

**BYLAWS OF
WESTERN WISCONSIN HEALTHCARE EMERGENCY
READINESS COALITION, INC.**

I. NAME AND LOCATION

1.1 Name. The name of the corporation is Western Wisconsin Healthcare Emergency Readiness Coalition, Inc.

1.2 Principal Mailing Address. The principal mailing address of the corporation shall be located at 2811 Milton Avenue, #389, Janesville, Wisconsin 53545. Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

II. PURPOSE

2.1 Purpose. The corporation is to organize exclusively for charitable, educational, and scientific purposes and to provide assistance to health care within the boundaries of the region or outside the boundaries of the region if requested. In furtherance of the aforementioned purposes, the Corporation's specific purposes shall include the following:

To lessen the burdens of government by developing, implementing and maintaining effective, integrated bioterrorism and mass casualty preparedness initiatives.

To improve the ability of emergency management systems and medical organizations to effectively respond to bioterrorism and mass casualty events.

To integrate local, regional and national bioterrorism and mass casualty preparedness initiatives in order to create a seamless response system throughout the State of Wisconsin and the United States.

To educate and train emergency response and medical personnel in methods of effectively responding to bioterrorism and mass casualty events.

To achieve cooperation amongst hospitals, medical organizations, emergency management organizations, public health organizations and emergency response organizations in order to create an effective and efficient bioterrorism and mass casualty response system.

To acquire, buy, receive, own, lease and enjoy any and all kinds or types of property, either real, personal or mixed, and to mortgage, sell, exchange, transfer or assign such properties where required in furtherance of the purposes set forth herein;

To solicit, collect and receive gifts, bequests, devises or grants of real or personal property and to accept the same subject to such valid restrictions as may be imposed thereon from individuals, estates, trusts, associations, corporation or other entities, in furtherance of the purposes set forth herein;

To contract with and employ such individuals, consultants and other agents as the Corporation may deem advisable;

To adopt and enforce such By-Laws, rules and regulations as the Corporation may from time to time deem advisable for the attainment of its purposes;

To contract with other organizations, for-profit and not-for-profit, with individuals and with governmental agencies in furtherance of the purposes set forth herein;

To invest/disperse any funds or other securities in any manner it may deem most appropriate and productive for achieving the purposes of the Corporation;

To exercise any, all and every power that a nonprofit corporation organized under the provisions of the Wisconsin Nonstock Corporation Law for charitable, educational and scientific purposes, all for the public welfare, can be authorized to exercise but not any other purpose. No substantial part of the activities, funds, property or income of the Corporation shall be used in carrying on any political activity, directly or indirectly, or in attempting to influence legislation. Neither the Corporation nor its officers or directors shall, in their capacity as officers or directors of the Corporation, contribute to or otherwise support or assist any political party or candidate for elective public office. Any gifts, grants, scholarships and other awards made by the Corporation shall be given or awarded in such manner as does not violate the restrictions under Code section 501(c)(3).

OPERATIONAL LIMITATIONS: Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section [501\(c\)\(3\)](#) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (2) by a corporation, contributions to which are deductible under section [170\(c\)\(2\)](#) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

III. MEMBERS

3.1 Members. Membership is open to any and all Health Care related agencies or those that work directly with health Care during emergencies. The Board shall consist of Voting Members and Ad-Hoc Members. Voting members shall identify persons authorized to cast the membership vote by filing with the Secretary a written certification or letter from the Member organization, whether electronic or paper copy.

Voting Member shall consist of the following:

1. Each Regional Hospital Member
2. Two Trauma Metro
3. One Trauma Rural
4. One Public Health Officer
5. One Metro Emergency Medical Service
6. One Rural Emergency Medical Service
7. One First Responder
8. One Emergency Management
9. One Human Services

Ad-Hoc Members may consist of the following:

1. La Crosse County Public Health, if not already a voting Member above
2. Fort McCoy Representative

3. Fire Service
4. Law Enforcement
5. Long Term Care
6. Red Cross Representative
7. Salvation Army
8. Private Business, as specific to the topic
9. Coalition Staff (non-voting)
10. Federal Bureau of Investigation
11. Other Federal Agencies

3.2 Voting Members. Voting members shall have all privileges of membership and shall each be entitled to one vote on any matter requiring a vote. Proxy voting shall not be permitted.

