**BYLAWS**

**OF**

**MY CHOICE FAMILY CARE, INC.**

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# **THE CORPORATION**

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

## **Purposes.** The Corporation is organized as a nonstock corporation under Chapter 181 of the Wisconsin statutes. The Corporation is organized and shall at all times be operated on a not-for-profit basis and exclusively for the charitable, scientific, literary, and educational purposes, as described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law (“**IRC**”), and the regulations. Without limiting the generality of the forgoing, the purposes of the Corporation shall include any or all of the following: (i) providing family care benefits as successor to the My Choice Family Care operated by Milwaukee County Wisconsin; and (ii) facilitating any successor program thereto; (iii) conducting all lawful activities in connection with these purposes, provided however, such activities are in furtherance of the Corporation’s status as an organization described in Section 501(c)(3) of the IRC.

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

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

# **MEMBERS**

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

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**BOARD OF DIRECTORS**

## **General Powers.**

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

## **Number; Term; Selection.**

The number of Directors of the Corporation shall be any number that is not less than five (5) or more than nine (9). Each of the members shall be a voting member. The initial number of directors shall be five (5).

## Initial Appointment. The initial voting directors and terms shall be as set forth in the attached Exhibit A. The terms of the Directors shall be staggered, and certain of the initial terms are for less than three years, as shown on Exhibit A, in order to accomplish staggered terms.

## Subsequent Appointments. After the initial appointment set forth in Section 3.02(a) of these Bylaws, the Board of Directors shall nominate and approve directors satisfying the criteria of Sections 3.02 through 3.04.

## Other than shorter terms for initial appointments as specified, Directors shall serve for a term of three years, unless a Director resigns, is removed by the Board of Directors, or otherwise becomes unable to serve.

## **Vacancies.**

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

## **Qualifications.**

## All members of the Board of Directors shall be residents of the State of Wisconsin at all times during their terms of service as Directors. One Director shall be appointed from among the members of the Milwaukee County Board of Supervisors, to serve as a member of the general public representing the public interest. One Director shall be appointed from among the individuals who receive the regular services of the corporation, to serve as a member of the enrolled membership.

## **Responsibilities of Directors.**

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

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

## Conflict of Interest. Each year the President shall distribute to each Director, Officer and all senior staff of the Corporation the Conflict of Interest Policy of the Corporation.The Directors shall comply with the Conflict of Interest Policy of the Corporation.

## Ethics Policy. All members of the Board of Directors shall comply with the applicable Corporation Ethics Policy and Section 181.0831 of the Wisconsin Statutes, or any similar successor provision thereto.

## **Annual Meeting.**

The Annual Meeting of the Board of Directors shall be held at 10:00 a.m. on the second Tuesday in June of each year at the Corporation’s principal offices, or such other time and place fixed by the Board of Directors.

## **Regular Meetings.**

Regular Meetings of the Board of Directors shall be held at such times and places fixed by the Board of Directors, pursuant to prior notice or by resolution adopted at a prior meeting of the Board of Directors in accordance with the provisions of Section 3.09 . The Board of Directors may consider and act upon any business of the Board of Directors which may come before the meeting.

## **Special Meetings.**

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

## **Notice.**

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

## **Quorum.**

A majority of the number of voting members of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Although less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

## **Telephonic Participation in Meetings.**

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

## **Action without a Meeting.**

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

## **Voting.**

## Each Director shall be entitled to cast one vote on all matters presented to the Board of Directors. Voting by proxy is not permitted.

## **Committees.**

The Board of Directors may, by resolution adopted by a majority of the Board of Directors, designate one or more Committees of the Board.. Each Committee shall consist of at least three (3) Directors.

## **Compensation.**

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

# **OFFICERS**

## **Number.**

The principal elective Officers of the Corporation shall be a President, one (1) or more Vice Presidents, a Secretary, and a Treasurer. Such other Officers and assistant Officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary or the offices of President and Vice President. The principal Offices shall be held by at least three (3) separate natural persons.

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

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

## **Resignation.**

An Officer may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein, or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation. Unless otherwise specified therein, acceptance of such resignation is not necessary to make it effective.

