

*PARTNERS OF WHA is committed to advocating for the health of our communities and advancing the success of local health care volunteer organizations, through the coordination and provision of volunteer education, development resources, and leadership opportunities for health care volunteers and their organizations.*

## A Message from the Partners of WHA President

### “Little Things” Make a Difference



Jan Molaska

Recently while sitting in the surgical waiting room I noticed a poster on the wall with a quote by Martin Luther King that said, “Life’s most urgent question is “What are you doing for others?”

As I looked around the waiting room and wandered the halls of the hospital, I was able to witness, first hand, the answer to that question. Volunteers were greeting people with a smile, transporting individuals to where they needed go, and one volunteer was sitting, holding the hand and listening to an elderly woman who was alone. With the primary function of supporting patients and their families, volunteers work in roles that directly connect them to patients and influence the patient experience.

It was inspiring to watch members of our Partners organization go about providing the “little things” that make such a big difference in the lives of others.

I am extremely proud of the members of Partners of WHA. We are a strong organization with dedicated members. But, like most organizations we have challenges to address. At the spring district meetings, groups were asked to list their major challenges and how the state organization could assist them.

The main concern listed on almost all the comment cards was “leadership” and getting people to step up into leadership roles. Leadership is a very broad topic and the Partners organization is not the only group facing this challenge. In talking with presidents of neighboring states, leadership concerns seem to be the number one challenge at the local, district, and state levels. There will be a workshop at convention to address this topic. Also, members of the Strategic Planning Committee are working on a “Leadership Toolkit.” Stay tuned for more information.

Another question asked during spring tour meetings was, “Is all the information on the reporting forms really necessary?” In response to that question, some members of the Strategic Planning Committee are working on revising the forms. This is not a small task. We want to be able to collect the information we need but eliminate and streamline the reporting process. That being said, it does take time. We are anticipating that some of the revised forms could be completed in time for this year’s reporting.

*(Continued on page 2)*

## A Message from the President-Elect

### Bylaws to be Revised

Thank you for your commitment to your local organizations and Partners of WHA. I am looking forward to seeing you again at Convention!

Over the years our bylaws have been revised repeatedly, creating internal conflicts and inconsistencies with some information duplicated. As we discussed on Spring Tour, we will be voting on a new set of Bylaws in October. The document that was presented comparing the proposed bylaws to the current bylaws is included with this newsletter. Two editorial changes have been made to **Article 5 – Districts** in the proposed bylaws to eliminate the duplicate numbering and to define PPE (Public Policy Education Chair) and CHE (Community Health Education Chair) the first time the acronyms appear.

This spring, the Board made a few changes to answer concerns raised last year at convention. I think we have a better document now.

One of the changes to the proposed language was to the removal sections. The phrase “any reason, any time” was replaced with “With notice, ... Officers may be removed from office for neglect of duties, abuse of authority, or engagement in other misconduct that calls into question their fitness for office.” This is the same language that exists in *Robert’s Rules of Order*.

*(Continued on page 2)*



Peg Larson

### ***A Message from the President...continued from page 1***

Additional comments from your organizations that members of the state Board are reviewing include spring tour, convention, re-evaluating the criteria for the Best of the Best and WAVE awards, and looking at the different structures of organizations (Volunteer Advisory Council, Leadership Teams, Boards, etc.).

Please know that we are listening to you and are attempting to address the challenges your organizations are facing. But the assessments and changes cannot be completed overnight. We ask for your patience as we work to address these issues. We are always looking for constructive suggestions on how to address the concerns listed. Please, if you have any ideas, I would love to hear them. I am available through email, phone, or regular mail.

I look forward to seeing many of you at the October convention in Appleton and with gratitude for all you do!

*Jan Molaska*

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### ***A Message from the President-Elect... continued from page 1***

Another change was to the voters at the district level. It seemed that they should be parallel to those at the state level, so the CHE, PPE, and past district chair were added as District Special Voters. On Spring Tour, one person noted that we did not add "District Special Voters" to all of the district voting sections, so there will likely be an amendment brought to the Board to correct that oversight.

At one of the district meetings, an individual pointed out that there is no qualification statement for District Officers. The District Chair would need to be a member of a MEMBER from Article 6.4, but I expect the Board will recommend duplicating the language used in the state level in the Article entitled District Officers using this language – "Each District Officer shall be an individual. Officers need not be residents of the State of Wisconsin, but each Officer shall hold membership as a MEMBER of Partners."

At two of the district meetings, an individual expressed concern about voting on the document as a

whole. One of the documents available on the website compares the structure of the current and proposed bylaws. There is significant change in the order and content of the articles. The comparison document included with this newsletter and available online will assist you in comparing the current language with the proposed bylaws; however, the paragraphs and sections are not at all intended to replace in a one-for-one way. If we were to pass portions of the proposal without others, we would likely be left with an even more confusing, inconsistent document than we have now. At the Business Meeting in October, the proposed bylaws may be amended before the final vote, but the final vote will be to completely replace the current bylaws with the new set.

Also available on the website is my script from Spring Tour which gives the detailed rationale for the total rewrite of the bylaws. I hope that any concerns about the proposed bylaws will be forwarded to Jan Molaska or myself as soon as possible, so the Bylaws Committee and Board can address them at our meeting before Convention. Please remember that there is a conference call available September 5, 2019 at noon, and a workshop session on the Tuesday of Convention that will include an opportunity to ask any questions or express any concerns.

While bylaws are not the most fun topic of conversation, they are our legal charter and should reflect our values. Thank you for your participation in this process.

*Peg Larson*

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## **Jennifer Frank, You Will Be Missed!**

Saying goodbye is never easy. Saying goodbye to Jennifer Frank, who has been the liaison to the Partners of WHA, is extremely difficult.

Jennifer has been a respected and indispensable member of our Partners organization for many years. Her attendance and participation at our meetings and conferences were extremely valuable in setting the direction of Partners. Jennifer is enthusiastic, supportive, organized, and knowledgeable. Most important, she was, and will always be, a part of the "Partners" family.

On June 5, 2019 Jennifer's email stated: "I am writing today to share with you that my last day with the Wisconsin Hospital Association will be Thursday, June 20, as I have accepted the position of Wisconsin's Regional Marketing Manager with SSM Health. Unbelievably, this July would have been my 20th anniversary with WHA! While I am excited for a new challenge and to try things on the member side, I will miss my Partners of WHA friends the most, as you each have meant so much to me. Thank you for your camaraderie, collaboration, and friendship all these years."

Jennifer's resignation may have left an empty office at WHA, but her departure has left a large empty space in the hearts of Partners of WHA.

Congratulations, Jennifer, on finding a new adventure. Good luck and best wishes for your future ventures. You will be missed!

## Perceptions of Administrators

Our volunteers are a core part of the culture of our team. They are warm, kind, familiar faces for our patients, their families, our communities, and our other team members. Their commitment is an example for all of us.

While the volunteers support the efforts of our hospital by volunteering in various departments and donating funds for the purchase of much needed equipment and services, they also understand that our responsibility to those we serve does not end at our doors. One example is “The Live It!” program, a healthy lifestyle program for local youth. Our volunteers have donated \$16,000 to this effort and actively participate in the program by volunteering in classrooms at five schools each year. In addition, they have taken an active role in the opioid education effort. This has taken on many forms, including assisting at drug drops since 2008 and handing out educational information in our communities.

Our volunteers also participate in the statewide Partners of WHA. Among other things, this allows them to stay connected and informed about the importance of advocating for our community hospitals. There is no more powerful voice than an informed advocate who volunteers their time and efforts on behalf of their local hospital. Who can ignore the power of their combined voices?

*John Russell, CEO  
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## Partners Tell Their Stories

The Friends of Vernon Memorial Healthcare (VMH), Viroqua, has granted over \$36,000 to various Vernon Memorial Healthcare entities this spring. The departments that will receive financial assistance include the La Farge Obstetrics Clinic, Surgery, Health Education, Cardiac Rehab, Physical Therapy, Behavioral Health, and the VMH Foundation. The money will be used to satisfy a variety of patient and equipment needs that will positively affect the work performed by the departments.

Education can help strengthen any community, which is why VMH continues to place an emphasis on health education. Bettering the knowledge of not just staff but also community members who may require it in a vital situation can have unseen benefits. Jackie Krueger, a member of VMH’s Health Education Department, explained “The funds that we have received from the Friends of VMH will be used to purchase Automated External Defibrillator (AED) trainers. These trainers allow students to apply an AED while they are practicing CPR. The use of an AED has been shown to greatly increase the chance of survival in the event that someone suffers a cardiac event. Our current trainers were purchased in 2007 and have been greatly used as we teach almost 1,000 students a year how to use them. Various businesses, community members and the staff at VMH are all taught this life saving skill.”

