

BY-LAWS
OF
ACHM, INC.

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TO
BY-LAWS
OF
ACHM, INC.

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BY-LAWS
OF
ACHM, INC.
A WISCONSIN NONSTOCK CORPORATION

ARTICLE I. OFFICES

The principal office of the Corporation shall be mutually agreed upon by the Board of Directors. The Corporation may have such other office or offices, either within or without the State of Wisconsin, as the Board of Directors may from time to time designate or as the purposes of the Corporation may require from time to time.

ARTICLE II. PURPOSES

The Corporation is organized exclusively for the purpose of engaging in any activity which a Corporation may be organized under the Wisconsin Nonstock Corporation Law, Chapter 181, Wisconsin Statutes and section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto (the "Code"). In furtherance of the aforementioned purposes, the Corporation's specific purposes shall include the following:

- A. To promote the common business interests of physicians and other medical professionals practicing in the area of hyperbaric medicine;
- B. To conduct educational training programs for, and professional certifications of, physicians and other medical professionals, and to publish educational and research materials, in each case in furtherance of the Corporation's purposes;
- C. To provide mentoring and professional development opportunities for its members;
- D. To provide and promote the development and application of hyperbaric research and technologies for medicinal purposes;
- E. To provide a forum for the exchange of information and ideas among its members;
- F. To contract with and employ such individuals, consultants and other agents as the Corporation may deem advisable;

G. 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;

H. 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; and

I. To exercise any, all and every power which a nonprofit corporation, organized under the provisions of the Wisconsin Nonstock Corporation Law for Code section 501(c)(6) purposes can be authorized to exercise, but not any other purpose.

J. To advocate and advise on payment policies and practice issues in government and institutional regulatory decisions while protecting the operational right to use hyperbaric oxygen as a medical treatment.

ARTICLE III. MEMBERS

SECTION 3.01. General Criteria. The Corporation shall have one class of members which shall be comprised of those persons who are reviewed and approved by the Board of Directors.

Membership may be granted to any individual that shares interest in and supports the purposes of the ACHM. All prospective Members must be of high moral and professional character and abide by these Bylaws, the principles of ethics of the ACHM, and such other rules and regulations as the ACHM may adopt. Each Member shall be entitled to one vote and the voting authority of Members shall be limited to voting on the election of directors. Except for electing directors, Members shall not be entitled to vote upon any question nor shall their consent be necessary in any statutory or other proceeding. Only Regular Members in good standing shall vote or hold any elected office.

SECTION 3.02. Application for Membership. The Board of Directors shall from time to time adopt an application form and procedures in the ACHM website to facilitate the consideration of applicants for membership in the ACHM. The Board of Directors or a committee designated thereof shall set criteria when needed to evaluate the credentials of all applicants based upon the categories set forth in these Bylaws and such other guidelines that the Board may prescribe.

SECTION 3.03 Dues. Members shall pay regular dues as recommended by the Board of Directors. The Board of Directors may waive dues for individual members as it sees fit. Failure to pay dues within six (6) months after billing shall constitute adequate grounds for suspension or termination of membership in the ACHM. Renewal dues are to be paid in January of each year regardless of the original membership month.

SECTION 3.04. Rights and Duties. All active members shall be entitled to serve on committees, to attend the members' business meeting and other business, scientific, and social meetings of the ACHM. Only active members may vote and hold office. Each active member shall have one (1) vote on matters submitted to a vote of the membership.

SECTION 3.05. Resignation. Members may resign from the ACHM at any time by giving written notice.

SECTION 3.06 Ethics and Discipline. A member may be disciplined by vote of the Board of Directors for conduct contrary to the objectives of the ACHM and/or including but not limited to any of the following reasons: failure to comply with these Bylaws, the principles and ethics of the ACHM, or any other rules or regulations of the ACHM; Unauthorized use of the ACHM's name, seal, logo, or other symbols on stationery, publications, symposia advertisements, printed material, or in any other manner; conviction of felony; malfeasance; unethical activities; or conduct derogatory to the best interests of the ACHM.

Procedures of Disciplinary Action: A statement of charges shall be mailed by certified mail to the last recorded address of the member at least thirty (30) days before action is to be taken. This statement will be accompanied by a notice of the time and place of the meeting of the Board of Directors during which the charges shall be considered. The member shall have the opportunity to appear in person before action is taken by the Board of Directors. Discipline shall include but not be limited to censure, suspension, and expulsion, and shall be by a two-thirds majority of the Board of Directors. The decision of the Board will be final.

