

**SECOND AMENDED AND RESTATED BYLAWS OF  
MY CHOICE FAMILY CARE WISCONSIN, INC.**

**ARTICLE 1.**

**THE CORPORATION**

**1.01 Responsibilities.** My Choice Family Care Wisconsin, Inc. (the “**Corporation**”) is a nonstock corporation organized pursuant to Chapter 181 of the Wisconsin Statutes. It is the responsibility of the Corporation to carry out its corporate purposes in a manner that is consistent with the Corporation’s Articles of Incorporation, as amended (the “**Articles of Incorporation**”).

**1.02 Purposes.** The Corporation is organized as a nonstock corporation under Chapter 181 of the Wisconsin statutes. The Corporation is organized and shall at all times be operated on a not-for-profit basis and exclusively for the charitable, scientific, literary, and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law (“**IRC**”), and the regulations. Without limiting the generality of the forgoing, the purposes of the Corporation shall include any or all of the following: (a) providing family care benefits as successor to the My Choice Family Care operated by Milwaukee County Wisconsin; (b) facilitating any successor program thereto; (c) providing integrated care benefit packages relating to management of long-term care supports and services, acute and primary health services and behavioral health services, including through Medicare, SSI, and BadgerCare Plus; and (d) conducting all lawful activities in connection with these purposes, provided however, such activities are in furtherance of the Corporation’s status as an organization described in Section 501(c)(3) of the IRC.

**1.03 Corporate Offices.** The Corporation shall have and continuously maintain in the State of Wisconsin a registered office and a registered agent, with addresses set forth in the Articles of Incorporation. The Corporation may have such other offices within or without the State of Wisconsin as the Board of Directors may from time to time determine.

**1.04 Operations of the Corporation.** The operations of the Corporation shall be carried on within the State of Wisconsin by application of corporate funds within the purposes for which the Corporation was organized as set forth in the Articles of Incorporation. The Corporation shall be supervised as set forth in the Articles of Incorporation and these Bylaws, as amended (the “**Bylaws**”).

**ARTICLE 2.**

**MEMBERS**

The Corporation shall have no members and shall be managed by its Board of Directors as set forth in Article 3 of these Bylaws.

## **ARTICLE 3.**

### **BOARD OF DIRECTORS**

#### **3.01 General Powers.**

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

#### **3.02 Number; Term; Selection; Removal.**

The number of Directors of the Corporation shall be any number that is not less than five (5) or more than eleven (11). Each of the Directors shall be a voting Director.

(a) Appointment. The Directors as of the effective date of these Bylaws and the terms of such Directors shall be as set forth in the attached Exhibit A. The Board of Directors shall nominate and elect subsequent directors satisfying the criteria of Sections 3.02 through 3.04.

(b) Term. Other than shorter terms for appointments under these Bylaws, Directors shall serve for a term of three years, unless a Director resigns, is removed by the Board of Directors, or otherwise becomes unable to serve.

(c) Removal. A Director may be removed from office with or without cause by the vote of six out of the ten other Directors (or 60% of the other Directors, whichever is greater) then serving on the Board of Directors (“**Remaining Supermajority Vote**”), either at a regular meeting or at any special meeting called for that purpose.

#### **3.03 Vacancies.**

Except as otherwise provided herein, any vacancy (except for a Director serving ex-officio) occurring in the Board of Directors may be filled by a Remaining Supermajority Vote, electing a person to serve as a Director for the remaining balance of the term being vacated.

#### **3.04 Qualifications.**

All members of the Board of Directors shall be residents of the State of Wisconsin at all times during their terms of service as Directors. At least one Director shall be appointed from among the client group or groups whom the Corporation is contracted to serve or those clients’ family members, guardians, or other advocates. No Director shall be a person who is a compensated executive or manager of the Corporation.

#### **3.05 Responsibilities of Directors.**

The business of the Corporation shall be managed by its Board of Directors. In addition to the functions provided in the Wisconsin Statutes, the functions and responsibilities of the Board of Directors of the Corporation shall include the following:

(a) Supporting Organization. The Directors shall engage in activities in furtherance and support of the charitable, scientific, literary, and educational purposes of the Corporation.