Every department that receives money must make specific requests for the usage of the funds. This step ensures that it will satisfy urgent needs and make an immediate impact on the health care VMH provides. The VMH Friends graciously donated over \$7,000 to the Surgery department for new sterilizer pans. Corie Hall, Manager of Perioperative Services, stated, “This made a very big difference to us in how we process our instruments and the workflow that we do here. Also, over time it will be a cost saver for this department. The generosity of their donation was overwhelming to us and it’s humbling that such an amazing group is here to support our hospital.”

Kathryn Sutton-Anderson, Manager of the VMH Physical Therapy Department, reiterated, “The funds provided by the Friends in the last year have aided in the purchase of two blood pressure machines in the outpatient therapy clinic for use by both occupational and physical therapy. The latest purchase was video goggle equipment to help our vestibular therapists evaluate causes of vertigo or dizziness. The technology provided with these equipment purchases ensures that patients are getting the best care, close to home.”

Donna Nelson, VMH Development Manager, also commented on the hard work and generosity of The Friends of VMH, “Not only do the Friends of VMH hold various fundraisers to support critical hospital and clinic needs, but the members also provide priceless volunteer hours to help staff and patients,” Nelson said. The Friends participated in the VMH Foundation ASK campaign this spring by pledging funds to pay for two new hospital beds.

The Friends are a crucial resource for VMH, as demonstrated by the recent equipment acquisitions. Their actions directly support the vision of the organization and help to provide the best health care in the region.

## 2019 Convention Rapidly Approaching



As convention chair, I'm personally extending an invitation to all our "Precious Gems" to convene for our

Partners of WHA Convention, October 1-3 in Appleton at The Red Lion Paper Valley Hotel and Convention Center. Hosting this year's convention are the Lakes and Southeastern District volunteers who are working diligently to make this convention a "treasure trove" of wonderful opportunities and experiences for you, **"Volunteers, Our Precious Gems."**

A "sparkling" array of workshop topics are available Tuesday and Wednesday; keynote speaker Rob Toonkel and closing speaker Alison Starr will bring "priceless" presentations; a "polished" and engaging CEO panel has been selected, and of course opportunities to browse and visit the hospital displays, vendors, silent auction items, and participate in the various raffles will further enhance your convention time. Don't forget to sell the raffle tickets given during Spring Tour; do not mail through the U.S. Postal Service. Bring ticket stubs, unsold tickets, and money to the Raffle Committee during Convention. Replacing the wine raffle will be the "Wheel of Gems" filled with gift cards with a minimum value of \$250 at \$10 per chance - one winner takes all and **MUST BE PRESENT** to win.

Additionally, the "bejeweled" agenda includes Tuesday evening's naming of the "exquisite" W.A.V.E. award recipients, Wednesday's lunch will include the "dazzling" Best of the Best award presentation, and the "prized" recognition of Honor Points. Wednesday's dinner will explode with the "sparkled, sequined, and babbled" attire of "our precious gems," and our own Precious Gem, Ron Williams, will entertain us with his musical selections. Please note this is not necessarily formal attire—just a fun evening of creative dress.

Registration brochures were mailed mid-July.

**Reminder:** All registrations must be received **no later than Friday, September 6** and **hotel reservations deadline is September 9**. The Partners website, [www.partnersofwha.org](http://www.partnersofwha.org) will also have available the registration brochure, registration form, and hotel reservations.

I'm looking forward to seeing each of you in October during our themed convention, **"Volunteers, Our Precious Gems."**

Sharon Scott, 2019 Convention Chair  
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## Proposed Bylaws Included With this Issue of *Reaching Out*

**Participate in conference call September 5**

During the Annual Meeting at the 2019 Partners of WHA Convention in October, a new set of bylaws will be presented to replace the current bylaws in their entirety. As discussed on the Spring Tour, there are only minor changes to the substance of the bylaws. The major changes are simply to the order and format. The Partners of WHA website has the three documents that were presented on Spring Tour: the rationale for a complete revision, the comparison in structure, and a document that compares the proposed bylaws to the current language. The comparison document has been slightly revised to correct the numbering sequence and define some acronyms. In addition, there will be a conference call September 5 from noon to 1 PM, which will allow an opportunity to ask any questions that you may have.

**How do I access the conference call?** To participate in the phone conversation about the new bylaws, go to the Partners of WHA website home page. At the very top right corner, you will see a description of the call with a link to the registration site. Click on the link. It will open a registration form through Survey Monkey. That will ask for your name and an email address. It will also give you a chance to submit a question. Two days before the call, you will receive an email with the toll-free phone number to call and an access code. A few minutes before the call, follow the instructions in the email to dial in. We encourage you to get together as a group, especially to have your delegates listen to the call. The presenters will answer the submitted questions first. If time allows, you will have the opportunity to ask questions during the call. Thank you for your commitment to the future of Partners of WHA!

The **proposed** bylaws are included with this issue of *Reaching Out*, and can also be viewed on the Partners website. The **current** Bylaws are on the website also.

## New Email Address for Editor

Please change my email address to [kaylyndahl@gmail.com](mailto:kaylyndahl@gmail.com) and remove the AOL address immediately! I'll continue to get your articles, photos, newsletters, and other concerns that you normally send to me on this new email. Thanks for all your help!

Kay Lyndahl, Editor, *Reaching Out*

## HEAT Members Actively Engage in Budget Process

Governor Evers signed the state budget into law—his first biennial budget since being elected last November. WHA's advocacy efforts on the state budget began well before the official budget process was underway, and HEAT was along every step of the way. THANK YOU! Your involvement in each phase of the process helped deliver a budget bill that will improve access for vulnerable populations in every corner of Wisconsin.



Here are some examples of the grassroots advocacy activities that supported WHA's direct lobbying efforts in the capitol:

- 2,500 HEAT member emails to local legislators and Governor Evers
- Nearly 1,000 advocates from across the state attended WHA's Advocacy Day in Madison in April
- More than 500 Advocacy Day attendees met with 130 state legislators in the capitol
- Follow-up letters from Advocacy Day attendees to their legislators and the Governor
- 10 HEAT Roundtables with state legislators at a hospital in their district
- In-person testimony from hospital leaders at all four Joint Finance Committee public hearings
- Over 100 hospital leaders signed onto written budget committee testimony
- More than two dozen personalized letters sent to Governor Evers from hospital leaders in the final days as he was considering his final action

Thank you, again, for answering the call and taking the time to engage in the process. As you can see, your efforts and the efforts of HEAT collectively made a significant impact in delivering a positive budget for health care in Wisconsin.

As the state legislative session continues, we move beyond the state budget to address other priorities important to our members, such as telemedicine, team-based care, workers' compensation, transparency & surprise billing, and behavioral health. Stay tuned for more updates and opportunities to engage on these issues.

## Support Candidates Who Value Hospitals & Health Systems



Good public policy begins with electing good candidates who become good legislators and enact good public policy. That is why the Wisconsin Hospitals PAC & Conduit aggressively supports candidates who value hospitals and health systems and understand their role in the communities they serve. Whether you've never supported a political candidate with a monetary donation or you regularly make contributions, consider making your political donations through the Wisconsin Hospitals PAC or the

Wisconsin Hospitals Conduit.

To learn more, visit [www.whconduit.com](http://www.whconduit.com) or call [Kari Hofer](mailto:Kari.Hofer@whconduit.com) at 608-268-1816.

## Strategic Planning Committee Updates

At the March 2019 Strategic Planning Committee meeting, the following goals were established:

- Continuous improvement of communication within all levels of the Partners of WHA organization.
- Evaluate and improve the value of the Partners of WHA annual awards.
- Enhance leadership development and identification at the local level.
- Evaluate and improve ROI (Return on Investment) of the annual convention.

A conference call was held May 17, 2019, to finalize assignments and review goals.

All Partners of WHA forms will be reviewed and recommendations made to the Executive Committee. Forms will be revised following evaluations and recommendations. Awards will be discussed, and feedback obtained from the membership. Committee members will research what is successful for hospital groups in other states to enhance leadership development and identification. Committee members will evaluate the structure of the annual convention to determine what changes could be made, if any, to improve the convention.

To gather information from the membership, an electronic survey is being developed. A link will be posted on the website and sent to local and district leaders around August 15. We appreciate your participation in the survey.

If you have any questions, suggestions, or ideas for the Strategic Planning Committee, please contact me.

Jaci Fuller, Chair  
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# Public Policy Education Report



Bill McCullough

The following is a valid attempt to briefly put forth a number of pertinent areas of the state budget that impact health care under Assembly Bill 56 as 2019 Wisconsin Act 9 for state spending. The document was approved by the Assembly to the final budget and signed by Governor Evers on July 3, 2019. For a more in-depth review, I would refer you the actual document.