SECTION 3.07. Emeritus and Founding Fellow Members: Emeritus membership may be granted to any individual whom the ACHM deems worthy of special honor or is a regular member in good standing for twenty years and has achieved the age of sixty five (65). Emeritus members shall be elected by vote of the Board of Directors and are exempt from member dues. They may act in consultative or advisory capacities to any Directors, officers, or committees of the Association. Emeritus members shall have no voting privileges.

Founding Fellow Member: Anyone who became a member before 1995 and was awarded the title of Fellow, is given the designation of a Founding Fellow. Founding Fellow members shall be elected by vote of the Board of Directors and

are exempt from member dues. They may act in consultative or advisory capacities to any Directors, officers, or committees of the Association. Founding Fellow members shall have no voting privileges.

SECTION 3.08. Annual Meeting. An annual meeting of the Members shall be held in the month of August of each year, or in such other month that the Board of Directors may determine, at such time and at such place as may be designated in the notice of the meeting for the announcement of directors chosen by earlier electronic voting and providing the Members with a general update on the activities of the Corporation. An annual meeting can be held in person or by teleconference.

SECTION 3.09. Special Meetings. Special meetings of the Members may be called at any time by the President of the Corporation to be held at such time and place as the President of the Corporation shall designate. A special meeting shall also be called by the Secretary of the Corporation on the written request of any three directors of the Corporation at such time and place as is designated in the written request of such directors.

SECTION 3.10. Notice. Notice stating the place or teleconference access information, day and hour of all meetings at least seven days prior to the meeting date. In the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to the Members by giving personal delivery of, electronic mail, telecopying or telephoning such notice at least 72 hours before the time set before such meeting.,

SECTION 3.11. Quorum. One-third of the number of Members entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Members, but a majority of the Members entitled to vote that are present (though less than such quorum) may adjourn the meeting from time to time without further notice.

SECTION 3.12. Manner of Acting. The act of the majority of 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.

SECTION 3.13. Proxies. At all meetings of Members, a Member entitled to vote may vote in person or by proxy appointed via electronic mail by the Member or by his or her duly authorized attorney-in-fact. An appointment of a

proxy is effective when received by the Secretary or other officer or agent of the Corporation authorized to tabulate votes. Except as provided in the Wisconsin Nonstock Corporation Law, a proxy may be revoked at any time before it is voted, unless the proxy conspicuously states that it is irrevocable and the appointment is coupled with an interest. A proxy may be revoked by electronic mail filed with the Secretary or the acting secretary of the meeting or by oral notice given by the Member to the presiding officer during the meeting. The presence of a Member who has filed his or her proxy shall not of itself constitute a revocation. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy. The Board of Directors shall have the power and authority to make rules establishing presumptions as to the validity and sufficiency of proxies. Members may also vote via an electronic ballot returned to the Secretary.

SECTION 3.14. Action by Electronic Ballot. Any action that may be taken at an annual or special meeting of Members may be taken without a meeting if the Corporation delivers an electronic ballot to every Member entitled to vote on the matter. The electronic ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by electronic ballot under this section shall be valid only when: (a) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and (b) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. An electronic ballot may not be revoked.

SECTION 3.15. Action by Electronic Consent. Any action required to be approved at a meeting of the Members, or any other action which may be approved at a meeting of the Members, may be approved without a meeting if an electronic mail consent, describing the actions so taken, is signed by at least 51% of the Members entitled to vote with respect to the subject matter thereof. All signatures on the electronic consent shall be dated and, in determining whether the required number of Members have signed the consent, only those signatures dated after the date of the most recent meeting of the Members may be counted. Electronic mail notice of Member approval under this section shall be given to all Members who have not signed the electronic mail consent. If electronic mail notice is required, Member approval under this section shall be effective ten days after such electronic notice is given.

SECTION 3.16. Fixing of Record Date. For purposes of determining the Members entitled to notice of a meeting of the Members, the Board of Directors may fix a future date as the record date. If no such record date is fixed, Members at the close of business on the business day preceding the day on which notice is given are entitled to notice of the meeting. A record date fixed under this section

may not be more than 70 days before the meeting or action requiring a determination of Members occurs.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 4.01. General Powers and Number. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall exercise its full authority as granted by the Articles of Incorporation, by these By-Laws and by operation of law in establishing and maintaining such policies as are consistent with the purposes of the Corporation.