(b) Ethics Policy. All members of the Board of Directors shall comply with the ethics provisions in Article 7, below, and Section 181.0831 of the Wisconsin Statutes, or any similar successor provision thereto.

### **3.06 Annual Meeting.**

The Annual Meeting of the Board of Directors shall be held immediately before or immediately after the second regular meeting of the Board of Directors of each year at the Corporation's principal offices, or such other time and place fixed by the Board of Directors.

### **3.07 Regular Meetings.**

Regular Meetings of the Board of Directors shall be held at such times and places fixed by the Board of Directors, pursuant to prior notice or by resolution adopted at a prior meeting of the Board of Directors in accordance with the provisions of Section 3.09. The Board will have no fewer than four (4) meetings per year, including the annual meeting but not including any special meeting. The Board of Directors may consider and act upon any business of the Board of Directors which may come before the meeting.

### **3.08 Special Meetings.**

Special Meetings of the Board of Directors may be called by or at the request of the Chair of the Board or any two Directors. The person or persons authorized to call Special Meetings of the Board of Directors may fix the time and place, within the State of Wisconsin, as the time and place for holding any Special Meeting of the Board of Directors called by them, pursuant to prior notice or by resolution adopted at a prior meeting of the Board of Directors in accordance with the provisions of Section 3.09. No business except that specified in the notice of the meeting shall be transacted at any special meeting, except on waiver of all of the Directors in writing.

### **3.09 Notice.**

Notice to Directors shall be given prior to each meeting, either personally, by written notice delivered personally, mailed to each Director at his or her business address, or by e-mail to the address on file with the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed to be delivered when the e-mail is delivered. Notice by mail shall be provided seven (7) days prior to the meeting. Personal or e-mail notice shall be provided three (3) days prior to the meeting. Whenever any notice is required to be given to any Director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of any law, a waiver thereof in writing, signed at any time, whether before or after the time of the 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 thereat to the transaction of any business because the meeting has not been lawfully called or convened.

### **3.10 Quorum.**

Except as otherwise set forth under the provisions of Chapter 181 of the Wisconsin Statutes, by the Articles of Incorporation, or these Bylaws, a majority of the Directors then serving on the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. For avoidance of doubt, transaction of business at any meeting of the Board of Directors where a quorum is present is subject to Remaining Supermajority and Supermajority requirements where applicable as set forth in these Bylaws. Although less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice, but a quorum shall be required for the transaction of other business.

### **3.11 Telephonic Participation in Meetings.**

Unless the Chair of the Board shall stipulate otherwise, Directors and committee members may participate in any regular or special meeting of the Board and in any meeting of a committee of the Board by any means of communications by which either (a) all participating Directors may simultaneously hear each other during the meeting or (b) all communications during the meeting are immediately transmitted to each participant and each participant is able to immediately send messages to all other participants. If a meeting is conducted by one of the foregoing means, all participants must be informed that a meeting is taking place at which official business may be transacted and each participant in such a meeting shall be deemed present in person at such meeting.

### **3.12 Action without a Meeting.**

As provided in Section 181.0821 of the Wisconsin Statutes, any actions required or permitted by the Articles of Incorporation, these Bylaws or any provisions of Chapter 181 of the Wisconsin Statutes to be taken at a meeting of the Board of Directors may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by at least two-thirds of the Directors then serving on the Board of Directors.

### **3.13 Voting.**

Each Director is entitled to cast one vote on all matters presented to the Board of Directors. The vote of a 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 or number is required by the Wisconsin Nonstock Corporation Law, the Articles of Incorporation or these Bylaws. Voting by proxy is not permitted.

### **3.14 Committees.**

(a) The Board of Directors may, by resolution adopted by a majority of the Directors then serving on the Board of Directors, designate committees of the Board with delegated authority of the Board of Directors, having such powers and duties, not

inconsistent with 3.14(d) or any existing delegation of powers to a committee of directors, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution. Each such Committee shall consist of at least three (3) Directors.

(b) The Board of Directors by resolution may create advisory committees with no delegated authority of the Board of Directors, having such duties, not inconsistent with any existing delegation to a committee, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution.

