meeting. Neither the business to be transacted at nor the purpose of any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws. Notice of any meeting may be waived in writing, either before or after the time for giving 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 for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.3 **Removal.** The appointing authority of any Director may remove from office the Director(s) appointed by such appointing authority, at any time, with or without cause.

3.4 **Vacancies.** Vacancies on the Board caused by death, incapacity, resignation or removal will be filled by the appointing authority for such vacancy. Directors appointed to fill vacancies on the Board will serve the unexpired term associated with the vacant position.

3.5 **Minutes.** Each Director will receive in a timely manner a copy of the minutes of each meeting of the Board of Directors.

3.6 **Quorum and Voting Requirements.** A quorum to transact business at a meeting of the Board of Directors requires the presence of all of the Directors. A majority vote by the Directors at a meeting for which there is a quorum will constitute the acts of the Board.

ARTICLE IV. OFFICERS

4.1 **Officers.** The Corporation will have the following officers:

- one (1) President;
- one (1) Vice President;
- one (1) Secretary;
- one (1) Treasurer; and

such other officers as the Board of Directors authorizes.

The same person may hold any one (1) or more offices, except for the offices of President and Secretary and the offices of President and Vice President. Only the President is required to be a member of the Board of Directors.

4.2 **Elections and Term of Office.** The Board of Directors will elect the President, the Vice President, the Secretary and the Treasurer at its annual meeting. Each officer will hold office for one (1) year or until his or her successor will have been duly elected and qualified. If any office of the Corporation is or becomes vacant before the annual meeting, the Board of Directors may fill the vacancy at any properly convened regular or special meeting.

4.3 **President.** The President will be the senior officer of the Corporation and will preside at all meetings of the Board of Directors. The President will not be compensated for his/her services unless specifically authorized by the Board of Directors.

4.4 **Vice President.** The Vice President will perform those duties as assigned by the Board of Directors. The Vice President will not be compensated for his/her services unless specifically authorized by the Board of Directors.

4.5 **Secretary.** The Secretary will (i) keep the minutes of the meetings of the Board of Directors; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of corporate records; and (iv) see that the seal of the Corporation is affixed to all documents as required. The Secretary will sign all documents as required by his/her office and will perform such duties as may be assigned to him/her by the President. The Secretary will not be compensated for his/her services unless specifically authorized by the Board of Directors.

4.6 **Treasurer.** The Treasurer will be responsible for the custody of the funds, properties and securities of the Corporation and will advise the Board of Directors respecting the financial condition and the handling of the Corporation's monies and investments. The Treasurer will sign documents of the Corporation from time to time as required and will perform such other duties as may be specifically assigned to him/her by the President. The Treasurer will not be compensated for his/her services unless specifically authorized by the Board of Directors.

4.7 **Assistant Officers.** The Board of Directors shall have the power to elect 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 elected 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.

ARTICLE V. ADMINISTRATION

5.1 The Board of Directors may select and employ an Executive Director who will be the chief operating officer of the Corporation. The Executive Director is not required to be a member of the Board of Directors of the Corporation and is not required to be an officer of the Corporation. The Board of Directors may delegate to the Executive Director the necessary authority and responsibility for administering and managing the Corporation's day-to-day operations. The Board of Directors may, but is not required to, enter into a contract with the Executive Director regarding his/her employment.

ARTICLE VI. COMMITTEES

6.1 **Committees Generally.** The Board of Directors will by resolution establish such committees as it may determine are advisable. The Board of Directors will appoint the members to these committees, and shall ensure that there are an equal number of representatives of Gundersen and the City of La Crosse on each such committee (for the sake of clarity, the Board may appoint one or more members to any committee in addition to such representatives of Gundersen and the City of La Crosse, so long as there are an equal number of such representatives on each committee). The President will be a member of all committees. As required under Wisconsin law, each committee of the Board must consist of three (3) or more Directors. Any committee not consisting of three (3) or more Directors shall serve in an advisory capacity only. The designation of a committee or committees and the delegation thereto of any Board authority will not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him or her by law.