***I submit the following for your review:***

**Health Care:** In the Governor's summary comments on this issue he stated that likely 70% of Wisconsin Citizens support expanding Medicaid because they understand it will allow us to expand coverage to more than 80,000 citizens of the state, save \$324 million in state tax dollars, and bring \$1.6 billion in new federal investment into the health care system in Wisconsin. While this did not come about as he had hoped, he vowed to continue to fight for expansion. Further, the Governor proposed the legalization of marijuana and an increase in the gas tax as part of a long-term plan to pay for state roads. These measures did not make it into the final budget.

**Disproportionate Share Hospitals** are those that serve a disproportionately large number of uninsured Medicaid patients and critical care hospitals that serve Medicaid patients in rural areas. For years, Wisconsin has been at the bottom of the list as a recipient of these funds. The Budget provides \$365 million in an effort to more effectively serve this growing population of patients.

**Rural Health Care:** An increase of 9.9 million dollars has been allocated to Rural Critical Care hospitals.

## **Additional Health Care Funding:**

- \$1.7 million, over the next two years, for eight additional dementia specialists and one tribal dementia care specialist in aging & disability resource centers.
- An increase funding by 5% annually for health screening services through the Wisconsin Well Woman Program.
- Funding of \$1.5 million over the biennium for Wisconsin Veterans Home at King and the Wisconsin Veterans Home at Union Grove.
- \$30 million: the largest state grant ever to support programs for Wisconsin veterans.
- \$7.5 million budgeted to support programming to reduce homelessness across Wisconsin.

## **Dental Health:**

- \$2.5 million over two years budgeted to increase reimbursement rates for dental services provided under Medicaid, for those with intellectual or physical disabilities.
- Expands dental access and increases funding levels for the Seal-A Smile Program with \$2 million over the biennium.

Governor Evers was joined at the signing ceremony in the capitol by Democratic lawmakers, all of whom voted against the budget, stating, "It didn't do enough."

Bill McCullough, PPE Chair  
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## Nominating Committee Needs Approval at Convention

The Nominating Committee members will need to be approved at Partners Convention in October 2019. The Nominating Committee is the most important Committee in an organization because it is responsible for selecting the future leaders of the organization. What an awe-inspiring job!

Bonnie Olson, Immediate Past President, chairs the Committee along with Dorothy Revnew, Southeastern District; Ginny Bosse, Northwestern District; and Phyllis Malin, Western District, who will need to be approved by the delegates. President-Elect Peg Larson is a non-voting member of the committee.

Partners Bylaw 10.1.8 Article VIII Section 3 states the following: *No officer shall be elected without having served on the Board for one year.*

A President-Elect, Secretary, and Treasurer will be elected at Partners Convention in 2020. The form to apply for an office is available on the Partners website: [partnersofwha.org](http://partnersofwha.org). Qualified candidate nominations will be accepted until March 21, 2020. Nominations from the floor will be accepted at Partners Convention in October 2020.

Bonnie R Olson, Nominating Committee Chair  
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# Community Health Education Report



Sherry Jelic

“Social media’s effect on mental health”—this subject has no shortage of studies and opinions. Social media has certainly defined the culture of today. It gives us ways of staying connected with the world, provides an outlet for expression, and has even changed the way in which relationships are built and maintained.

Studies claim to link social media use in *some* people to increased feelings of depression, envy, lower self-esteem, and anxiety. A national survey released in March of 2019 (American Psychological Association – Journal of Abnormal Psychology 2019, Vol 128) reported that mental health issues have risen significantly over the last 10 years, and the rise of digital media may be a contributing factor.

The largest increase was in adolescents and young adults. The survey found that young people are not sleeping as much as previous generations, which may also play a role in the rise of mental health issues. This could be due to use before bed—the light delays sleep an average of 30 minutes. Studies show a positive correlation between social media use and higher levels of depression and/or anxiety in college students. Opposing studies claim it is helping people stay connected with family and friends. *How do we utilize the benefits of social media while safeguarding our mental health and emotions?*

First look at its design. The design allows users to continuously scroll through feeds, without ever having to decide whether to keep going. This can result in lengthy sessions on media, interfering with in-person communications. Users may compare themselves to their followers and friends. It could build negative perceptions about themselves based on social media interactions from others. It can contribute to a fear of missing out, and disappointment in one’s own activities and daily life. Even though social media may not be the cause of mental health issues, it could intensify symptoms.

Other studies show a positive side for those struggling. Social media can keep people in touch with others and providing an outlet for expression, it can be a source of education about mental health. It can help the person discover and access resources that the user may not be able to get in another way. It allows access to communities that provide support for mental health issues and strive to decrease its stigma. Social media can give people a platform to tell their story in an effort to destigmatize mental illness.

Social media may not be the enemy of mental and social well-being. Develop healthy habits of use. Don’t mindlessly scroll through Facebook, decrease the amount of time spent on sites, and stop comparisons. Limiting daily time on social media can lower stress, and decrease feelings of loneliness and depression. Learn to use social media for self-care and positivity. Limit where and when you use it so as not to interfere with in-person communication. Pay more attention to real-life relationships.

Getting the younger generation to ‘unplug’ may be a challenge, as technology use is our present climate. Activities that engage them face-to-face with others, encourage their own creativity, and get exercise and enough sleep, may be helpful. We can also set an example by learning to live in the moment, and not depend on our devices and apps for entertainment.

Technology is here to stay, and many say it is still in its infancy. Use can be positive, overuse can be damaging. Learn positive ways to incorporate its benefits into your life.

Sherry Jelic, CHE Chair  
608-235-9526  
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## Best of the Best Committee Judging Applicants

The Committee has the applicants for this award and are busy reading the information sent to them. A winner will be selected in the next few weeks, and the award will be presented at the state convention, Wednesday, October 2.

Thanks to all the organizations who nominated their administrator this year. Remember, if you don’t win this year, there is always next year to submit them again. This is a great way to honor your on-site administrator for all they do for your organization. Eligibility rules and procedures for the Best of the Best Award can be found on the [Partners website](#).

Good luck to all, and I hope to see you all at the 2019 Partners of WHA Convention October 1-3 in Appleton.

Arletta Trejo, Chair  
316 Park Ave., Beaver Dam, WI 53916  
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## Around the State

### Volunteer Partners of HSHS Sacred Heart Hospital, Eau Claire:

The Partners purchased a CuddleCot at the cost of almost \$4,000 for the hospital, which has been internationally recognized across the world as significantly helping parents who suffer the loss of a baby. The CuddleCot is a cool gel pad that uses distilled water and is laid under a blanket to keep a baby's body at 32 to 42 degrees for up to 96 hours in order for the grieving parents to have closure and say goodbye.

### Partners of St. Joseph's Hospital, West Bend:

No-bake cheesecakes are now available in the Well Wisher Gift Shop. What are these? Well, they are a crowd pleaser because they're easy, scrumptious, and take only minutes to make and they come in blueberry, lemon chiffon, white chocolate raspberry, and chocolate flavors.

### Partners with Marshfield Medical Center, Marshfield:

If you're looking for a good book to read, contact the gift shop of Marshfield Medical Center. Dick Lange, who is the Building Services Manager at this hospital, has written his third book of short stories, "*Contemplations Through the Fog of My Life*." Reading of these memories of bygone times, understanding how short life is, and what truly matters and what does not will keep you reading onward!

### Aspirus Wausau Hospital Volunteers, Wausau:

The Compassion Clothing Closet was created within the Aspirus Health Foundation in 2014 after a group of Aspirus caregivers recognized that patients were in need of clothing prior to discharge. Appropriate clothing items enable staff to help people maintain their dignity as they return home to heal and regain their health. And that is why the volunteers donated \$2,500 to this project!

Kay Lyndahl, Editor

*(If you don't see your hospital represented in this column, it may mean you need to send me your newsletter either by hard copy or email – some hospitals show up more frequently.)*

## Volunteer Partner Receives Award



Donella Christianson, volunteer Partner with the Partners of Our Lady of Victory Hospital, Stanley, received the Blood Program Leader of the Year Award for the Eastern District of the Red Cross, at the American Red Cross Minnesota Region Volunteer Recognition Event and annual Board

Meeting, Tuesday, June 25, 2019. The event was held at the Minnesota Landscape Arboretum in Chaska, MN. Donella was nominated for the award by her Red Cross Representative, Zachary Scott.

Donella organizes and coordinates five annual Red Cross blood drives a year, with the help of other volunteers, collecting 45 - 65 units each drive. Other responsibilities include recruiting donors, writing articles, getting calling lists ready, scheduling appointments, helping make lunch for the Red Cross staff, and being on site before, during, and after the drive.