(c) The Chair of the Board, Secretary, and Treasurer shall comprise the Executive Committee. The Executive Committee shall have and may exercise, when the Board of Directors is not in session and subject to Section 3.14(d), all of the powers of the Board of Directors in the management of the business and affairs of the Corporation.

(d) No committee of Directors shall be empowered to act in lieu of the entire Board of Directors in respect to: (i) powers reserved by the Board of Directors to itself, (ii) apportionment or distribution of proceeds, (iii) election of Officers, (iv) the filling of vacancies on the Board of Directors, or (v) amendments to the Bylaws. The Board of Directors may elect Directors to serve as alternate members of any committee. Each committee shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board of Directors, and shall make such reports to the Board of Directors of its activities as the Board may request. The Board of Directors may, by resolution, dissolve any committee other than the Executive Committee.

### **3.15 Compensation.**

Directors shall receive no salaries for their services but, by resolution of the Board, may receive an amount sufficient to defray expenses incurred in performance of such services as may be required of them by the Board.

## **ARTICLE 4.**

### **OFFICERS**

#### **4.01 Number.**

The principal Officers of the Corporation shall be a Chair of the Board, a Vice Chair, a Secretary, a Treasurer, and a Chief Executive Officer. The Chair, Vice Chair, Secretary, Treasurer and assistant/vice Officers as may be deemed necessary may be elected or appointed by the Board of Directors in accordance with Section 4.02. The Chief Executive Officer is appointed and subject to the Board of Directors' authority as set forth in Section 4.07. Any two (2) or more offices may be held by the same person, except the offices of Chair of the Board and Secretary or the offices of Chair of the Board and Vice Chair. The principal Officers other than the Chief Executive Officer shall be elected from among the members of the Board of Directors.

#### **4.02 Election and Term of Office.**

The Chair, Vice Chair, Secretary and Treasurer shall be elected by a majority of the Board of Directors at the annual meeting of the Directors. If the election of such Officers is not held at the annual meeting, such election shall be held as soon thereafter as conveniently may be held. The Chair, Vice Chair, Secretary and Treasurer shall hold office for a term of one (1) year, commencing on the day of his or her election, or until his or her successor shall have been duly elected and shall have qualified, or until his or her death, resignation or removal from office in the manner hereinafter provided.

#### **4.03 Resignation.**

An Officer may resign at any time by giving written notice to the Secretary 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. Unless otherwise specified therein, acceptance of such resignation is not necessary to make it effective.

#### **4.04 Removal.**

Except for the Chief Executive Officer, any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby.

#### **4.05 Vacancies.**

Except for the Chief Executive Officer, a vacancy in any principal elective office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

#### **4.06 Chair and Vice Chair of the Board.**

Under the direction of the Board of Directors, the Chair of the Board shall have general charge of the governance of the Corporation and shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time. The Vice Chair shall have the general duties of the Chair when the Chair is unavailable or otherwise unable to perform and as delegated by the Chair.

#### **4.07 Chief Executive Officer.**

The Chief Executive Officer shall be appointed pursuant to a vote of seven out of the eleven Directors (or 60% of the Directors, whichever is greater) then serving on the Board of Directors (a “**Supermajority Vote**”). The Chief Executive Officer shall, subject to the direction of the Board of Directors, manage the regular business of the Corporation and have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, contracts, leases, reports and all 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, except as otherwise provided by law. The Chief Executive Officer may only be removed

pursuant to a Supermajority Vote, whenever the best interests of the Corporation will be served thereby.

#### **4.08 Treasurer.**

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the Corporation, and for moneys due and payable to the Corporation from any source whatsoever, including the deposit of such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair of the Board or by the Board of Directors.

#### **4.09 Secretary.**

The Secretary shall oversee: (a) the keeping of minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) custodianship of the Corporation records; (c) preparation and service of all notices of meetings required to be served under these Bylaws; (d) the countersignature on behalf of the Corporation of all documents executed by the Corporation that require the same; and (e) shall 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 Chair of the Board or by the Board of Directors.

#### **4.10 Compensation.**

The Chair, Vice Chair, Secretary and Treasurer shall not be compensated for serving but may be reimbursed for expenses incurred.