3.3 Ad-Hoc Members. Ad-Hoc members shall be other interested organizations or persons whose applications for non-voting membership have been approved by the board of directors. Ad-Hoc members shall be entitled to receive publications, attend meetings, and have any other privileges as may be granted by the board of directors, but they shall not be entitled to vote. The purpose of an Ad-Hoc Membership is to provide representation of their organization and give expert insight and advice to Western Wisconsin Healthcare Emergency Readiness Coalition, Inc.

3.4 Removal of Members. Upon a recommendation by a vote of a majority of the board of directors, members may be removed by a vote of two-thirds of all members entitled to vote (notwithstanding whether all members are present at a meeting to vote on such removal).

3.5 Annual Meeting. The annual meeting of the Board of Directors shall be held in on the first Thursday in the month of February each year at 1:30PM in the designated location as indicated on the agenda or at such other date and time within thirty (30) days of that date as may be fixed by resolution of the Board of Directors. The purpose of the annual meeting of the corporation shall be to report on the financial affairs and activities of the corporation, to elect officers and to transact such other business as may come before the meeting. This Bylaw shall serve as notice of the annual meeting of the corporation and no additional notice shall be required.

3.6 Regular Meetings. Regular meetings will be held on the first Thursday of each month unless the board of directors decides to meet every other month. Alternate monthly meetings will still be held on the first Thursday of each month.

3.7 Special Meetings. Special meetings of members may be called by the President/Chairperson, by a majority of the board of directors, or by a written request signed by two of the voting members. Special meetings shall be on 48 hours notice, which shall describe generally the business to be transacted at the meeting.

3.8 Meeting Notices. Whenever notice of a meeting of the Members is required to be given, such notice shall be given in writing and delivered personally or by e-mail to each director at his/her business address or at such other address as the director shall have designated in writing filed with the Secretary/Treasurer. If mailed, such notice shall be deemed to be delivered when deposited into the United States mail so addressed with postage prepaid thereon. Any notice of a meeting of the Board of Directors required under these bylaws shall specify the place, day and hour of the meeting. Whenever any notice whatever is required to be given to any director 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 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 thereto to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.9 Quorum. Any meeting requiring a vote must have a quorum. A quorum is a minimum of seven (7) voting members or their authorized proxies. Regular meetings do not require a quorum unless an official vote is taken. If consensus is reached by the members present at a regular meeting, no quorum is required.

3.10 Unanimous Consent Without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors or Committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or members of the committee then in office.

3.11 Conduct of Meetings. Meetings shall be conducted pursuant to *Robert's Rules of Order* unless some other procedure is approved by a majority of voting members present and voting. The President/Chairperson and in his/her absence, the Vice President/Vice Chairperson, and in the absence of the President/Chairperson and Vice President/Vice Chairperson, any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as chairman of the meeting. The Secretary/Treasurer of the corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any Assistant Secretary or any director or other person present to act as secretary of the meeting.

3.12 Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof of which he/she is a member at which action or any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of 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.

3.13 Committees. The Board of Directors by resolution adopted by the affirmative vote of a majority of the number of directors set forth in Section 4.2 may designate one or more committees, each committee to consist of one or more directors elected by the Board of Directors, which to the extent provided in said resolution, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the corporation. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

IV. BOARD OF DIRECTORS

4.1 General Powers and Duties. The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall have the power to adopt, promulgate and publish rules and regulations governing the operation of the corporation; to solicit and acquire by gift, lease or purchase any personal or real property deemed necessary to adequately carry out the

purposes of the corporation; to employ such person as deemed necessary to carry out the purposes of the corporation; and to do all other things necessary to adequately provide and maintain the corporation.

It shall be the duty of the Board of Directors to keep a complete record of all acts and corporate affairs and to present a statement thereof at the annual meeting of the Board of Directors and to make the same available, at least annually, to the Board of Directors of Western Wisconsin Healthcare Emergency Readiness Coalition, Inc.

4.2 Number and Appointment of Board Members. The corporation shall have eight (8) directors which shall include: President/Chairperson, Vice President/Vice Chairperson, Secretary, Treasurer, EMS Representative, Hospital Representative, Public Health Representative and Emergency Management Representative. The President/Chairperson also has the authority to invite one public citizen to attend the Board of Directors' meeting as a citizen advisor. All directors of the Board of Directors shall be elected by the voting members of Western Wisconsin Healthcare Emergency Readiness Coalition, Inc.