## Reaching Out Deadlines

<u>Issue</u>	<u>Deadline</u>
November 2019	Sat., October 12, 2019
February 2020	Tues., January 14, 2020
May 2020	Sun., April 12, 2020

Partners *Reaching Out* is published four times a year by Partners of Wisconsin Hospital Association, Inc. Visit the Partners website at [www.partnersofwha.org](http://www.partnersofwha.org). Direct questions or comments to:

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**AMENDED AND RESTATED BYLAWS  
OF  
PARTNERS OF WISCONSIN HOSPITAL ASSOCIATION, INC.**

Effective October XX, 20XX

These Amended and Restated Bylaws of Partners of Wisconsin Hospital Association, Inc., were adopted to be effective the XXX day of October, 20XX (the "Effective Date"), by the affirmative vote of not less than two-thirds (2/3) of the members of the corporation having voting rights. These Amended and Restated Bylaws shall completely replace and supersede any bylaws or amendments thereto adopted prior to the Effective Date.

**1. Identification.**

**1.1 Name.** The name of this corporation is Partners of Wisconsin Hospital Association, Inc. ("Partners"). Partners is a nonprofit, nonstock corporation incorporated under Chapter 181 of the Wisconsin Statutes (the "Wisconsin Nonstock Corporation Law").

**1.2 Principal Office.** The principal office of Partners shall be in a location determined by the Board of Directors, which may be changed by the Board of Directors from time to time.

**1.3 Registered Agent and Office.** The registered office of the corporation required by the Wisconsin Nonstock Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office by the Board of Directors or by the registered agent.

**1.4 Fiscal Year.** The fiscal year of Partners shall begin on the first day of January and end on the last day of December in each year.

**2. Purpose of the Corporation.**

**2.1 Purpose.** Partners is organized to operate exclusively to further the common good and general welfare of the people of Wisconsin within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States Internal Revenue law), and more specifically:

(a) to support healthcare volunteers by providing opportunities to assemble, broaden leadership skills, and enhance knowledge; and

(b) to promote quality health for the people of Wisconsin.

**2.2 Limitations.** In addition to and in furtherance of Section 2.1:

(a) Partners shall operate without profit and shall be nonpolitical and nonsectarian.

(b) Partners activities shall be limited to those which would allow Partners to qualify and continue to qualify as an exempt corporation under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax codes. Partners shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax codes.

(c) No part of the net earnings of Partners shall inure to the benefit of, or be distributed to, its directors, officers, or any other private individual, except that the Partners shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in this Section 2.

(d) Partners shall also have such powers as are now or may hereafter be granted under the laws of the State of Wisconsin that are in furtherance of the Partners exempt purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax codes.

**3. Statement of Affiliation.** In order to accomplish the purposes set forth in Section 2 and subject to the limitations set forth in Section 2, Partners shall be affiliated with the Wisconsin Hospital Association, Inc. (the "Wisconsin Hospital Association"), and will cooperate with other organizations, as necessary.

**BYLAWS OF PARTNERS OF WISCONSIN  
HOSPITAL ASSOCIATION, INC.**

Adopted as revised by the general membership on October 9, 2013, and  
October 7, 2015, October 5, 2016.

**ARTICLE I. NAME**

This not for profit organization is incorporated under the laws of the state of Wisconsin as "Partners of Wisconsin Hospital Association, Inc., herein after referred to as "Partners".

**ARTICLE II. PURPOSE OF CORPORATION**

**Section 1.** The purposes for which Partners is organized are:

- a. to assist in the organization of local health care groups of Wisconsin.
- b. to provide an opportunity for Wisconsin Partners to assemble, broaden leadership skills, and enhance their knowledge
- c. to ensure quality volunteer services.
- d. to promote quality health care for all the people of Wisconsin through service to our health care facilities.

**Section 2.** This organization shall operate without profit and shall be nonpolitical and nonsectarian

**Section 3.** The organization's activities shall be limited to those which would allow it to qualify and continue to qualify as an exempt corporation under Section 501(C) (4) of the Internal Revenue Code of 1954 and the organization shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (C) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)

**Section 4.** The Partners shall be authorized to engage in any other activity permitted by the Articles of Incorporation, and any of the policies stated in the Bylaws shall be subject to limitations expressed in the Articles of Incorporation, and any provisions in the Bylaws shall be construed as being consistent with the Articles of Incorporation, and if such construction is not possible, they shall be considered ineffective.

**ARTICLE IV. STATEMENT OF AFFILIATION**

The Partners shall be affiliated with the Wisconsin Hospital Association, Inc. Partners will cooperate with other organizations, as deemed necessary, to accomplish its purpose.

#### 4. MEMBERS.

4.1 Eligible MEMBERS. There shall be one class of MEMBERS. Membership in Partners shall be open to all organized groups of healthcare volunteers in the State of Wisconsin.

4.2 Approval of MEMBERS. In order to become a member, an applicant that satisfies the requirements in Section 4.1 must:

- (a) submit an application for membership to the President or Secretary in writing and on forms provided by Partners;
- (b) be approved by a majority vote of the Executive Committee, which approval may be withheld in the Executive Committee's reasonable discretion; and
- (c) pay the prescribed annual dues.

For purposes of these Amended and Restated Bylaws (the "Bylaws"), an organization that satisfies the requirements of this Section 4.2 and has not been terminated, expelled, or suspended pursuant to Section 4.6 shall be referred to as a "MEMBER".

4.3 Annual Dues. Annual dues shall be proposed by the Executive Committee and approved by the Board of Directors.

4.4 Bylaws, Policies, and Procedures. All memberships shall be perpetual, unless a formal resignation is submitted or a MEMBER is suspended or expelled pursuant to Section 4.6 and shall be governed by the Bylaws, the Articles of Incorporation, applicable law, and any other policies or procedures established by the Board of Directors.

4.5 Voting Delegates. Each MEMBER shall be entitled to two (2) voting delegates (each a "Member Voting Delegate"). Each Member Voting Delegate and Special Voter (as defined in Section 10.5) shall be entitled to one (1) vote on matters in which Member Voting Delegates and Special Voters are entitled to vote.

4.6 Termination, Expulsion, or Suspension. A MEMBER may be expelled, or suspended for a specific period of time, by an affirmative vote of two-thirds (2/3) of the Board of Directors.

#### 5. Districts.

5.1 Boundaries. Partners shall be divided into districts, with boundaries determined by the Board of Directors (the "Districts").

5.2 District Meetings.

(a) Biannual Meetings. Each District shall conduct at least two (2) meetings per year, one (1) in the spring (a "Spring District Meeting") and one (1) in the fall (a "Fall District Meeting") (the Spring District Meeting and the Fall District Meeting are individually referred to as a "Biannual District Meeting" and, collectively, as the "Biannual District Meetings"). The Biannual District Meetings shall be conducted according to policies and procedures established by the Board of Directors.

(b) Special Meetings. Each District may also conduct special meetings, which shall be called, noticed, and held according to policies and procedures established by the Board of Directors.

5.3 Voting. Each Member Voting Delegate shall be entitled to one (1) vote at a Biannual Meeting or any special meeting of the District. Current Partners District Officers, Immediate Past-Chair, District Public Policy Education Chair (PPE) and District Community Health Education Chair (CHE) (collectively, the "Special Voters") shall each be entitled to one (1) vote at a Biannual Meeting or any special meeting of the District. Each Voting individual shall have one (1) vote per issue. However, if one (1) individual holds more than one (1) Voting position, that individual shall be limited to one (1) total vote per issue. In the event an office is held by two (2) or more co-chairs, that office shall still have no more than one (1) collective vote per issue.

5.4 Quorum. A majority of the Member Voting Delegates and Special Voters entitled to vote in the District, represented in person or by proxy, shall constitute a quorum at a Biannual District Meeting or any special meeting. If a quorum is present, the affirmative vote of the majority of the Member Voting Delegates and Special Voters represented at the meeting and entitled to vote on the subject matter shall be the act of the District MEMBERS unless the vote of a greater number is required by law, these Bylaws, or the Articles of Incorporation.

5.5 District Officers. Each District shall elect, by a majority vote of the Member Voting Delegates from the District, at least three (3) District officers. These officers must include one (1) district chair (a "District Chair"), and may include any combination of the following:

- (a) District Chair-Elect;
- (b) District Secretary/Treasurer; or
- (c) District Secretary and District Treasurer.

(each a "District Officer" and, collectively, the "District Officers").

5.6 Election. The District Officers shall be elected and installed at their District's Spring Meeting according to policies and procedures established

#### **ARTICLE III. MEMBERSHIP**

**Section 1.** Membership in the Partners shall be open to all organized groups of volunteers, auxiliaries, or guilds (herein after referred to Partners) in the state.