### **ARTICLE 5.**

#### **FISCAL MATTERS AND CONTRACTS**

##### **5.01 Contracts.**

The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances.

##### **5.02 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.

**5.03 Checks, Drafts, Wire Transfers, etc.**

All checks, drafts, wire transfers 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.

**5.04 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 the Board of Directors.

**5.05 Maintenance of Records.**

The Corporation shall keep correct and complete books and records of account and of the activities of the Corporation. Such records shall be open to inspection upon the demand of any Director.

**ARTICLE 6.**

**INDEMNIFICATION**

**6.01 Indemnification for Successful Defense.**

Within 20 days after receipt of a written request pursuant to Section 6.03, the Corporation shall indemnify a Director or Officer, to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the Director or Officer was a party because he or she is a Director or Officer of the Corporation.

**6.02 Other Indemnification.**

(a) In cases not included under Section 6.01, the Corporation shall indemnify a Director or Officer against all liabilities and expenses incurred by the Director or Officer in a proceeding to which the Director or Officer was a party because he or she is a Director or Officer of the Corporation, unless liability was incurred because the Director or Officer breached or failed to perform a duty he or she owes to the Corporation and the breach or failure to perform constitutes any of the following:

(i) A willful failure to deal fairly with the Corporation or its members, if any, in connection with a matter in which the Director or Officer has 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.

(iv) Willful misconduct.

(b) Determination of whether indemnification is required under this Section shall be made pursuant to Section 6.05.

(c) 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 Section.

### **6.03 Written Request.**

A Director or Officer who seeks indemnification under Section 6.01 or Section 6.02 shall make a written request to the Corporation.

### **6.04 Non-duplication.**

The Corporation shall not indemnify a Director or Officer under Section 6.01 or Section 6.0 if the Director or Officer has previously received indemnification or allowance of expenses from any person, including the Corporation, in connection with the same proceeding. However, the Director or Officer has no duty to look to any other person for indemnification.

### **6.05 Determination of Right to Indemnification.**

(a) Unless otherwise provided by the Articles of Incorporation or by written agreement between the Director or Officer and the Corporation, the Director or Officer seeking indemnification under Section 6.02 shall select one of the following means for determining his or her right to indemnification:

(i) By a majority vote of a quorum of the Board of Directors consisting of Directors not at the time parties to the same or related proceedings. If a quorum of disinterested Directors cannot be obtained, by majority vote of a committee duly 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.

(ii) By independent legal counsel selected by a quorum of the Board of Directors or its committee in the manner prescribed in paragraph (i) of this subsection 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.

(iii) By a panel of three arbitrators consisting of one arbitrator selected by those Directors entitled under paragraph (ii) of this subsection to select

independent legal counsel, one arbitrator selected by the Director or Officer seeking indemnification and one arbitrator selected by the two arbitrators previously selected.

(iv) By a court under Section 6.08.

(v) By any other method provided for in any additional right to indemnification permitted under Section 6.07.

(b) In any determination under Section 6.05(a), the burden of proof is on the Corporation to prove by clear and convincing evidence that indemnification under Section 6.02 should not be allowed.

(c) A written determination as to a Director's or Officer's indemnification under Section 6.02 shall be submitted to both the Corporation and the Director or Officer within 60 days of the selection made under Section 6.05(a).

(d) If it is determined that indemnification is required under Section 6.02, the Corporation shall pay all liabilities and expenses not prohibited by Section 6.04 within 10 days after receipt of the written determination under Section 6.05(c). The Corporation shall also pay all expenses incurred by the Director or Officer in the determination process under Section 6.05(a).

#### **6.06 Advance Expenses.**

Within 10 days after receipt of a written request by a Director or Officer who is a party to a proceeding, 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) A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the Corporation.

(b) A written undertaking, executed personally or on his or her behalf, to repay the allowance to the extent that it is ultimately determined under Section 6.05 that indemnification under Section 6.02 is not required and that indemnification is not ordered by a court under Section 6.08(b)(ii). The undertaking under this subsection 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.