The Board of Directors of the Corporation shall initially be comprised of those individuals designated in the Corporation's Articles of Incorporation. The full, complete Board of Directors of the Corporation shall be not less than three (3) in number and shall be no more than seventeen (17) in number.

SECTION 4.02. Tenure and Qualifications. Each director shall serve for a term of two years, whose terms shall be staggered so that approximately one-third of the directors shall be elected each year to two-year terms at the annual meeting of the Board of Directors. Additional directors appointed to expand the number of directors will be appointed to first year terms in a manner that conforms to the one-third rule. No person shall be eligible to serve more than three consecutive full two-year terms as a director of the Corporation. This provision could be overridden by the president if there are vacancies which remain unfilled. Director may be resigned from the director position if director has 2 unexcused absence in regularly scheduled board meeting. No person shall be eligible to serve as a director on the Board of Directors unless such person is a member in good standing of the Corporation. Members of the Board of Directors shall be elected by the Members and shall hold office until their resignation, removal, death or incapacity, or until the appointment of a qualified successor. Directors may be removed by the Members. Directors need not be residents of the State of Wisconsin.

SECTION 4.03. Resignation. Any director may resign at any time. Such resignation shall be made by electronic mail and shall take effect at the time specified therein. If no time is specified, it shall take effect on the date of its receipt by the Secretary of the Corporation, who shall record such resignation, noting such date. The acceptance of a resignation shall not be necessary to make it effective.

SECTION 4.04. Annual Meeting. The annual meeting of the Board of Directors shall be held immediately after the annual meeting of the Members, or at

such other time and date within 30 days thereof as may be authorized by the Board of Directors and set forth in the notice of meeting, for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Wisconsin, such meeting shall be held on the next succeeding business day.

SECTION 4.05. Special Meetings. Special meetings of the Board of Directors may be called at any time and for any purpose or purposes by the President. A special meeting shall also be called by the Secretary of the Corporation upon the oral or electronic mail request of any two directors. Any such meeting shall be held at the time and place or teleconference designated in the notice thereof to be given as provided in SECTION 4.06.

SECTION 4.06. Notice; Waiver. Written or electronic mail notice of the date, time and place or teleconference of all meetings of the Board of Directors, annual or special, shall be given by the Secretary of the Corporation to each director. Such notice shall either be delivered personally or electronic mail in each case not less than 72 hours before said meeting. Whenever any notice whatever is required to be given to any director of the Corporation under the Articles of Incorporation or By-Laws or any provision of law, a waiver thereof by electronic mail, 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.

SECTION 4.07. Quorum. A majority of the number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice. The Secretary or the Executive Director shall call roll of the Members in order to establish the Quorum prior to any business conducted.

SECTION 4.08. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these By-Laws.

SECTION 4.09. Methods of Conducting Meetings. Any and all directors may participate in a regular or special meeting or in a committee meeting of the

Board of Directors by, or may conduct the meeting through the use of, any means of communications by which either of the following occurs:

(a) All participating directors may simultaneously hear each other during the meeting; or

(b) 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. If a meeting is to be conducted through the use of any of the means described in this section, all participating directors shall be informed that a meeting is taking place at which time official business may be transacted. A director participating in a meeting by any means described in this section is considered to be present in person at the meeting. If requested by a director, minutes of the meeting shall be prepared and distributed to each director.

SECTION 4.10. Action by Electronic Mail Consent. An action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent via electronic mail setting forth the action is signed by two-thirds of the directors then in office. A consent under this section shall have the same force and effect as a vote of the Board of Directors taken at a meeting. If electronic mail action is taken under this section by all directors, the electronic mail action shall be effective with electronic mail reply by all directors, unless a different effective date and time are specified in the written consent. If electronic mail action is taken under this section by less than all directors, all directors shall be notified immediately of the text of the electronic mail consent and of its effective date and time. Failure to provide notice under this section shall not invalidate the action taken by electronic mail consent under this section. A director who does not reply or consent to the action taken by written consent shall not be liable for the action. If written notice is required, the electronic mail action shall be effective on the date specified in the electronic mail consent or on the tenth day after the date on which notice is given, whichever is later.

SECTION 4.11. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her electronic mail dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by electronic 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.

SECTION 4.12. Vacancies. Except as otherwise provided herein, any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled by the Board of Directors until the next succeeding annual election by the Board of Directors.

SECTION 4.13. Committees.