4.3 Term of Office. Each director shall hold office for a term of two (2) years or until his/her successors shall have been duly elected in accordance with these bylaws. The initial Board of Directors appointed by the Incorporator, upon adoption of these Bylaws, shall be elected for the following term. Four members shall be elected for a one (1)-year term and four members for a two (2)-year term. Thereafter, as the term of each initial board member expires, his or her successor shall be elected for a two (2)-year term.

4.4 Resignation and Removal. A director may resign at any time by giving written notice to the Board, the President/Chairperson or the Secretary/Treasurer of the corporation. A director may be removed from office by affirmative vote of a majority of the Board of Directors of the Western Wisconsin Healthcare Emergency Readiness Coalition, Inc., taken at a meeting of directors called for that purpose.

4.5 Vacancy. In the event of the death, resignation or removal of a director, his/her successor shall be appointed for the remaining term of said director by the entity who initially appointed the director.

4.6 Compensation. No director shall receive compensation for services rendered to the corporation. However, a director may be reimbursed for reasonable and necessary expenses incurred by the director carrying out his/her obligations to the corporation provided that such reimbursement is approved by the Board of Directors.

V. OFFICERS.

5.1 Number. The principal officers of the corporation shall be a President/Chairperson, Vice President/Chairperson, Secretary and Treasurer each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors, such as a medical advisor who shall provide guidance to the Board of Directors and attend board and coalition meetings. Any two or more offices may be held by the same person, except the offices of President/Chairperson and Secretary and the offices of President/Chairperson and Vice President/Vice Chairperson may not be held by the same person. Officers of the corporation need not be members of the Board of Directors.

5.2 Election and Term of Office. The officers of the corporation shall be elected by the Members at the annual meeting of Western Wisconsin Healthcare Emergency Readiness Coalition, Inc. each year. If the election of officers is not held at such annual meeting, such election shall be held as soon thereafter as possible. Each officer shall hold office for a period of one (1)-year or until his/her successor shall have been duly elected.

5.3 Resignation and Removal. Any officer or agent may resign at any time by giving written notice to the Board, the President/Chairperson or the Secretary. Any officer or agent may be removed by the Board of Directors 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. A board member must be removed by a majority of the Board of Directors. Election or appointment shall not itself create contract rights.

5.4 Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

5.5 President/Chairperson. The President/Chairperson shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the corporation as he/she shall deem necessary, to prescribe their powers, duties, and compensation, and to delegate authority to them.

5.6 Vice President/Vice Chairperson. In the absence of the President/Chairperson or in the event of his/her death, inability, or refusal to act, or in the event for any reason it shall be impracticable for him to act personally, the Vice President/Vice Chairperson shall perform the duties of the President/Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President/Chairperson.

5.7 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors, 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, in general, perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President/Chairperson or by the Board of Directors.

5.8 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation and in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him by the President/Chairperson or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

5.9 Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the corporation in his/her stead, 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 or other agent so appointed by the

Board of Directors shall have the power to perform all the duties of the office to which he/she is so appointed to be assistant, or as to which he/she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

**VI. CONTRACTS, LOANS, CHECKS, AND DEPOSITS;
SPECIAL CORPORATE ACTS.**

6.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract to execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages, and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the President/Chairperson or one of the Vice President/Vice Chairpersons and by the Secretary/Treasurer, an Assistant Secretary/Treasurer; the Secretary/Treasurer or an Assistant Secretary/Treasurer, when necessary or required, shall affix the corporate seal thereto; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

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

6.3 Checks, Drafts, Etc. All checks, drafts, or other orders for 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 or under the authority of a resolution of the Board of Directors.

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 may be selected by or under the authority of a resolution of the Board of Directors.

**VII. INDEMNIFICATION OF OFFICERS, DIRECTORS,
EMPLOYEES AND AGENTS**

7.1 Scope and Interpretation of Indemnification. The provisions contained in this Bylaw VII are intended to benefit the directors, officers, employees and agents of the corporation to the fullest extent permitted by the laws of the State of Wisconsin. In those cases

in which there may be a difference between the language or interpretation of this Bylaw and the laws of Wisconsin, this Bylaw shall be interpreted so as to accord to the directors, officers, employees and agents of the corporation the most expansive indemnification coverage possible, even if broader than the express provisions contained in the laws of Wisconsin.

