

BYLAWS
OF
LA CROSSE MEDICAL HEALTH SCIENCE CONSORTIUM, INC.

Article I

Purposes of Corporation

The purposes of this corporation shall be as set forth in the Articles of Incorporation of the Corporation. These Bylaws specify various matters affecting the operations and governance of the Corporation.

Article II

Directors

Section 1. Powers. Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors.

Section 2a. Number; Appointment; Term, Specific Powers. The number of voting Directors of this corporation shall be at least ten (10), but no greater than nineteen (19). Two directors shall be appointed from each of the following Founding Organizations:

Board of Regents of the University of Wisconsin System d/b/a the University of
Wisconsin – La Crosse (UWL)
Western Technical College (WTC)
Viterbo University (VU)
Mayo Clinic Health System - Franciscan Healthcare (MCHS)
Gundersen Health System (GHS)

Appointment. The directors appointed by UWL, WTC, VU, MCHS and GHS are hereby designated Founding Organization Directors. The Founding Organization Directors shall, by a majority vote of the Founding Organization Directors, appoint additional Directors from time to time. The additional Directors shall be appointed following nominations from entities or corporations that the Founding Organization Directors have determined to have compatible corporate purposes and missions to those of the Corporation.

Term. Each Organization Director will serve until his or her successor shall have been elected or until his or her death, resignation or removal.

Specific Powers. The following powers of the Board of Directors are reserved solely for the Founding Organization Directors. The non-Founding Organization Directors, if any, shall have no vote in the following:

- i. Operation and management of the original facility;
- ii. Sub-leasing or sub-licensing of the original facility, including management of income from such sub-tenants or licensees;

- iii. Alteration, maintenance and repair of the original facility as necessary;
- iv. Authority to develop and approve the annual operating budget;
- v. Authority to incur debt on behalf of the Corporation.

Section 2b. Votes. Each Director shall have one vote on any matter before the Board, except as defined in 2a.

Section 3. Resignation. A Director may resign at any time by giving written notice to the Secretary or President of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein, or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. A Founding Organization Director may be removed from office by the action of the appointing corporation whenever, in its judgment, the best interests of the Corporation will be served thereby, without prejudice to the contract rights, if any, of the Director so removed. The additional Directors may be removed from office by the action of the Founding Organization Directors acting pursuant to a majority vote. Notice of removal must be in writing to the Secretary of the Corporation, who shall advise the Corporation of such resignation.

Section 5. Vacancies. A vacancy in the Board of Directors position held by a Founding Organization Director occurring for any reason may be filled by the appointing corporation. A vacancy in a Board position held by additional Directors occurring for any reason may be filled by the Founding Organization Directors acting pursuant to a majority vote.

Section 6. Meetings.

a. Annual Meeting. A regular annual meeting of the Board of Directors shall be held each year during the month of June.

b. Other Regular Meetings. Other regular meetings of the Board of Directors of the Corporation may be held with or without notice at such regularly recurring time and place as the Board of Directors may designate.

c. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President of the Corporation or a majority of the Directors in office.

Section 7. Notices. With the exception of regular meetings as set forth in Section 6b above of this Article, notice of any meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting, shall be given to each Director by delivering notice at least seven (7) days before the time set for such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of such notice of such meeting.

Section 8. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting by written action signed by two-thirds of the Directors then in office; "written action" includes electronic communication such as email. A consent without a meeting under this section shall have the same force and effect as a vote of the Board of Directors taken at a meeting, provided all Directors receive notice of the text of the written consent and of its effective date and time. A Director who does not sign or consent to the action taken by written consent is not liable for the action.

Section 9. Quorum. A voting majority of the Directors fixed pursuant to the Articles of Incorporation or these Bylaws shall constitute a quorum for the transaction of business. The act of the voting majority of the Directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the act of a greater proportion is required by law, the Articles of Incorporation or these Bylaws. However, if fewer than 2/3 of the voting Directors are present, and the vote is not unanimous, then an electronic vote will be obtained from the absent members to ensure it is the will of the majority of the board.

Section 10. Organization. The President of the Corporation or, in the absence of the President, the Vice President or chairman chosen by a majority of the Directors present, shall act as chairman at any meeting of the Board of Directors. The Secretary of the Corporation, or in the absence of the Secretary any person appointed by the chairman of the meeting, shall act as secretary of the meeting.

Section 11. Compensation. No Director shall receive compensation for service as a Director but Directors may receive reimbursement for reasonable expenses in attending any meeting of the Board of Directors or in otherwise fulfilling their duties as Directors hereunder. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity, or receiving reasonable compensation therefore.

Section 12. Director Conflicts of Interest. No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association, or entity for which one of this Corporation's Directors serves as an officer or director, or with which, such Director has a direct or indirect compensation arrangement, shall be void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Corporation's Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

- a. the fact of such relationship or interest is disclosed or known to the Corporation's Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or
- b. the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- c. the contract or transaction is fair and reasonable to the Corporation.