(a) Executive Committee. When the Board of Directors is not in session, an Executive Committee as described in Article V shall have and may exercise all of the authority of the Board of Directors, except to the extent, if any, that such authority shall be limited by the Board of Directors.

(b) Finance Committee. The Finance Committee shall consist of not less than three members who shall be appointed by the President of the Corporation. The Finance Committee shall recommend to the Board of Directors the fiscal policy of the Corporation and shall, under the direction of the Board of Directors, manage the assets and supervise the various insurance programs of the Corporation.

(c) Nominating Committee. The Nominating Committee shall consist of at least three but not more than six Members of the Board of Directors who shall be appointed by the President of the Corporation at least 90 days in advance of the annual meeting of the Members and the Board of Directors. ACHM shall send via e-mail, a ballot out to the members to nominate directors and officers. Responses with nominations are due within 30 days. If sufficient nominations are not obtained, then the nominating committee as determined above, will add nominations to establish a slate of officers and directors to fill open positions. The slate will be available on the ACHM website for voting by members with a deadline of 30 days prior to the Annual Meeting.

(d) Other Committees. The Board of Directors by resolution adopted by the affirmative vote of a majority of the directors, may designate one or more committees, each committee to consist of three or more members of the Board of Directors who shall be appointed by the President of the Corporation to exercise, when the Board of Directors is not in session, the powers the Board of Directors delegates to such committee or committees. The President may also appoint one or more members of the Board of Directors as alternate members of any committee who may take the place of any absent member or members at any meeting of such committee, upon request by the President or the chair of such committee. Each 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.

ARTICLE V. EXECUTIVE COMMITTEE

SECTION 5.01. Appointment. The President, Vice President, Treasurer and Secretary of the Corporation shall constitute the Executive Committee upon his or her election as an officer of the Corporation. The Board of Directors shall appoint at least two directors to serve as members of the Executive Committee. The immediate pasts President may be a Member of the Executive Committee if appointed by a majority of the Board of Directors.

SECTION 5.02. Authority. When the Board of Directors is not in session, the Executive Committee shall have and may exercise all of the authority of the Board of Directors, except to the extent, if any, that such authority shall be limited by the Board of Directors.

SECTION 5.03. Tenure. Each member of the Executive Committee shall hold office two years following his or her designation and until his or her successor is designated as a member of the Committee and is elected and qualified. No person shall be eligible to serve more than three consecutive full two-year terms as a executive committee member of the Corporation. This provision could be overridden by the president if there are vacancies which remain unfilled.

SECTION 5.04. Meetings. Regular meetings of the Executive Committee may be held without notice at such times and places or teleconference as the Executive Committee may affix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof following the same notice procedure set forth in section 4.06. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. Any or all members of the Executive Committee may participate in a regular or special meeting of the Committee by, or may conduct the meeting through the use of, any means of communication described in section 4.09. Participation in a meeting pursuant to such communications shall constitute presence in person at such meeting.

SECTION 5.05. Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof. Action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at the meeting at which a quorum is present. The President or the Executive Director shall call roll of the Members in order to establish the Quorum prior to any business conducted.

SECTION 5.06. Action Without A Meeting. Any Executive Committee action may be taken without a meeting if a consent via electronic mail, setting forth the action so taken, shall be acknowledged by all of the voting members of the Executive Committee via electronic mail.

SECTION 5.07. Vacancies. Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the full Board of Directors.

SECTION 5.08. Resignations and Removals. Any member of the Executive Committee may be removed at any time, with or without cause, by resolution adopted by a majority of the Board of Directors. Any member of the Executive Committee may resign from the Executive Committee at any time by electronic mail notice to the President or to the Secretary of the Corporation, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5.09. Procedure. The President shall, when present, preside at all meetings of the Executive Committee. The Executive Committee may fix its own rules and procedures which shall not be inconsistent with these By-Laws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the first meeting of the Board of Directors following the Executive Committee meeting.

ARTICLE VI. OFFICERS

SECTION 6.01. Number. The principal officers of the Corporation (to the extent determined necessary by the Board of Directors) shall be a President, one or more Vice Presidents, a Treasurer and Secretary, such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice President.

SECTION 6.02. Election and Term of Office. The officers of the Corporation to be elected by the ACHM members per the information in SECTION 4.13, paragraph c. Board of Directors may elect any vacancy or at the end of the two-year term of the Officer to fill the seat until the next annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. The President, any Vice Presidents, Treasurer and Secretary must be elected from among the members of the Board of Directors; other officers need not be members of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected or until his or her prior death, incapacity, resignation or removal.