7.2 Mandatory Indemnification. Subject to the conditions and limitations in this Bylaw VII, the corporation shall indemnify and hold harmless any person who is or was a party to any threatened, pending, or completed action, claim, litigation, suit or proceedings, whether civil, criminal, administrative, or investigative, whether predicated on foreign, federal, state or local law, and

whether formal or informal, because such person is, was or has agreed to become, a Director or an Officer of the corporation, or because such person is, has or has agreed to become an employee or agent of the corporation and has been specifically designated by resolution of the Board of Directors, as being indemnified under this Bylaw (hereinafter collectively referred to as “Director or Officer”). And as to acts performed in the course of such person’s duties to the corporation, against:

(a) Expenses, fees, costs, and charges including, without limitation, attorneys’ fees reasonably incurred by or on behalf of a Director or Officer in connection with any action including, without limitation, the investigation, defense, settlement, or appeal of such action; provided that it is not determined pursuant to Section 7.3 of this Bylaw, or by the court before which such action was brought, that liability was incurred because the Director or Officer breached or failed to perform a duty he or she owed to the corporation and the breach of failure constituted any of the following:

(i) a willful failure to deal fairly with the corporation or its members in connection with a matter in which the Director or Officer has a material conflict of interest; and

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

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

(iv) willful misconduct.

(b) Amounts incurred by Director or Officer in settlement of any action, no matter by whom brought; provided that it is not determined pursuant to 7.3 of this Bylaw, or by the court before which such action was brought, that

(i) Such settlement was not in the best interest of the corporation;

(ii) The amount incurred in such settlement was unreasonable (to a material extent) in light of all of the circumstances of such action; and

(iii) The Director or Officer breached or failed to perform a duty he or she owed to the corporation which constituted conduct set forth in Subsection 7.2 of these Bylaws.

(c) Judgments, fines, penalties, or other amounts incurred by a Director or Officer pursuant to the adjudication of liability in connection with any action; provided that it is not determined pursuant to 7.3 of this Bylaw, or by the court before which such action was brought, that with respect to such actions, other than actions brought by or in the right of the corporation to procure a judgment in its favor, the Director or Officer breached or failed to perform a duty he or she owed to the corporation which constituted conduct set forth in Subsection 7.2 of these Bylaws.

7.3 Determination of Right to Indemnification. Except as otherwise set forth in this section, any indemnification to be provided to a Director or Officer by the corporation under 7.2

upon the final disposition or conclusion of an action (or a claim, issue or matter associated with such an action), unless ordered by the court before which such action was brought, shall be paid by the corporation (net of all amounts, if any, previously advanced to the Director or Officer pursuant to Section

7.5 of this Bylaw) by check promptly, or in any event within sixty (60) days, upon receipt of the Director's or Officer's written request therefor, which request shall include a comprehensive and detailed accounting of all amounts for which indemnification is being sought from the corporation and the appropriate provision(s) of this Bylaw pursuant to which such claim is being made, and no further corporation authorization for such payment shall be required.

The Director or Officer seeking indemnification shall make written request to the Board of Directors pursuant to rules as may be established by the Board of Directors. The Board of Directors may conduct or have conducted an investigation relative to an application for indemnification or take any other action deemed by the Board necessary or appropriate in connection with such application. A decision concerning such application shall be made by 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, said decision shall be made by majority vote of the committee appointed by the Board of Directors and consisting solely of two 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.

7.4 Termination of an Action Nonconclusive. The termination of any action, no matter by whom brought, by judgment, order, settlement, conviction, or upon a plea of no contest or its equivalent, shall not, of itself, create a presumption that indemnification is not required pursuant to these Bylaws.

7.5 Advance Payment. Expenses, including, without limitation, attorneys' fees reasonably incurred by or on behalf of a Director or Officer in connection with any action (or claim), issue or matter associated with such action), no matter by whom brought, may be paid by the corporation by check to the Director or Officer (or to such other person or entity as the Director or Officer may designate in writing to the corporation as the proper recipient of such amounts) in advance of the final disposition or conclusion of such action (or claim, issue or matter associated with such action) upon the receipt of the Director's or Officer's written request therefore; provided the following conditions are satisfied:

- (a) The Director or Officer furnishes to the corporation a written certificate affirming his/her good faith belief that he or she has met the applicable standard(s) of conduct set forth in Section 7.2 of this Bylaw; and
- (b) The Director or Officer furnishes to the corporation a written agreement, executed personally or on his/her behalf, to repay any advance made under this Section 7.5 if it is ultimately determined that such Director or Officer is not entitled to be indemnified by the corporation for such amounts pursuant to the terms and conditions of this Bylaw.