Directors with a potential conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves or ratifies such contract or transaction. The Corporation's Board of Directors may adopt such other further conflict of interest policies and procedures as may be necessary to assure compliance with applicable laws.

Directors who have disclosed a potential conflict of interest will abstain from any vote related to the disclosed conflict.

Article III

Officers

Section 1. Officers. The Corporation shall have a President, a Vice President/Secretary, a Treasurer and such other officers as the Board of Directors may from time to time elect. Any two or

more of said offices may be held by the same person, except that the offices of President and Vice President may not be held by the same person. The Vice President and Secretary shall be the same person. Two or more officer positions may not be held by Directors from the same organization. Officer positions are elected at the annual meeting.

Section 2. Election. The officers of the Corporation shall be elected by the Board of Directors at its annual meeting, and each officer shall hold office until such officer's successor shall have been duly elected and qualified, or until such officer's death, resignation or removal. The President can serve no more than three consecutive years. The Board desires a rotation of the office of President from within the Founding Organizations.

Section 3. Resignation. Any officer may resign at any time by giving written notice to an officer or staff of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, then upon receipt of the resignation.

Section 4. Removal. Any officer may be removed from office by the action of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, without prejudice to the contract rights, if any, of the officer so removed.

Section 5. Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by the Board of Directors.

Section 6. President. The President shall chair meetings and shall otherwise perform functions appropriate to the office or delegated by these Bylaws or the Board of Directors.

Section 7. Vice President/Secretary. The Vice President/Secretary shall serve in the absence of the President of the Corporation. Either the President or Vice President/Secretary may sign and execute, in the name of the Corporation, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation; provided, that neither the President or Vice President/Secretary nor any other officer may sign any deed or instrument of conveyance or endorse any security or execute any checks, drafts, or other orders for payment of money, notes, acceptances, or other evidence of indebtedness without the specific authority of the Board of Directors. The Vice President/Secretary shall send or have sent appropriate notices, prepare or have prepared agenda for minutes of all meetings of the Board of Directors of the Corporation and shall act as custodian of all records and reports.

Section 8. Treasurer. The Treasurer shall have responsibility for the funds of the Corporation and shall render or cause to be rendered interim and year-end statements of the financial condition of the Corporation.

Section 9. Compensation. No officer shall receive compensation for services as an officer but Officers may receive reimbursement of reasonable expenses in fulfilling their duties as Officer hereunder.

Article IV

Committees

The Board can establish such permanent and special committees as it deems appropriate.

Article V

Miscellaneous

Section 1. Instruments; Bank Accounts; Checks and Drafts; Loans; Securities. The Board of Directors shall establish policies and procedures with respect to the execution of instruments, deposits to and withdrawals from checking and other banking accounts, loans or borrowings by the Corporation and sales of securities.

Notwithstanding the foregoing, no loans may be made to any officer or Director, directly or indirectly.

Section 2. Fiscal Year. The fiscal year of the Corporation shall end on such date as shall be established by the Board of Directors.

Section 3. No Corporate Seal. The Corporation shall have no seal.

Article VI

Indemnification

Section 1. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by Sections 181.0872 and 181.0670, 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 incurred by them, and advance any and all reasonable expenses as incurred by them, in any proceeding to which any Director or Officer is a party because they are a Director or Officer of the Corporation. The Corporation shall indemnify its employees and authorized agent, 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 to which such person may be entitled under any written agreement, board resolution, the Statute or otherwise. The Corporation may, but shall not be required to, supplement the right to indemnification against liability and advancement of expenses under Section 1 by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this Section 1. All capitalized terms used in this Article VI and not otherwise defined herein shall have the meaning set forth in Section 181.0872 of the Statute. In the event that an Officer or Director is entitled to indemnification, pursuant to this Article VI, the insurance coverage available as well as the assets of the corporation shall be exhausted prior to any assets of the officer or director being used.

Section 2. Private Foundation Limitations. Notwithstanding the foregoing, no indemnification will be permitted to the extent such indemnification would constitute an act of "self-dealing" or is otherwise subject to excise taxes under Chapter 42 of the United States Revenue Code of 1986, as amended, or any successor provisions thereto, or prohibited under Section 181.0320 of the Wisconsin Statutes or any successor provisions thereto.

Article VII

Non-Discrimination

The services and activities of this Corporation shall at all times be conducted in an environment free from discrimination based on race, color, creed, religion, age, sexual orientation, gender, identity or expression, national origin, ethnicity, ancestry, disability, pregnancy, marital or parental status, or any other category protected by law, including physical condition or developmental disability.

Article VIII

Amendment

The Bylaws of this Corporation may be amended, restated or repealed by two-thirds majority of the Founding Organization Directors.

June 5, 2007 Conflict of Interest updated – approved by LMHSC Board of Directors

December 3, 2013 Updated – approved by LMHSC Board of Directors

December 4, 2018 Updated – approved by LMHSC Board of Directors

March 31, 2020 Updated (effective 4/15/20) – approved by LMHSC Board of Directors

March 29, 2022 Updated – approved by LMHSC Board of Directors