SECTION 6.03. Removal. 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. Election or appointment shall not of itself create contract rights.

SECTION 6.04. 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.

SECTION 6.05. President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall, in general (a) administer all of the business and affairs of the Corporation; (b) 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 the President shall deem necessary, to prescribe their powers, duties, terms and compensation and to delegate authority to them; (c) have authority to sign, execute and acknowledge, on behalf of the Corporation, reports and other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolutions of the Board of Directors; (d) preside at all meetings of the Board of Directors and (e) perform all duties incident to the office of President.

SECTION 6.06. Vice President. One or more Vice Presidents shall perform such duties as the President or the Board of Directors may from time to time specify.

SECTION 6.07. Secretary. The Secretary shall (a) keep the minutes of the Members meetings and of the Board of Directors meetings; (b) give all notices in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the Corporation's records and of the seal of the Corporation and affix the seal to all documents the execution of which, on behalf of the Corporation and under its seal, is duly authorized; (d) keep a register of the post office address and electronic mail address of each member; and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors. The contract Executive Manager, if any, may assist the Secretary in the above duties.

SECTION 6.08. Treasurer. The Treasurer shall see that a true and correct accounting of the financial transactions of the Corporation is made and that reports of such transactions are presented to the Board of Directors. The Treasurer shall have the care and custody of the funds of the Corporation, and shall cause the same to be deposited in such manner in such banks as the Board of Directors may

direct. The contract Executive Manager, if any, may assist the Treasurer in the above duties.

ARTICLE VII. CONTRACTS BETWEEN CORPORATION AND RELATED PERSONS

Any contract or other transaction between the Corporation and one or more of its directors or principal officers, or between the Corporation and any firm, corporation or association that one or more of its directors or principal officers has an actual or potential ownership or investment interest, a compensation agreement, or he, she or they are otherwise directly or indirectly financially interested, shall be valid for all purposes, provided that (a) such director or principal officer was not present during the meeting to discuss and vote whether a conflict of interest exists; (b) such director was not present during the meeting to discuss and vote upon the transaction or arrangement involving the conflict of interest; and (c) the fact of such interest was disclosed to the Board of Directors and the Board of Directors, after exercising due diligence to investigate, to the extent it is cost effective, alternative transactions or arrangements without a conflict of interest and reached the conclusion that such transactions are not practical or beneficial to the corporation, authorized, approved and ratified such contract or transaction by a vote of a majority of the disinterested directors present. The Board of Directors shall adequately document the name of the persons present for the discussion and votes relating to the transaction and the names of the persons who disclosed or otherwise were found to have a conflict of interest.

ARTICLE VIII. CONTRACTS, LOANS, CHECKS AND DEPOSITS: SPECIAL CORPORATE ACTS

SECTION 8.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of 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 and by the Secretary or Assistant Secretary 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.

SECTION 8.02. Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

SECTION 8.03. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

SECTION 8.04. 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.

ARTICLE IX. INDEMNIFICATION, LIMITED LIABILITY AND INSURANCE

SECTION 9.01. General Scope and Definitions.

(a) The rights of directors, officers and, where applicable, volunteers of the Corporation provided in this ARTICLE IX shall extend to the fullest extent permitted by the Wisconsin Nonstock Corporation Law and other applicable laws as in effect from time to time.

(b) For purposes of this ARTICLE IX, "director or officer" means a natural person who is or was a director or officer of the Corporation or who, while a director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of another corporation or foreign corporation, partnership, joint venture, trust or other enterprise or who, while a director or officer of the Corporation, is or was serving an employee benefit plan because his or her duties to the Corporation also imposed duties on, or otherwise involved services by, the person to the plan or to participants in or beneficiaries of the plan, and, unless the context requires otherwise, the estate or personal representative of a director or officer.

(c) For purposes of this ARTICLE IX, "volunteer" means a natural person, other than an employee of the Corporation, who provides services to or on behalf of the Corporation without compensation.

(d) For purposes of this ARTICLE IX, "proceeding" means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law (including federal or state securities laws) and which is brought by or in the right of the Corporation or by any other person.

(e) For purposes of this ARTICLE IX, "expenses" means fees, costs, charges, disbursements, attorneys' fees and any other expenses incurred in connection with a proceeding, including a proceeding in which a director or officer asserts his or her rights under this ARTICLE IX, and, if the context requires, liabilities, including the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including any excise tax assessed with respect to an employee benefit plan.