#### **6.07 Nonexclusivity.**

(a) Except as provided in Section 6.07(b), Sections 6.01, 6.02 and 6.06 do not preclude any additional right to indemnification or allowance of expenses that a Director or Officer may have under any of the following:

(i) The Articles of Incorporation.

(ii) A written agreement between the Director or Officer and the Corporation.

(iii) A resolution of the Board of Directors.

(b) Regardless of the existence of an additional right under Section 6.07(a), the Corporation shall not indemnify a Director or Officer, or permit a Director or Officer to retain any allowance of expenses 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 6.02(a). 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 subsection.

(c) Sections 6.01 to 6.11 do not affect the Corporation's power to pay or reimburse expenses incurred by a Director or Officer in any of the following circumstances:

(i) As a witness in a proceeding to which he or she is not a party.

(ii) As a plaintiff or petitioner in a proceeding because he or she is or was an employee, agent, Director or Officer of the Corporation.

#### **6.08 Court-Ordered Indemnification.**

(a) Except as provided otherwise by written agreement between the Director or Officer and the Corporation, a Director or Officer who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. Application may be made for an initial determination by the court under Section 6.05(a)(iv) or for review by the court of an adverse determination under Sections 6.05(a)(i), (ii), (iii), (iv), or (v). After receipt of an application, the court shall give any notice it considers necessary.

(b) The court shall order indemnification if it determines any of the following:

(i) That the Director or Officer is entitled to indemnification under Section 6.01 or Section 6.02.

(ii) That the Director or Officer is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, regardless of whether indemnification is required under Section 6.02.

(c) If the court determines under Section 6.08(b) that the Director or Officer is entitled to indemnification, the Corporation shall pay the Director's or Officer's expenses incurred to obtain the court-ordered indemnification.

## **6.09 Indemnification of Employees or Agents.**

The Corporation may indemnify and allow reasonable expenses of an employee or agent who is not a Director or Officer by general or specific action of the Board of Directors or by contract.

## **6.10 Insurance.**

The Corporation may purchase and maintain insurance on behalf of an individual who is an employee, agent, Director or Officer of the Corporation against liability asserted against or incurred by the individual in his or her capacity as an employee, agent, Director or Officer, regardless of whether the Corporation is required or authorized to indemnify or allow expenses to the individual against the same liability under Sections 6.01, 6.02, 6.06 and 6.09.

## **6.11 Definitions Applicable to This Article.**

(a) “**Affiliate**” shall include, without limitation, any corporation, partnership, joint venture, employee benefit plan, trust or other enterprise that directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the Corporation.

(b) “**Corporation**” means this Corporation and any domestic or foreign predecessor of this Corporation where the predecessor Corporation’s existence ceased upon the consummation of a merger or other transaction.

(c) “**Director or Officer**” means any of the following:

(i) A natural person who is or was a director or officer of this Corporation.

(ii) A natural person who, while a director or officer of this 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 an association, partnership, joint venture, trust or other enterprise.

(iii) A natural person who, while a director or officer of this 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 an association, partnership, joint venture, trust or other enterprise.

(iv) A natural person who, while a director or officer of this 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.

(v) A natural person who is or was the chief executive, managerial employee of a Corporation, regardless of the person’s title.

(vi) Unless the context requires otherwise, the estate or personal representative of a director or officer.

For purposes of this Article, it shall be conclusively presumed that any Director or Officer serving as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of an Affiliate shall be so serving at the request of the Corporation.

(d) “**Expenses**” include fees, costs, charges, disbursements, attorney fees and other expenses incurred in connection with a proceeding.

(e) “**Liability**” includes the obligation to pay a judgment, settlement, forfeiture or fine, including an excise tax assessed with respect to an employee benefit plan, plus costs, fees, and surcharges imposed under Chapter 814 of the Wisconsin Statutes, and reasonable expenses.

(f) “**Party**” includes a natural person who was or is, or who is threatened to be made, a named defendant or respondent in a proceeding.

(g) “**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 and which is brought by or in the right of the Corporation or by any other person.

## ARTICLE 7.

### CODE OF ETHICS

#### 7.01 Code of Ethics.

Each Official and Representative, as defined below, owes the Corporation undivided loyalty and has an obligation, in all matters connected with his or her affiliation with the Corporation, to comply with this code of ethics. This code of ethics is intended to supplement but not replace any state and federal laws governing ethics that are applicable to nonprofit organizations.