6.2 **Meetings and Actions of Committees.** Unless otherwise provided by the Board of Directors:

- (a) All of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee.
- (b) The act of a majority of the voting members present at a committee meeting at which a quorum is present shall be the act of the committee unless the action of a greater number is required by the resolutions establishing such committee.
- (c) Committees shall keep regular minutes of their proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors from time to time as the Board of Directors may require.
- (d) Committees shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

ARTICLE VII. INDEMNIFICATION

7.1 **Mandatory Indemnification.** The Corporation shall, to the fullest extent permitted or required by sections 181.0871 to 181.0883, inclusive, of the Wisconsin

Nonstock Corporation Law (“Statute”), including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation and was acting within the scope of his or her duties as such. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, Board resolution, insurance policy, the Statute or otherwise. The terms “director”, “officer”, “Expenses”, “Liability”, “Party” and “Proceeding” used in this Article VII, whether or not capitalized, shall have the meaning set forth in section 181.0871 of the Statute.

7.2 Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the right to indemnification set forth in Section 7.1 of these bylaws by purchasing insurance covering any one or more of its directors, officers, employees or agents, whether or not the Corporation would be obligated to indemnify or advance Expenses to any such person under Section 7.1, and/or by entering into individual or group indemnification agreements with any one or more of such persons.

7.3 Affiliates. To the extent a Director or Officer is serving as a director, officer, member, partner, trustee, committee member (or member of any other decision-making authority), employee or agent of an Affiliate, the Corporation shall indemnify such Director or Officer with respect to such position with an Affiliate for to the same extent as provided under Section 7.1. For purposes of this Section 7.3, Affiliate means any corporation, limited liability company, partnership, joint venture, employee benefit plan, trust, unincorporated association or other enterprise or entity that directly or indirectly though one or more intermediaries controls, is controlled by, or is under common control with, the Corporation, excluding, for avoidance of doubt, the City of La Crosse.

7.4 Notice to the Corporation. A Director or Officer will promptly notify the Corporation in writing when he or she has actual knowledge of a Proceeding that may result in a claim of indemnification against Liabilities or allowance of Expenses hereunder, but the failure to do so will not relieve the Corporation from indemnifying the Director or Officer unless the Corporation will have been irreparably prejudiced by such failure (as determined by any of the means specified in section 181.0873 of the Statute).

7.5 **Contractual Nature of Article VII: Repeal or Limitation of Rights.** This Article VII will be deemed to be a contract between the Corporation and each Director and Officer and any repeal or other limitation of this Article VII or any other repeal or limitation of the Statute or any other applicable law, to the extent such repeal or limitation does not mandatorily apply to the Corporation, will not limit any rights of indemnification against Liabilities or allowance of Expenses then existing or arising out of events, acts, or omissions occurring prior to such repeal or limitation, including, without limitation, the right to indemnification against Liabilities or allowance of Expenses for Proceedings commenced after such repeal or limitation to enforce this Article VII with regard to acts, omissions or events arising prior to such repeal or limitation.

7.6 **Effect of Invalidity.** The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of any other provision of this Article or of these Bylaws.

ARTICLE VIII. SEAL

8.1 The Corporation shall not have a corporate seal.

ARTICLE IX. FISCAL YEAR

9.1 The Corporation's Fiscal Year will commence on January 1 and end on December 31 of the same calendar year.

ARTICLE X. AMENDMENTS

10.1 The Board of Directors may amend or restate these Bylaws by unanimous vote.

ARTICLE XI. MISCELLANEOUS

11.1 **Conflict of Interest Policy.** The Board of Directors shall adopt a conflict of interest policy upon such terms and conditions as the Board of Directors from time to time considers appropriate (the "Conflict of Interest Policy"). A copy of the initial Conflict of Interest Policy adopted by the Board of Directors and in effect on the date of these bylaws is attached as Exhibit A.

11.2 **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge the Corporation's credit or to render the Corporation liable monetarily for any purpose or in any amount. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President then in office.

11.3 **Books and Accounts.** The Corporation shall keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board of Directors and its committees. In addition, the Corporation shall cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

11.4 **Checks, Drafts, Etc.** All checks, drafts or 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 is from time to time to be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer then in office.

11.5 **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 Board of Directors may select.

11.6 **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors or officers may cause donors to be sent acknowledgment letters for each gift.

11.7 **Exempt Organization Restrictions.** Notwithstanding anything herein contained to the contrary, no action shall be required or permitted to be taken under these bylaws or by the officers or Directors of this Corporation that would not be permitted to be taken by an organization described in section 501(c)(3) of the Internal Revenue Code.