SECTION 9.02. Mandatory Indemnification.

(a) To the extent that a director or officer has been successful on the merits or otherwise in the defense of any proceeding (including, without limitation, the settlement, dismissal, abandonment or withdrawal of any action where he or she does not pay or assume any material liability), or in connection with any claim, issue or matter therein, he or she shall be indemnified by the Corporation against expenses actually and reasonably incurred by him or her in connection therewith to the extent that he or she was a party to the proceeding because he or she is or was a director or officer.

(b) In cases not included under section 9.02(a), the Corporation shall indemnify any director or officer against expenses actually and reasonably incurred by the director or officer in a proceeding to which the director or officer was a party because he or she is or was a director or officer, unless 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 or failure to perform 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 had a material conflict of interest; (ii) 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; (iii) a transaction from which the director or officer derived an improper personal profit; or (iv) willful misconduct. The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the director or officer is not required under this subsection.

(c) Indemnification under this section is not required to the extent that the director or officer has previously received indemnification or allowance of expenses from any person, including the Corporation, in connection with the same proceeding.

SECTION 9.03. Determination of Right to Indemnification. Unless otherwise provided by written agreement between the director or officer and the Corporation, the director or officer seeking indemnification under section 9.02 of this ARTICLE IX shall make an electronic mail request for indemnification which shall designate one of the following means for determining his or her right to indemnification: (a) by a majority vote of a quorum of the Board of Directors or a committee of directors consisting of directors who are not at the time parties to the same or related proceedings; (b) by independent legal counsel selected by a quorum of the Board of Directors or its committee in the manner prescribed in section 9.03(a) or, if unable to obtain such a quorum or committee, by a majority vote of the full Board of Directors, including directors who are parties to the same or related proceedings; (c) by arbitration; or (d) by an affirmative vote of a majority of the directors provided, however, that directors who are at the time parties to the same or related proceedings, whether as plaintiffs or defendants or in any other capacity, may not vote in making the determination.

Any determination hereunder shall be made pursuant to procedures consistent with the Wisconsin Nonstock Corporation Law unless otherwise agreed by the Corporation and the person seeking indemnification. Such determination shall be completed, and eligible expenses, if any, shall be paid to the person requesting indemnification hereunder within 60 days of the Corporation's receipt of the written request required hereunder.

SECTION 9.04. Allowance of Expenses as Incurred. Within 30 days of an electronic mail request by a director or officer who is a party to a proceeding because he or she is or was a director or officer, the Corporation shall pay or reimburse his or her reasonable expenses as incurred if the director or officer provides the Corporation with all of the following: (a) an electronic mail affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the Corporation; and (b) an electronic mail undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by the Corporation, to pay reasonable interest on the allowance to the extent that it is ultimately determined under section 9.03 of this ARTICLE IX that indemnification under section 9.02 of this ARTICLE IX is not required and indemnification is otherwise not ordered by a court. The undertaking under this section shall be an unlimited general obligation of the director or officer and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

SECTION 9.05. Partial Indemnification.

(a) If it is determined pursuant to section 9.03 of this ARTICLE IX that a director or officer is entitled to indemnification as to some

claims, issues or matters in connection with any proceeding, but not as to other claims, issues or matters, the person or persons making such determination shall reasonably determine and indemnify the director or officer for those expenses which are the result of claims, issues or matters that are a proper subject for indemnification hereunder in light of all of the circumstances.

(b) If it is determined pursuant to section 9.03 of this ARTICLE IX that certain expenses (other than liabilities) incurred by a director or officer are for any reason unreasonable in amount in light of all the circumstances, the person or persons making such determination shall authorize the indemnification of the director or officer for only such amounts as he or they shall deem reasonable.

SECTION 9.06. Indemnification of Employees and Agents. The Board of Directors may, in its sole discretion, provide indemnification and/or allowance of expenses in advance of a final determination of any proceeding to an employee or agent of the Corporation who is not a director or officer in connection with any proceeding in which the employee or agent was a defendant because of his or her actions as an employee or agent of the Corporation; provided, however, that prior to such indemnification or allowance of expenses, the Board of Directors shall first determine that the employee or agent acted in good faith and in a manner he or she reasonably believed to be in and not opposed to the best interests of the Corporation.

SECTION 9.07. Limited Liability of Directors and Officers.