## **Removal.**

Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

## **Vacancies.**

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

## **President.**

## The President shall preside at all meetings of the Board of Directors; and shall have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Corporation’s regular business or which shall be authorized by resolutions of the Board of Directors, except as otherwise provided by law.

## **Vice President.**

In case of the absence or disability of the President, the Vice President, in the order of their priority if more than one, shall perform the duties of the President, and shall also perform such other duties as may be required by the Board of Directors.

## **Treasurer.**

The Treasurer shall have general responsibility for overseeing the safekeeping of all moneys, valuable papers and property of the Corporation, accounting for all moneys, credits and property of the Corporation, rendering accounts, reports and statements of the receipts and disbursements, assets and financial condition of the Corporation to the Board of Directors and shall perform such duties as usually devolve upon such office. In general, the Treasurer shall perform such duties with supervision by the President of the Corporation.

## **Secretary.**

The Secretary shall oversee: (i) the keeping of minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (ii) custodianship of the Corporation records; (iii) preparation and service of all notices of meetings required to be served under these Bylaws; (iv) the countersignature on behalf of the Corporation of all documents executed by the Corporation that require the same, and where appropriate to affix the seal of the Corporation; and (v) shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

## **Compensation.**

Officers shall not be compensated for serving as Officers but may be reimbursed for expenses incurred. Officers who are otherwise employed in the Corporation may be compensated for their duties as employees.

# **FISCAL MATTERS AND CONTRACTS**

## **Contracts.**

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

## **Loans.**

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

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

All checks, drafts, wire transfers or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

## **Deposits.**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of the Board of Directors.

## **Maintenance of Records.**

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

## **Certain Wages.**

## Wage policies used by or through the Milwaukee County Department of Family Care will continue for supportive home care workers employed by the Corporation or its contracted home care employment services agency providers.

# **INDEMNIFICATION**

## **Mandatory Indemnification.**

The Corporation shall, to the fullest extent permitted or required by Secs. 181.0872 through 181.0877 of the Wisconsin Statutes, indemnify each Director and Officer against any and all liabilities, and advance any and all reasonable expenses as incurred by a Director or Officer, arising out of or in connection with any proceeding to which such Director or Officer is a party because he or she is a Director or Officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses to which such person may be entitled under any written agreement, Board resolution, vote of members, the Statute or otherwise. The Corporation may, but shall not be required to, supplement the right to indemnification against liability and advancement of expenses under this Section 6.01 by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this Section 6.01.

**6.02** **Indemnification Limitations.**

Notwithstanding the foregoing, no indemnification will be permitted to the extent such indemnification would constitute an act of “self-dealing” or is otherwise subject to excise taxes under Chapter 42 of the IRC or is prohibited under Section 181.0831 of the Wisconsin Nonstock Corporation Law.

# **GENERAL**

## **Amendment.**

The Board of Directors may from time to time, by vote of a majority of its voting members, adopt, amend or repeal any and all of the Bylaws of this Corporation.

## **Corporate Seal.**

The Corporation shall not maintain a corporate seal.

## **Fiscal Year.**

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

## **Dissolution.**

The period of existence of the Corporation shall be perpetual unless sooner dissolved by action of its Board of Directors. If the Board of Directors has recommended and the Office of Commissioner of Insurance has approved, the Board of Directors, after paying or making provision for the payment of all legal liabilities of the Corporation, shall distribute the assets of the Corporation to Milwaukee County, Wisconsin or its designee, if then in existence, or to a successor governmental unit charged with providing managed care services to frail elders (age 60 and older) and people age 18 to 59 who have physical, intellectual and/or developmental disabilities, or if there is none, to an exempt organization under Section 501(c)(3) having a similar purpose, and in each case for an exempt purpose described in Section 501(c)(3) of the IRC. Notwithstanding the foregoing, the Corporation may, without following the foregoing procedure, but otherwise in compliance with all applicable laws and regulations, transfer all or substantially all of its assets to, or reorganize as, an exempt organization under Section 501(c)(3) of the IRC, carrying on a substantially similar business and purpose, if convenient or reasonably necessary to comply with licensure or similar legal requirements.

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

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APPROVED: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**EXHIBIT A**

**INITIAL DIRECTORS OF THE CORPORATION**

Director Term End

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