**Section 2.** Application for membership shall be made to the President or Secretary in writing on forms provided, and the applicant organization shall become a member on approval of the Executive Committee and payment of dues.

#### **ARTICLE VI. DUES (Reordered)**

**Section 1.** The annual dues shall be set by the Executive Committee and approved by the Board of Directors.

**Section 2.** Notice of dues shall be sent by the Partners Treasurer by April 15. Failure to pay within a period of sixty (60) days after this notice terminates membership in Partners, upon approval of the Executive Committee. When membership in Partners has terminated, all manuals and contents are to be returned promptly to Partners.

#### **ARTICLE V. DISTRICTS**

**Section 1.** The Partners shall be divided into Districts, whose boundaries shall be determined by Partners.

**Section 2.** Each District shall elect three (3) officers. These officers shall include a District Chairperson, Chairperson-Elect, and Secretary/Treasurer.

**Section 3.** The District Officers shall be elected and installed in their Districts for a two (2) year term at the spring District meeting prior to the state annual meeting. They shall take office at the time of election.

**Section 4.** District officers shall serve for two (2) years or until a successor has been elected. The secretary/treasurer shall not serve more than two (2) consecutive terms. 10/14

**Section 5.** The District Chairperson shall conduct two (2) meetings per year, one in the spring and one in the fall, and shall call District meetings as necessary to conduct business of their District. The Chairperson shall assist the partners in their district.

by the Board of Directors. District Officers shall take office immediately upon election.

#### 5.7 Terms.

(a) District Officers shall serve for a two (2) year term or until removed or a successor elected pursuant to Section 5.8.

(b) No District Treasurer or Secretary/Treasurer shall serve more than two (2) consecutive two (2) year terms.

5.8 Vacancy. Except for a vacancy as a result of a removal by a vote of the Member Voting Delegates pursuant to Section 5.8, in the event of a vacancy in the office of a District Officer, due to death, resignation, or otherwise, prior to the end of the District Officer's term and before a successor has been elected, the District's remaining District Officers shall convene a special meeting in person or by telephone to elect a successor by a majority vote of the District Officers. The replacement shall then serve until the end of the predecessor's two (2) year term, which partial term shall not count towards the limit in Section 5.6.

5.9 Removal. With notice, District Officers may be removed from office for neglect of duties, abuse of authority, or engagement in other misconduct that calls into question their fitness for office upon a two-thirds (2/3) vote of the Member Voting Delegates and Special Voters from the District at a Biannual District Meeting or at a special meeting called for that purpose. If a District Officer is removed by a vote of the Member Voting Delegates and Special Voters from the District, a replacement District Officer shall be elected by a majority vote of the Member Voting Delegates and Special Voters from the District. The replacement District Officer shall serve until the end of the predecessor's two (2) year term, which partial term shall not count towards the limit in Section 5.6.

5.10 Compensation. No District Officer shall receive any salary or anything of pecuniary value from Partners for performing services of a District Officer, but may be reimbursed for actual expenses incurred in connection with the District Officer's duties.

### 6. Board of Directors.

6.1 General Powers. The business and affairs of Partners, including, but not limited to, any Partners funds or other assets, shall be managed by its Board of Directors. The Board of Directors shall also act as an intermediary between the MEMBERS and the Wisconsin Hospital Association.

6.2 Members of the Board of Directors. The Board of Directors shall consist of Voting Directors and Non-Voting Directors (Voting Directors and Non-Voting Directors shall each be called a "Director" and, collectively, the "Directors").

(a) "Voting Directors" shall include the following:

- (1) President;
- (2) President-Elect;
- (3) Secretary;
- (4) Treasurer;
- (5) each District Chair;
- (6) Community Health Education Chair (CHE);
- (7) Public Policy Education Chair (PPE);
- (8) Strategic Planning Chair; and
- (9) the Immediate Past President.

Each Voting Director shall have one (1) vote per issue. However, if one (1) individual holds more than one (1) Voting Director office, that individual shall be limited to one (1) total vote per issue. In the event a District Chair office is held by two (2) or more co-chairs, that office shall still have no more than one (1) collective vote per issue.

The Community Health Education Chair, Public Policy Education Chair, and Strategic Planning Chair shall be appointed and removed at the sole discretion of the President.

(b) "Non-Voting Directors" shall be appointed and removed at the sole discretion of the President. Non-Voting Directors shall include, but not be limited to:

- (1) Convention Chair;
- (2) Wisconsin Award for Volunteer Excellence Chair (WAVE);
- (3) Best of the Best Chair;
- (4) Newsletter Editor;
- (5) Web/Resource Coordinator;
- (6) Parliamentarian; and
- (7) any Special Committee Chairs appointed pursuant to Section 9.4.

### **ARTICLE XII. BOARD OF DIRECTORS**

**The PARTNERS Board of Directors is the essential link between member organizations and the Wisconsin Hospital Association.**

**Section 1.** The Board of Directors shall consist of the following:

#### **VOTING MEMBERS**

NON-VOTING MEMBERS

#### **PRESIDENT**

CONVENTION CHAIR

#### **PRESIDENT-ELECT**

WAVE CHAIR

#### **SECRETARY**

BEST OF THE BEST CHAIR

#### **TREASURER**

PARLIAMENTARIAN

#### **DISTRICT CHAIR (1 vote per district)**

#### **COMMUNITY HEALTH EDUCATION CHAIR**

#### **PUBLIC POLICY CHAIR**

RESOURCE DIRECTOR

#### **STRATEGIC PLANNING CHAIR**

NEWSLETTER EDITOR

#### **IMMEDIATE PAST PRESIDENT**

WEB COORDINATOR

Should any member of the Board of Directors hold more than one (1) voting office, they will still be entitled to only one (1) vote per election. (10/16)

Non-Voting Directors shall serve on the Board of Directors merely in an advisory capacity and shall not have any vote. Notwithstanding any other provision in these Bylaws, Non-Voting Directors shall not have any authority except that which is delegated to them by the President.

6.3 President of the Wisconsin Hospital Association. The President of the Wisconsin Hospital Association and/or a designated representative may meet with the Board of Directors in an advisory, non-voting capacity.

6.4 Qualification. Each Director shall be an individual. Directors need not be residents of the State of Wisconsin, but each Director shall hold membership in a MEMBER of Partners.

6.5 Regular Meetings. The Board of Directors shall meet biannually (each a "Regular Meeting"). The times and places of the meetings shall be determined by a majority vote of the Executive Committee, provided that each Director shall be given notice of the time and place of each Regular Meeting no less than ten (10) days prior to the meeting. Each Regular Meeting shall be held in the State of Wisconsin.

6.6 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or by five (5) Voting Directors, provided that each Director is given notice of the time and place of the special meeting and the nature of the business to be transacted at the special meeting no less than ten (10) days prior to the special meeting. The President or Voting Directors calling the special meeting may fix the time and place of the meeting. Directors may attend any special meeting by telephone or other technology.

6.7 Notice. Whenever required by these Bylaws, notice shall be in writing and shall be deemed to have been given (a) when delivered by hand (with written confirmation of receipt); (b) when received by the addressee if sent by a nationally recognized overnight courier (receipt requested); (c) on the date sent by facsimile or e-mail or (d) on the fifth business day after the date mailed, by certified or registered mail, return receipt requested, postage prepaid.

6.8 Waiver of Notice of Meeting. Whenever any notice is required to be given to any Director, a waiver thereof in writing 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 any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects to any business brought up at the meeting because the meeting is not properly called or convened. Neither the business to be transacted at, nor the purpose of, any Regular Meeting or special meeting of the Board of Directors need be specified in the waiver of notice of such meeting.

6.9 Quorum. A majority of the Voting Directors in office immediately before any meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

6.10 Manner of Acting. If a quorum is present, the affirmative vote of the majority of the Voting Directors present at the meeting shall be the act of the Board of Directors, unless the vote of a greater number is expressly required by law, the Articles of Incorporation, or these Bylaws.

6.11 Conduct of Meetings. The President, and in the President's absence, any Director chosen by the Voting Directors present, shall call meetings of the Board of Directors to order and shall act as chair of the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the President or acting chair of the meeting may appoint any Director or other person present to act as secretary of the meeting.

6.12 Compensation. No Director shall receive any salary or anything of pecuniary value from Partners for performing services of a Director, but may be reimbursed for actual expenses incurred in connection with the Director's duties.

6.13. Contracts, Loans, Checks, and Deposits.

(a) 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 Partners, 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 Partners shall be executed in the name of Partners by the President; 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 party.

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

(c) Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of Partners, shall be signed by such Officer or Officers, agent or agents of Partners 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.