(a) Except as provided in sections 9.07(b) and 9.07(c), a director or officer is not liable to the Corporation, its members or creditors, or any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a director or officer, unless the person asserting liability proves that the breach or failure to perform constitutes any of the acts of misconduct listed in section 9.02(b) of this ARTICLE IX.

(b) Except as provided in section 9.07(c), this section does not apply to any of the following: (i) a civil or criminal proceeding brought by or on behalf of any governmental unit, authority or agency; (ii) a proceeding brought by any person for a violation of state or federal law where the proceeding is brought pursuant to an express private right of action created by state or federal statute; or (iii) the liability of a director under Wisconsin Statutes sections 181.0832 and 181.0833.

(c) Sections 9.07(b)(i) and (ii) do not apply to a proceeding brought by a governmental unit, authority or agency in its capacity as a private party or contractor.

SECTION 9.08. Severability of Provisions. The provisions of this ARTICLE IX and the several rights to indemnification, advancement of expenses and limitation of liability created hereby are independent and severable and, in the event that any such provision and/or right shall be held by a court of competent jurisdiction in which a proceeding relating to such provisions and/or rights is brought to be against public policy or otherwise to be unenforceable, the other provisions of this ARTICLE IX shall remain enforceable and in full effect.

SECTION 9.09. Nonexclusivity of Rights. The rights to indemnification and advancement of expenses provided for in this ARTICLE IX shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any agreement authorized by the Board of Directors, any By-Law of the Corporation, any vote of the members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Notwithstanding the foregoing, the Corporation may not indemnify a director or officer, or permit a director or officer to retain any allowance of expenses, pursuant to any such additional rights unless it is determined by or on behalf of the Corporation that the director or officer did not breach or fail to perform a duty he or she owes to the Corporation which constitutes conduct under section 9.02(b) of this ARTICLE IX. A director or officer who is a party to the same or related proceeding for which indemnification or an allowance of expenses is sought may not participate in a determination under this section.

SECTION 9.10. Purchase of Insurance. The Corporation shall use its best efforts to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, to the extent that such director or officer is insurable and such insurance coverage can be secured by the Corporation at rates and in amounts and subject to such terms and conditions as shall be determined in good faith to be reasonable and appropriate by the Board of Directors of the Corporation, and whose determination shall be conclusive, against liability asserted against or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this ARTICLE IX.

SECTION 9.11. Limited Liability of Volunteers.

(a) Except as provided in section 9.11(b), a volunteer is not liable to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a volunteer, unless the person asserting liability proves that the act or omission constitutes any of the following: (i) a violation of criminal law, unless the volunteer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful; (ii) willful misconduct; (iii) if the volunteer is a director or officer of the Corporation, an act or omission within the scope of the volunteer's duties as a director or officer; or (iv) an act or omission for which the volunteer received compensation or any thing of substantial value in lieu of compensation.

(b) Exceptions.

(i) Except as provided in section 9.11(b)(ii), this section does not apply to any of the following: [a] a civil or criminal proceeding brought by or on behalf of any governmental unit, authority or agency; [b] a proceeding brought by any person for a violation of state or federal law where the proceeding is brought pursuant to an express private right of action created by state or federal statute; [c] claims arising from the negligent operation of an automobile, truck, train, airplane or other vehicle by a volunteer; [d] a proceeding against a volunteer who is licensed, certified, permitted or registered under state law and which is based upon an act or omission within the scope of practice under the volunteer's license, certificate, permit or registration; or [e] proceedings based upon a cause of action for which the volunteer is immune from liability under Wisconsin Statutes section 146.31(2) and (3), 146.37, 895.44, 895.48, 895.51 or 895.52.

(ii) Section 9.11(b)(i) does not apply to a proceeding brought by or on behalf of a governmental unit, authority or agency in its capacity as a contractor.

SECTION 9.12. Benefit. The rights to indemnification and advancement of expenses provided by, or granted pursuant to, this ARTICLE IX shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 9.13. Amendment. No amendment or repeal of this ARTICLE IX shall be effective to reduce the obligations of the Corporation under this ARTICLE IX with respect to any proceeding based upon occurrences which take place prior to such amendment or repeal.

ARTICLE X. GENERAL

SECTION 10.01. Fiscal Year. The fiscal year of the Corporation shall be the year ending December 31.

SECTION 10.02. Corporate Seal. The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal."