If the corporation makes an advance of expenses to a Director or Officer pursuant to this Section 7.5, the corporation shall be subrogated to every right of recovery the Director or Officer may have against any insurance carrier from whom the corporation has purchased insurance for such purpose as provided under Section 7.8 of this Bylaw.

7.6 Partial Indemnification. If it is determined, pursuant to Section 7.3, that a

Director or Officer is entitled to indemnification as to some claims, issues or matters, but not as to other claims, issues, or matters involved in any action, the authority making such determination shall authorize the reasonable proration (and payment by the corporation) of such expenses, including, without limitation, reasonable attorneys' fees, judgments, penalties, fines and amounts incurred in settlement with respect to which indemnification is sought by the Director or Officer, among such claims, issues or matters as such authority shall deem appropriate in light of all of the circumstances of such action.

7.7 Nonexclusivity of Bylaw VII. The right to indemnification provided to a Director or Officer by this Bylaw VII does not preclude any additional right to indemnification or allowance of expenses that a Director or Officer may have under the Articles or Bylaws of this corporation, under a written agreement between the Director or Officer and the corporation, pursuant to a resolution of the Board of Directors or pursuant to a resolution, after notice,

adopted by a majority vote of members who are entitled to vote. The terms and provisions of this Bylaw are to be expressly applicable to persons who have ceased to be Directors or Officers of the corporation or of an affiliate of this corporation, and such terms and provisions shall inure to the benefit of the heirs, executors and administrators of such Directors or Officers.

7.8 Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the corporation, against any liability asserted against him or her or incurred by or on behalf of him or her in any such capacity, or arising out of his/her or her status of such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this bylaw or under the laws of the State of Wisconsin. The purchase and maintenance of such insurance shall not in any way limit or affect the right and obligations of the corporation of any Director or Officer under this Bylaw VII. Such insurance, may, but need not, be for the benefit of all Directors or Officers of the corporation.

In the event a Director or Officer shall receive payment from any insurance carrier or from the plaintiff in any action against such Director or Officer with respect to indemnified amounts after payments on account of all or part of such indemnified amounts have been made by the corporation pursuant to this Bylaw VII, such Director or Officer shall promptly reimburse the corporation for the amount, if any, by which the sum of such payment by such insurance carrier or such plaintiff and payment by the corporation to such Director or Officer exceeds such indemnified amounts; provided, however, that such portion, if any, of such insurance proceeds that are required to be reimbursed to the insurance carrier under the terms of its insurance policy shall not be deemed to be payments to such Director or Officer under this Bylaw. In addition, upon payment of indemnified amounts under this Section VII, the corporation shall be subrogated to such Director's or Officer's rights against any insurance carrier with respect to such indemnified amounts and the Director or Officer shall execute and deliver any and all documents and perform any and all other acts or deeds which the corporation shall deem necessary or advisable to secure such rights. The Director or Officer shall do nothing to prejudice such rights of recovery or subrogation. Such right of subrogation shall be terminated upon receipt by the corporation of the amount to be reimbursed by the Director or Officer.

VIII. AMENDMENTS

8.1 By Directors. These Bylaws may also be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors by affirmative vote of a majority of the number of directors present at any meeting at which a quorum is in attendance.

8.2 Implied Amendments. Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of shares or the number of directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as necessary to permit the specific action so taken or authorized.

IX. FISCAL YEAR

9.1 The fiscal year of the corporation shall begin on the first day of July and shall end on the 30th date of June of each year.

X. DISSOLUTION

10.1 Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the corporation's liabilities, dispose of all of the corporation's assets exclusively for the purposes of the corporation in such manner as the board of directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section [501\(c\)\(3\)](#) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine.

CERTIFICATE

The undersigned Tom Tornstrom, Secretary/Treasurer of the WESTERN WISCONSIN HEALTHCARE EMERGENCY READINESS COALITION, INC. hereby certifies that these Bylaws were adopted by resolution of the Board of Directors of the corporation at a meeting duly called and held on _____, 2021.

Tom Tornstrom, Secretary/Treasurer