(d) Deposits. All funds of Partners not otherwise employed shall be deposited from time to time to the credit of Partners in such banks, financial institutions, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

6.14 Presumption of Assent. A Voting Director who is present at a meeting of the Board of Directors or a committee thereof of which he/she is a member

## ARTICLE XII (Continued)

**Section 2.** The President of the Wisconsin Hospital Association and/or a designated representative may meet with the Board of Directors in an advisory capacity.

**Section 3.** The Board of Directors shall have charge of the funds of the Partners and shall have the power and authority to act in accordance with the Bylaws.

**Section 4.** The Board of Directors shall meet in the spring and prior to the Partner's Annual Meeting in the fall. Time and place shall be determined by the Executive Committee.

**Section 5.** Special meetings of the Board of Directors may be called by the President and/or five (5) members of the Board, providing members are notified ten (10) days prior to such meeting.

**Section 6.** A majority of voting members of the Board of Directors shall constitute a quorum..(10/16).

**Section 7.** The President may appoint a Parliamentary Advisor.

## ARTICLE XV. EXPENSES

Expenses incurred by the Board of Directors in fulfilling their duties shall be reimbursed according to current Partners policies.

## ARTICLE VII. FUNDS

Membership fees or other funds which may be generated by activity of the Partners will be used only for the objects and purposes specified in the Bylaws or Articles. Officers of Partners may name financial institutions as depositories for such accounts. Regular books of account will be kept by the Treasurer, and the officers are authorized to employ such services as may be necessary to keep the books of Partners and prepare necessary tax returns, yearly independent review and other required documentation as a result of Partners activity.

at which action on any Partners matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of Partners immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Voting Director who voted in favor of such action.

6.15 Action Without Meeting. Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Voting Directors then in office. A Voting Director may consent in an e-mail correspondence.

6.16 Committees. The Board of Directors may create one or more committees, including, but not limited to, those described in Article 9. Committee members may include Voting Directors, Non-Voting Directors, District Officers, or any other individuals selected by the Board of Directors. Each committee shall only have the power and responsibilities expressly delegated to it by these Bylaws or the Board of Directors.

## 7. Officers.

7.1 Number and Titles. The officers of Partners shall be:

- (a) a President;
- (b) a President-Elect;
- (c) a Secretary; and
- (d) a Treasurer.

(each individually, an "Officer" and, collectively, the "Officers"). No two (2) or more officer positions may be held by the same person simultaneously.

7.2 Qualifications. No person shall be elected as an Officer without first having served on the Board of Directors for at least one (1) year.

7.3 Election of Officers.

(a) Biennial. Except as otherwise expressly provided in these Bylaws, the President-Elect, Secretary, and Treasurer shall be elected biennially at the Annual Meeting.

(b) Nomination.

(1) The Nominating Committee (i) shall publish a call for nominations for the offices of President-Elect, Secretary, and Treasurer in the Partners newsletter in November of the year preceding the election, (ii) shall publish a list that includes at least one (1) qualified candidate for each of the above offices in the Partners newsletter prior to the Annual Meeting, and (iii) shall introduce the candidates at the Annual Meeting before the voting takes place.

(2) Additional President-Elect, Secretary, and Treasurer nominations may be made from the floor at the Annual Meeting. In order to be included on the ballot, a person nominated from the floor must either:

(A) be present when the nomination is made in order to accept the nomination; or

(B) have submitted a letter of acceptance to the Nominating Committee and the nominator, which letter must be received by the Nominating Committee and the nominator prior to the nomination being made.

(c) Majority Vote. Provided there is a quorum, Officers shall be elected by a majority vote of the Member Voting Delegates and Special Voters at the Annual Meeting represented in person. If there is only one (1) nominee for an office, voting may be by motion from the floor. If there is more than one (1) nominee for an office, voting shall be by ballot.

7.4 Terms of Office.

(a) Terms. Subject to Section 7.5, terms of office shall commence on January 1<sup>st</sup> of the year following election at an Annual Meeting. Officers shall then serve for two (2) years or until a successor is elected pursuant to Section 7.5.

(b) Term Limits. Subject to Sections 7.5 and 7.6 and as otherwise expressly provided in these Bylaws:

(1) President. No person shall serve as President for more than one two (2) year term.

(2) President-Elect. No person shall serve as President-Elect for more than one two (2) year term before assuming the presidency.

(3) Secretary. There is no limit on the number of terms a person may serve as Secretary. However, no person shall serve as Secretary for more than two (2) consecutive terms.

(4) Treasurer. There is no limit on the number of terms a person may serve as Treasurer. However, no person shall serve as Treasurer for more than two (2) consecutive terms.

## **ARTICLE IX. OFFICERS**

**Section 1.** Officers of the Partners shall be the President, President-Elect, Secretary, and Treasurer. Officers shall be responsible for duties as designated in the job descriptions.

## **ARTICLE XIII. NOMINATING COMMITTEE (Continued)**

**Section 3.** Nominations may be made from the floor. The qualified person being nominated should be present to accept the nomination. If they are not there in person, then a letter of acceptance from him/her needs to be presented to the nominating committee on or before the day the nominations are presented to the membership. (10/16)

**Section 4.** The Nominating Committee shall select a slate of qualified nominees for the offices of President-Elect, Secretary and Treasurer. This slate shall be published in the Partners of WHA newsletter edition prior to convention. (10/16).

## **ARTICLE XIV. ELECTIONS OF OFFICERS**

**Section 1.** Officers shall be elected biennially at the Annual Meeting by a majority of voting delegates present at the business meeting.

**Section 2.** Each member organization shall be entitled to two (2) voting delegates.

**Section 3.** When there is only one nominee for office, voting may be by motion from the floor. If there is more than one nominee for office, voting shall be by ballot

**Section 4.** Members of the current Board of Directors and all past state presidents shall have voting privileges.

## **ARTICLE IX OFFICERS (Continued)**

**Section 2.** Terms of office commence January 1, following election at the Partners annual meeting for two (2) years or until successors are elected. President shall serve one (1) two-year term unless the President-Elect becomes unable to assume the presidential duties, in which case, the President will be eligible to serve a second consecutive two-year term. President-Elect shall serve one (1) two-year term as President-Elect and then assume the Presidency. Secretary and Treasurer shall serve no more than two (2) consecutive terms in the same office. (Revised 10-15)

**Section 3.** No officer shall be elected to office without having served on Board of Directors for at least one year.

### 7.5 Vacancy.

(a) If a vacancy occurs in the office of President, the President-Elect shall ascend to the office of President and shall continue as President until the end of the predecessor's two (2) year term and for the following full two (2) year term.

(b) Except as stated above in Section 7.5(a) and except for a vacancy as a result of a removal by a vote of the Member Voting Delegates and Special Voters pursuant to Section 7.6, in the event of a vacancy in the office of an Officer, due to death, resignation, or otherwise, prior to the end of the Officer's term and before a successor has been elected, the Board of Directors shall convene a special meeting to elect a successor by a majority vote of the Voting Directors. The replacement shall then serve until the end of the predecessor's two (2) year term. That partial term shall not be counted in enforcing the term limits described in Section 7.4(b).

(c) If, because of a vacancy in the office of the President-Elect, the Board of Directors appoints a President-Elect, the appointee must be elected by the Member Voting Delegates and Special Voters at the next Annual Meeting in order to assume the office of the President. If the Member Voting Delegates and Special Voters elect a President-Elect other than the appointee or if the appointee has not been duly elected by the Member Voting Delegates and Special Voters by the date he or she is scheduled to take office as President, the current President will, notwithstanding Section 7.4(b), serve for an additional two (2) year term before the duly elected President-Elect assumes the Presidency.

7.6 Removal. With notice, Officers may be removed from office for neglect of duties, abuse of authority, or engagement in other misconduct that calls into question their fitness for office upon a two-thirds (2/3) vote of the Member Voting Delegates and Special Voters at the Annual Meeting or at a special meeting called for that purpose. If an Officer is removed by a vote of the Member Voting Delegates and Special Voters, a replacement Officer shall be elected by a majority vote of the Member Voting Delegates and Special Voters. The replacement Officer shall serve until the end of the predecessor's two (2) year term. That partial term shall not be counted in enforcing the term limits described in Section 7.4(b).

7.7 President. The President shall be the principal executive officer of Partners and, subject to the control of the Board of Directors and any restrictions imposed by the Board of Directors, shall, in general, supervise and control all of the business and affairs of Partners. The President shall have authority to sign, execute, and acknowledge, on behalf of Partners, certificates evidencing membership in Partners, contracts or other instruments necessary or proper to be executed in the course of Partners regular business, or which shall be authorized by the Board of Directors; and, except as otherwise provided by law or the Board of Directors, the President may authorize any other Officer or agent of Partners to sign, execute and acknowledge such documents or instruments in his/her place and stead. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

7.8 President-Elect. In the absence of the President or in the event of the President's death, resignation, removal, disqualification, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties and have such authority as from time to time may be delegated or assigned to the President-Elect by the President or by the Board of Directors.