SECTION 10.03. Amendment of By-Laws. The By-Laws may be altered, amended or repealed, and new By-Laws may be adopted by the affirmative vote of a majority of the directors then in office. Member approval shall not be required for amendment of these By-Laws.

SECTION 10.04. Dissolution. If the Corporation proves unable to carry out the purpose for which it was created, the Corporation shall be dissolved in accordance with law. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations, as the Board of Directors shall select, which shall at the time qualify as an exempt organization or organizations under Code section 501(c)(3). If the Board of Directors proves unable to agree upon the disposition of the Corporation's assets, all residual assets shall be surrendered to the Circuit Court located in the county in which the Corporation's principal office is located for disposition by the Court for the benefit of other organizations that are exempt under Code section 501(c)(3).

SECTION 10.05. Procedure. If the By-Laws are silent as to any procedural aspect of any action or meeting hereunder, the procedures of the latest edition of Roberts Rules of Order shall control such procedure.

181.0206 Bylaws.

- (1) INITIAL BYLAWS. The incorporators, members or board of a corporation shall adopt the initial bylaws for the corporation.
- (2) SUBSEQUENT ADOPTION, AMENDMENT AND REPEAL. After the adoption of the initial bylaws under sub. (1), bylaws may be adopted either by the members or the board, but no bylaw adopted by the members shall be amended or repealed by the directors, unless the bylaws adopted by the members shall have conferred such authority upon the directors. Any bylaw adopted by the board is subject to amendment or repeal by the members as well as by the directors.
- (3) CONTENT OF BYLAWS. The bylaws of a corporation may contain any provision for regulating and managing the affairs of the corporation that is not inconsistent with its articles of incorporation or with the laws of this state.

181.0141 Notice.

- (1) APPLICABILITY. This section applies to notice that is required under this chapter and that is made subject to this section by express reference to this section.
- (2) WHEN NOTICE MUST BE WRITTEN.
 - (a) A person shall give notice in writing, except as provided in par. (b).
 - (b) A person may give oral notice if oral notice is permitted by the articles of incorporation or bylaws and not otherwise prohibited by this chapter.
- (3) METHOD OF COMMUNICATION. Unless otherwise provided in the articles of incorporation or bylaws, notice may be communicated in person, by telephone, telegraph, teletype, facsimile or other form of wire or wireless communication, or by mail or private carrier, and, if these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication.
- (4) ADDRESS TO BE USED. Written notice to a domestic corporation or a foreign corporation authorized to transact business in this state may be addressed to its registered agent at its registered office or to the domestic corporation or foreign corporation at its principal office. With respect to a foreign corporation that has not yet filed an annual report under s. [181.1622](#), the address of the foreign corporation's principal office may be determined from its application for a certificate of authority.
- (5) WHEN NOTICE EFFECTIVE.
 - (a) Except as provided in par. (b) and ss. [181.0807 \(2\)](#) and [181.0843 \(1\)](#), written notice is effective at the earliest of the following:
 1. When received.
 2. Five days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed.
 3. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.
 4. On the effective date specified in the articles of incorporation or bylaws.
 - (b) Written notice by a domestic corporation or foreign corporation to its member is effective when mailed and may be addressed to the member's address shown in the domestic corporation's or foreign corporation's current record of members.
 - (c) Oral notice is effective when communicated.

History: [1997 a. 79](#).

RIGHT TO VOTE BY PROXY. Unless the articles of incorporation or bylaws prohibit or limit proxy voting, a member may appoint a proxy to vote or otherwise act for the member by signing an appointment form either personally or by an attorney-in-fact.

- (2) WHEN EFFECTIVE. An appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is valid for 11 months unless a different period is expressly provided in the appointment form.
- (3) EFFECT OF DEATH OR INCAPACITY. The death or incapacity of the member appointing a proxy does not affect the right of the corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment.
- (4) REVOCABILITY. An appointment of a proxy is revocable by the member unless the appointment form conspicuously states that it is irrevocable.
- (5) METHODS OF REVOCATION. Appointment of a proxy is revoked by the person appointing the proxy in any of the following ways:
 - (a) Attending any meeting and voting in person.
 - (b) Signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.
- (6) ACCEPTANCE BY CORPORATION. Subject to s. [181.0727](#) and any express limitation on the proxy's authority appearing on the face of the appointment form, a corporation is entitled to accept the proxy's vote or other action as that of the member making the appointment.

History: [1997 a. 79](#).