(a) Each Official and Representative has an obligation, in all matters connected with his or her affiliation with the Corporation, to promote the best interests of the Corporation and to refrain from injuring the Corporation and its members, if any. In determining what he or she believes to be in the best interests of the Corporation, a Director or Officer may, in addition to considering the effects of any action on members, consider the effects of the action on employees, suppliers and clients of the Corporation and on communities in which the Corporation operates, and any other factors that the Director or Officer considers pertinent.

(b) Each Official and Representative has an obligation, in all matters connected with his or her affiliation with the Corporation, to act prudently and consistently with the terms of the Corporation’s governance documents and with applicable state, federal, and local laws, rules and regulations.

(c) Each Official and Representative has an obligation, in all matters connected with his or her affiliation with the Corporation, to avoid self-dealing, including use of information and opportunities obtained in the course of such affiliation for personal gain.

(d) Each Official and Representative has an obligation, in all matters connected with his or her affiliation with the Corporation, to engage in honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. The purpose of the conflicts of interest policy is to protect the Corporation's interests, including when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an Officer or Director of the Corporation or might result in a possible excess benefit transaction.

## **7.02 Definitions Applicable to this Article:**

(a) “**Official**” means any Director, principal Officer, or key employee (as determined by the Chair of the Board and the Chief Executive Officer) of the Corporation, or member of a committee of the Corporation with Board of Directors delegated powers.

(b) “**Financial Interest**” means a person has, directly or indirectly, through business, investment, or family, any of the following:

(i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

(ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. A financial interest is not necessarily a conflict of interest. Under Section 7.03(c)(i), a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

(c) “**Compensation**” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

(d) “**Disclosure Item**” means any actual or possible conflict of interest, any actual or possible self-dealing, or any actual or possible violation of this code of ethics, including any applicable Financial Interest.

(e) “**Representative**” means any Officer of the Corporation other than a principal Officer and any employee of the Corporation.

## **7.03 Procedures.**

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, any actual or possible self-dealing, or any actual or possible violation of this code

of ethics, including any applicable Financial Interest, (namely, a Disclosure Item, an Official or Representative must promptly disclose such matter; an Official must be given the opportunity to disclose all material facts to the Board of Directors or a committee designated by the Board of Directors to consider Disclosure Items; and a Representative must be given the opportunity to disclose all material facts to a designated Officer or other representative of the Corporation.

(b) Disclosure. An Official may make a presentation at the Board of Directors or committee meeting but, after the presentation, he or she shall leave the meeting during the discussion and vote on resolution of the Disclosure Item.

(c) Procedures for Addressing a Disclosure Item.

(i) After disclosure of any Financial Interest and all material facts, after any discussion with the Official, and after the Official has left the meeting while the Disclosure Item is discussed and voted upon, the Board of Directors or the designated committee shall decide if a conflict of interest, self-dealing, or violation of the code of ethics exists and, if so, how the matter shall be resolved. After disclosure of any Financial Interest and all material facts, after any discussion with the Representative, the designated officer or other representative of the Corporation shall decide if a conflict of interest, self-dealing, or violation of the code of ethics exists and, if so, how the matter shall be resolved.

(ii) The Board of Directors or the designated committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to any proposed transaction or arrangement relevant to the Disclosure Item. After exercising due diligence, the Board of Directors or the designated committee shall determine whether the Corporation can obtain with reasonable efforts a transaction or arrangement from a person or entity that would not give rise to a conflict of interest or self-dealing.

(iii) If an alternative transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest or self-dealing, the Board of Directors or the designated committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **7.04 Violations of the Code of Ethics.**

(a) If the Board of Directors or the designated committee has reasonable cause to believe an Official has failed to disclose an actual or possible violation of the code of ethics, it shall inform the Official of the basis for such belief and afford the Official an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the Official's response and after making further investigation as warranted by the circumstances, the Board of Directors or the designated

committee determines the Official has failed to disclose an actual or possible violation of the code of ethics, it shall take appropriate disciplinary and corrective action.