7.9 Secretary. The Secretary shall, subject to the control of the Board of Directors and any restrictions imposed by the Board of Directors: (a) keep the minutes of the meeting of the MEMBERS and of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of Partners records; (d) keep or arrange for the keeping of a register of the post office address of each MEMBER which shall be furnished to the Secretary by such MEMBER; (e) sign, as Secretary, documents and instruments authorized by the Board of Directors; and (f) in general, perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to the Secretary by the President or by the Board of Directors.

7.10 Treasurer. The Treasurer shall, subject to the control of the Board of Directors and any restrictions imposed by the Board of Directors: (a) have charge and custody of and be responsible for all funds and securities of Partners; (b) receive and give receipts for monies due and payable to Partners from any source whatsoever and deposit all such monies in the name of Partners in such banks, financial institutions, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws and (c) in general, perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to the Treasurer by the President or by the Board of Directors.

7.11 Compensation. No Officer shall receive any salary or anything of pecuniary value from Partners for performing services of an Officer, but may be reimbursed for actual expenses incurred in connection with the Officer's duties.

## 8. Indemnity of District Officers, Officers, and Directors.

8.1 Definitions. The following definitions are applicable to this Section 8:

- (a) "Expenses" include fees, costs, charges, disbursements, attorney fees, and any other expenses incurred in connection with a Proceeding.
- (b) "Liability" includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture, or fine and reasonable Expenses associated therewith.
- (c) "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 Partners or by any other person(s).

**Section 4.** A vacancy occurring in an elective office shall be filled by the Board of Directors. The members appointed to fill the vacancy shall serve in that capacity until the next regular election. This appointment shall be considered a full term. The appointee is eligible for only one additional two (2) year term in that office at the next regular election.

## **ARTICLE X. DUTIES OF OFFICERS**

Officers shall be responsible for duties as designated in job descriptions.

## **ARTICLE XVII. INDEMNIFICATION**

The Partners agree to indemnify, defend and hold harmless any of the officer or directors of the Partners from any liability, which may result from their participating in any capacity.

8.2 Indemnification. Partners shall indemnify each present, former, and future District Officer, Officer, or Director of Partners, 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 person was a party because he or she is or was a District Officer, Officer, or Director of Partners. This provision is intended to indemnify all such persons to the fullest extent provided under Section 181.0872 of the Wisconsin Statutes.

8.3 Other Indemnification.

(a) In cases not included under Section 8.2, Partners shall indemnify each present, former, and future District Officer, Officer, or Director against Liability incurred by such person in a Proceeding to which the person was a party because such person is or was a District Officer, Officer, or Director of Partners, unless Liability was incurred because the person breached or failed to perform a duty such person owes to Partners and the breach or failure to perform constitutes any of the following:

(1) a willful failure to deal fairly with Partners or the Board of Directors in connection with a matter in which the District Officer, Officer, or Director had a material conflict of interest;

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

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

(4) willful misconduct.

(b) Determination of whether indemnification is required under this Section 8.3 shall be made under Section 8.4.

(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 District Officer, Officer, or Director is not required under this subsection.

(d) Indemnification under this Section 8.3 is not required if the District Officer, Officer, or Director has previously received indemnification or allowance of Expenses from any person, including Partners, in connection with the same Proceeding.

8.4 Determination of Right to Indemnification. The District Officer, Officer, or Director seeking indemnification under Section 8.3 shall seek one of the methods for determining his or her right to indemnification pursuant to the provisions of Section 181.0873(1) through (6) of the Wisconsin Statutes; and such selection shall be made within sixty (60) days after the commencement of any Proceeding. Such selection shall be made in writing and delivered to the Secretary of Partners.

8.5 Death. In the event of the death of any person entitled to indemnification under this Section 8, the benefits provided for in this Section 8 shall extend to such person's heirs and legal representatives.

8.6 Not Exclusive. The foregoing right to indemnification as set forth under this Section 8 shall not be exclusive of any other rights to which any District Officer, Officer, or Director of the corporation may otherwise be entitled to under the laws of the State of Wisconsin in effect from time to time.

8.7 Contract. This Section 8 is intended to constitute a contract with each person who, subsequent to its adoption, is serving or shall subsequently serve as a District Officer, Officer, or Director.

8.8 Advance Payment of Expenses as Incurred. Upon written request by the person seeking indemnification under Section 8.3, Partners may pay or reimburse such person's reasonable Expenses as incurred if the person requesting such indemnification provides Partners with all of the following: (a) a written affirmation of such person's good faith belief that such person has not breached or failed to perform such person's duties to Partners, and (b) a written undertaking, executed by such person, to repay the allowance and reasonable interest on the allowance to the extent it is ultimately determined under applicable law that the indemnification is not required or permitted as a matter of law. This undertaking under this Section 8.8 shall be accepted without reference to the person's ability to repay the allowance. The undertaking shall be unsecured.

9. Committees.

9.1 Committees. There shall be an Executive Committee, Standing Committees, and Special Committees. The committees shall only have the power and responsibilities expressly delegated to them by the Board of Directors or these Bylaws.

9.2 Executive Committee. The Executive Committee shall consist of the Officers of Partners. Meetings of the Executive Committee shall be called by the President to transact business of the Partners.

9.3 Standing Committees. The Standing Committees shall be concerned with the ongoing projects and programs of Partners. The "Standing Committees" shall be the following:

(a) A "Bylaws Committee," chaired by the President-Elect and composed of not more than nine (9) members which shall include the President, the Immediate Past President, the Secretary, the Parliamentarian, the Treasurer, and the Strategic Planning Chair. The President may appoint additional members.

(b) A "Finance Committee," chaired by the Treasurer and composed of the President, the President-Elect, and the Secretary. In addition, the President shall appoint one (1) additional committee member from the Board of Directors.

(c) A "Membership Committee," chaired by the President and composed of the President-Elect and all District Chairs. The Membership Committee shall suggest and

**ARTICLE XI. COMMITTEES**

**Section 1.** There shall be an Executive Committee, Standing Committees, and Special Committees.

**Section 2.** The Executive Committee shall consist of the officers of Partners. Meetings of the Executive Committee shall be called by the President to transact business of the Partners,

**Section 3.** The Standing Committees shall be concerned with the ongoing projects and programs of the Partners. The Standing committees shall be:

a. A Bylaws Committee to be composed of not more than seven members including the Presi-

implement ideas for increasing membership in organized local Partners, help recruit new organizations and encourage retention and recruitment of volunteers at the local level.

(d) A "Strategic Planning Committee," with a chair appointed by the President and composed of not more than ten (10) members which shall include the President, President-Elect, Treasurer, Secretary, Community Health Education Chair, the Public Policy Education Chair, and a Wisconsin Hospital Association liaison and other members appointed by the President and the Strategic Planning Committee Chair.

(e) A "Nominating Committee," chaired by the Immediate Past President and composed of the President-Elect (who shall not be a voting member of the Nominating Committee) and three (3) members representing three (3) different Districts.

(1) The Immediate Past President, as Nominating Committee Chair, shall propose a slate of nominees to serve on the Nominating Committee. The slate shall be presented and elected by a two-thirds (2/3) vote of the Member Voting Delegates and Special Voters at the Annual Meeting in the year preceding the year of Officer elections.

(2) Members of the Nominating Committee are not eligible for nomination to any other state-level Partners office.

9.4 Special Committees. The President, with the approval of the Executive Committee, shall appoint chairs of Special Committees ("Special Committee Chairs") to handle duties of a temporary nature. Special Committees shall have members whose identities and which number shall be determined by the President with the approval of the Executive Committee.

## 10. Meetings of the MEMBERS.

10.1 Annual Meeting. The "Annual Meeting" of the MEMBERS of Partners shall be held in the fall of each year, unless otherwise determined by the Board of Directors. The Annual Meeting will be held at such time and place as may be designated by the Board of Directors, for the purpose of elections and for the transaction of other business.

10.2 Special Meetings. Special meetings of the MEMBERS, for any purpose or purposes unless otherwise prescribed by statute, may be called by the President or the Board of Directors or by the person designated in the written request of not less than ten percent (10%) of all the Member Voting Delegates and Special Voters entitled to vote at the meeting. No business shall be transacted at any special meetings, except as may be designated in the notice thereof. MEMBERS may attend any special meeting of the MEMBERS by telephone or by other electronic means.