(c) If a designated Officer or other representative of the Corporation has reasonable cause to believe a Representative has failed to disclose an actual or possible violation of the code of ethics, it shall inform the Representative of the basis for such belief and afford the Representative an opportunity to explain the alleged failure to disclose.

(d) If, after hearing the Representative's response and after making further investigation as warranted by the circumstances, the designated Officer or other representative of the Corporation determines the Representative has failed to disclose an actual or possible violation of the code of ethics, the designated Officer or other representative of the Corporation shall take appropriate disciplinary and corrective action.

#### **7.05 Record of Proceedings.**

The minutes of the Board of Directors or the designated committee meeting shall contain:

(a) The names of the persons who disclosed a Disclosure Item or were found to have violated the code of ethics, including those with a Financial Interest in connection with an actual or possible conflict of interest; the nature of the Disclosure Item or violation of the code of ethics, including the nature of any Financial Interest; any action taken to determine whether there was a violation of the code of ethics, including whether a conflict of interest or self-dealing was present; and the Board of Director's or the designated committee's decision as to whether a violation of the code of ethics, including a conflict of interest or self-dealing, in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the Disclosure Item or the actual or possible violation of the code of ethics; the content of the discussion, including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

#### **7.06 Compensation.**

Directors are not entitled to compensation from the Corporation, but for avoidance of doubt:

(a) A Director who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Director's compensation.

(b) A Director on any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Director's compensation.

(c) No Director, including any Director on any committee whose jurisdiction includes compensation matters, who receives compensation, directly or indirectly, from the

Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **7.07 Annual Statements.**

Each Official shall annually sign a statement which affirms such person:

- (a) Has received a copy of the code of ethics,
- (b) Has read and understands the code of ethics,
- (c) Has not violated the code of ethics or, if there has been a violation, has promptly disclosed such violation,
- (d) Has agreed to comply with the code of ethics, and
- (e) Understands the Corporation is tax-exempt and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **7.08 Periodic Reviews.**

To ensure the Corporation operates in a manner consistent with tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further tax-exempt purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **7.09 Use of Outside Experts.**

When conducting the periodic reviews as provided for in Section 7.07, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

## ARTICLE 8.

### GENERAL

#### 8.01 Amendment.

The Board of Directors may from time to time, by a Supermajority Vote, restate, amend or repeal any and all of the Articles of Incorporation and/or Bylaws of this Corporation.

#### 8.02 Corporate Seal.

The Corporation shall not maintain a corporate seal.

#### 8.03 Fiscal Year.

The fiscal year of the Corporation shall be the year ending December 31.

#### 8.04 Dissolution.

The period of existence of the Corporation shall be perpetual unless sooner dissolved by action of its Board of Directors by Supermajority Vote. Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the Corporation and making any necessary filings with the Wisconsin Commissioner of Insurance and any other applicable governmental authority, dispense of all the remaining assets of the Corporation as set forth in the Articles of Incorporation.

#### 8.05 Distributions.

The Board of Directors of the Corporation may authorize the Corporation to make distributions or other payments under Sections 181.1302(3) and 181.1302(4) of the Wisconsin Statutes.

THIS IS TO CERTIFY, that I am the duly elected, qualified and acting Secretary of My Choice Family Care Wisconsin, Inc., a Wisconsin non-stock corporation, and that the foregoing Second Amended and Restated Bylaws were approved by a majority of the voting Directors at a meeting of the Board of Directors' on October 29, 2019 to be effective upon the merger with Care Wisconsin First, Inc.

IN WITNESS WHEREOF, I have hereto set my hand this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
Dr. Kenneth Byom, D.O., Secretary

**EXHIBIT A**

**DIRECTORS OF THE CORPORATION**

<b>Name</b>	<b>Title</b>
Tom Orendorff	Chair of the Board
Michael Mayo, Sr.	Vice Chair
Dr. Kenneth Byom, D.O.	Secretary
Maria Rodriguez	Treasurer
Lynda Krellwitz	Director
Arlyn Doehler	Director
Lee Seese	Director
Glenn Johnston	Director
Tom Bergerud	Director
John Hintze	Director
Katie Brietzman	Director