10.3 Place of Meeting. The Board of Directors may designate any place within the State of Wisconsin as the place of meeting for any Annual Meeting or for any special meeting, regardless of who requested the meeting.

10.4 Notice of Meeting. Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which

dent, the President-Elect, who shall serve as chairperson, the Immediate Past President (one year term), the Parliamentarian (if appointed at the discretion of the President), the Chairperson of the Strategic Planning Committee, and the Secretary. In addition the President may appoint Partner/member. (10/05)

The Bylaws Committee shall present amendments to the Board of Directors for their approval; and thereafter shall recommend to the general membership for adoption. Proposed amendments may be sent to the Bylaws Chairperson in writing by any member to be considered for presentation to the general membership.

b. A Finance Committee to be chaired by the Treasurer, shall be composed of the President, the President-Elect, and the Secretary. In addition, the President shall appoint a member from the Board of Directors.

The Finance Committee shall be responsible for the financial operation of the organization, including the annual budget and the reimbursement schedule.

c. A Membership Committee to be composed of the President, President-Elect and all District Chairpersons. The Membership Committee shall suggest and implement ideas for increasing membership in organized local Partners, help recruit new organizations and encourage retention and recruitment of volunteers at the local level.

d. A Strategic Planning Committee shall be composed of the President, President-Elect, Treasurer, Community Health Education Chair, the Public Policy Chair and WHA representatives. The remaining members are to be appointed by the President and/or Strategic Planning Committee Chair, not to exceed a total of ten (10) members.

The Strategic Planning Committee shall study and evaluate organizational functions, future objectives, and projected resources as they relate to the purposes of Partners and shall make recommendations to the Board of Directors.

**Section 4.** The Chairpersons of the Standing Committees, if not designated above, shall be appointed by the President and shall perform those duties assigned to them by the President. They shall serve on the Board of Directors as voting members (10/11)

**Section 5.** The President, with the approval of the Executive Committee, shall appoint Chairpersons of Special Committees to handle duties of a temporary nature. They shall serve as contributing members of the Board of Directors without voting privilege.

## **ARTICLE XIII. NOMINATING COMMITTEE**

**Section 1.** The Partners Past President, serving as chair, shall propose a slate of nominees to serve on the Nominating Committee.

**Section 2.** A three (3) member Nominating Committee, representing three (3) Districts shall be elected by two-thirds majority of voting delegates to the Partner's Annual Meeting following the year in which officers are elected. The President-Elect shall serve as an ex-officio member. Members of the Nominating Committee are not eligible for Nomination.

## **ARTICLE VIII. ANNUAL MEETING**

**Section 1.** The Annual meeting of the Partners shall be held in the fall unless otherwise directed by the Board of Directors. The time and place shall be determined by the President.

the meeting is called, shall be given to each MEMBER not less than ten (10) days (unless a longer period is required by law) before the date of the meeting pursuant to the notice provisions in Section 6.7.

10.5 Voting. Each Member Voting Delegate shall be entitled to one (1) vote at the Annual Meeting or any special meeting of Partners. Current Partners Voting Directors and all past Presidents of Partners (collectively, the "Special Voters") shall each be entitled to one (1) vote at the Annual Meeting or any special meeting of Partners.

10.6 Quorum. Upon proper notice of the Annual Meeting or a special meeting, a majority of the Member Voting Delegates and Special Voters entitled to vote at the meeting, represented in person, shall constitute a quorum. If a quorum is present, the affirmative vote of the majority of the Member Voting Delegates and Special Voters represented at the meeting and entitled to vote on the subject matter shall be the act of the MEMBERS unless the vote of a greater number is expressly required by law, these Bylaws, or the Articles of Incorporation.

10.7 Conduct of Meetings. The President, and in the President's absence, the President's designee, and in their absence, any person chosen by the Member Voting Delegates and Special Voters present, shall call the meeting of the MEMBERS to order and shall act as chair of the meeting. The Secretary of the corporation shall act as secretary of all meetings of the MEMBERS, but, in the Secretary's absence, the meeting chair may appoint any other person to act as Secretary of the meeting.

10.8 Waiver of Notice of MEMBERS. Whenever any notice is required to be given to any MEMBER of the corporation under the Articles of Incorporation or Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the MEMBER entitled to such notice and delivered to Partners for inclusion in the minutes or filing with the corporate records, shall be deemed equivalent to the giving of such notice, provided that such waiver in respect to any matter of which notice is required under any provision of law, shall contain the same information as would have been required to be included in such notice except the time and place of meeting. The MEMBER may waive any notice in an e-mail correspondence including the electronic signature of the MEMBER.

10.9 Action by Written Consent. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken at a meeting of the MEMBERS may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Member Voting Delegates and Special Voters entitled to vote on the matter. A Member Voting Delegate or Special Voter may consent to any action in an e-mail correspondence including the electronic signature of the Member Voting Delegate or Special Voter.

11. Parliamentary Authority. The rules contained in the then most current edition of Robert's Rules of Order Newly Revised ("Robert's Rules") shall govern the proceedings of Partners in all cases in which Robert's Rules are not inconsistent with these Bylaws, the Articles of Incorporation, any provision of law, or any special rules of order that the MEMBERS of Partners may adopt. To the extent Robert's Rules conflict with these Bylaws, the Articles of Incorporation, any provision of law, or any special rules of order that the MEMBERS of Partners may adopt, the Bylaws, Articles of Incorporation, provision of law, or special rules adopted by the MEMBERS shall control.

## 12. Conflicts of Interest.

12.1 Conflict Defined. A conflict of interest may exist when the interests or activities of any District Officer, Officer, or Director may be seen as competing with the interests or activities of Partners, or the District Officer, Officer, or Director derives a financial or other material gain as a result of a direct or indirect relationship.

12.2 Disclosure Required. Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned.

12.3 Abstention From Vote. When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; however, any Director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors.

12.4 Absence From Discussion. The interested person shall provide the Board of Directors any relevant information. The Board of Directors may request that the interested person remain present during the initial discussion. However, the interested person shall retire from the room in which the Board of Directors is meeting prior to the final discussion or decision regarding the matter under consideration.

12.5 Minutes. The minutes of the meeting of the Board of Directors shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person concerning whose situation the doubt has arisen.

13. Dissolution. In the event of voluntary or involuntary dissolution or liquidation of Partners, the Board of Directors shall, after paying or making provision for the payment of all liabilities of Partners, dispose of all assets of Partners exclusively for the purpose of Partners, in such manner or to such organization or organizations organized and operated exclusively for purposes as shall, at the time, qualify as an exempt organization under Section 501(c) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax codes.

**Section 2. Delegates.** Each member organization shall be entitled to two (2) voting delegates at the Annual meeting.

**Section 3. Quorum.** Upon proper notification of any Partners meeting, a majority of registered delegates shall constitute a quorum.

## **ARTICLE XIX. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the proceedings of the Partners of WHA, Inc. in all cases to which they are not inconsistent with these Bylaws and any special rules of order that the Partners of WHA, Inc. may adopt.

## **ARTICLE XVIII. DISSOLUTION**

In the event of dissolution of the Partners, any assets remaining after paying or making provision for the payment of all liabilities of the Partners shall be disposed of exclusively for the purpose of the Partners in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall, and that the time qualify as an exempt organization under Section 501 (c) of the Internal Revenue Code 1954 (or corresponding provisions of any future United States Internal Revenue Law).

#### 14. Approval, Adoption, and Amendment of Bylaws.

14.1 Vote Required. These Bylaws may be adopted, amended, repealed, or replaced only by the affirmative vote of not less than two-thirds (2/3) of the Member Voting Delegates and Special Voters present in person at any Annual Meeting or special meeting of the MEMBERS at which a quorum is in attendance, provided that written notice of the intent to vote on such adoption, amendment, repeal, or replacement is given to each MEMBER at least thirty (30) days prior to the meeting. Any adoption, amendment, repeal, or replacement of these Bylaws shall become effective at the close of the Annual Meeting or special meeting at which the Bylaws were approved by the MEMBERS.

14.2 Current Bylaws. A copy of the current Bylaws shall be on file with the Wisconsin Hospital Association.

#### **ARTICLE XVI AMENDMENTS**

These bylaws may be amended or revised at any annual meeting called for that purpose, providing a written notice of such amendment has been sent to each member organization with the call of the meeting. An amendment may be adopted and it shall become effective upon receiving the affirmative vote of two-thirds of the delegates present and voting.

#### **ARTICLE XX. APPROVAL AND ADOPTION OF BYLAWS**

**Section 1.** These Bylaws shall be effective immediately on affirmative vote of two-thirds of the delegates present and voting at an Annual Meeting of Partners.

**Section 2.** A copy of current Bylaws shall be on file with Wisconsin Hospital Association.