

RESTATED BY-LAWS

FRIENDS OF UNIVERSITY OF WISCONSIN HOSPITAL AND CLINICS, INC.

ARTICLE I - NAME

The name of the organization shall be Friends of University of Wisconsin Hospital and Clinics, Inc., referred to herein as the Corporation.

ARTICLE II – PURPOSE

Friends of University of Wisconsin Hospital and Clinics, Inc. is a not-for-profit organization committed to raising funds for patient and patient/family related needs at the University of Wisconsin Hospital and Clinics, also referred to herein as UWHC. All activities of the Corporation shall be governed, where applicable, by a "Memorandum of Understanding" issued by the President/CEO of the University of Wisconsin Hospital and Clinics which is attached hereto and incorporated herein by reference as if set forth in full herein.

ARTICLE III – MEMBERSHIP AND VOTING

A. Membership.

Membership in the organization shall be open to all who are interested in helping the University of Wisconsin Hospital and Clinics. Except as is otherwise provided herein, membership shall commence with the application and payment of dues, and shall continue for one membership year. All memberships shall be renewable.

B. Voting Rights.

Each member in good standing shall be entitled to one vote. Voting takes place at least one time per year before the new fiscal year to approve Board officers.

C. Quorum.

Except as is otherwise provided herein, a quorum for voting purposes, shall consist of twenty-five members in good standing. A majority of the votes cast by members shall be sufficient for the adoption of any matter voted upon.

ARTICLE IV - BOARD OF DIRECTORS

A. Number and Election.

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than fifteen members of the Corporation who shall be elected for a term of two years. Each year during that term begins on July 1 and ends of June 30. In addition to the elected Directors, the Director of Annual

Giving of the UWHC and a representative of the UWHC Administration appointed by the UWHC President and CEO shall be ex-officio members of the Board without voting rights.

All officers, together with the immediate Past-President and the President-Elect, if any, shall be members of the Board.

B. Meetings

The Board shall meet on a regular basis to perform the business of the corporation. Written notice of the time, date and place of each meeting shall be mailed to all Board members at least one week prior to said meeting. The subject matter of the meeting need not be included in such notice.

The Executive Board consisting of the President, Past-President, Vice-President or President-Elect, Secretary, Treasurer, Hospital Services Chair, Director of Annual Giving and Director of Community Relations shall meet monthly at a time and place to be fixed by the President.

Special meetings of the Board or Executive Board may be called at any time by either the President or by any three Directors on written request to the President. Written notice of the time, date and place of such special meeting shall be mailed to all Directors at least one week prior thereto and shall also set forth the matter to be discussed at such meeting.

The first meeting of the new Board shall be held at the first regularly scheduled fiscal year meeting, typically in September.

C. Quorum.

A quorum at any regular or special meeting shall consist of a majority (1/2 plus one) of the elected Directors. There shall be no proxy voting. The act of a majority of the elected Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

D. Vacancies.

Any vacancy occurring on the Board, including vacancies occurring with the addition of new Board positions, may be filled until the next succeeding fiscal year by the affirmative vote of a majority of the elected Directors then in office although less than a quorum.

ARTICLE V - OFFICERS

A. Officers, Election, Succession.

Except as is otherwise provided herein, the officers of the Corporation shall be a President, Vice-President or President-Elect, Secretary and Treasurer(s). The President, Secretary, and Treasurer shall be elected for a term of two years and

the Vice-President or President-Elect for a term of one year. Such other officers as may be deemed necessary may be appointed by the Board to serve for a term of one to two years or until their successors are elected. In the event of the absence, disability or resignation of the President, the Vice-President or President-Elect, Secretary or Treasurer(s) in that order shall assume the duties and powers of the President. In the event of the disability or resignation of any officer other than the President, the Board of Directors shall fill such vacancy by electing a voting member of the Corporation to such office for a term extending to the end of the fiscal year.

B. Limitation on Term of Office.

The President shall not serve for more than one two-year term, unless there is no president-elect or officer to fill the role upon completion of his/her term. No member shall be eligible for election to the office of President or Vice-President (President Elect) until such person has served for a term of at least one year on the Board of Directors.

C. Duties of Officers.

1. President.

The President shall be chairperson at all meetings of the Board of Directors and Executive Board and shall be the representative of the Corporation in all matters involving relations with the administration of the University of Wisconsin Hospital and Clinics.

The President shall prepare and render a report, at least annually, on all activities of the corporation to the administration of the University of Wisconsin Hospital and Clinics and to the general membership of this Corporation.

2. Vice-President / President Elect

The Vice-President / President-Elect shall serve on the Executive Committee and perform such duties as may be delegated by the President. He/she shall facilitate meetings in the absence of the President.

3. Secretary

The Secretary shall serve on the Executive Committee. He/she shall accurately record all proceedings of the meetings of the Board and Executive Committee and shall retain all such records for inspection by any member at any reasonable time. Meeting minutes shall be typed and e-mailed to the Department of Annual Giving who will distribute to Board members. Minutes will be approved at the next scheduled meeting.

4. Treasurer

The Treasurer(s) shall serve on the Executive Committee and shall be responsible for keeping a record of all the financial affairs of the

Corporation, shall render a report at the end of the fiscal year to the administration of the University of Wisconsin Hospital and Clinics and to the Corporation's membership and Directors, and shall oversee, record and approve the receipts and expenditures of all funds of the Corporation.

5. The President may from time to time, assign further duties to the officers.

ARTICLE VI - COMMITTEES

A. Executive Committee.

The Executive Committee shall consist of the President, Vice-President or President-Elect, Secretary, Treasurer(s), Past-President and Hospital Services Chair(s). The Executive Committee also consists of the Director of Annual Giving and the Director of Community Relations as ex-officio members. The Executive Committee shall have and may exercise, when the Board of Directors is not in session, the powers of the Board in the management of the affairs of the Corporation, except action with respect to election of officers or the filling of vacancies on the Board. Any actions taken by the Executive Committee shall be reported to the Board of Directors at the next regular meeting. Additional Board Members / Committee Chairs may be asked to attend the Executive Committee meetings as needed and will be instructed by the President to do so.

B. Board of Directors.

The Board of Directors shall consist of the Executive Committee, Committee Chairs, the Director of Annual Giving and the Director of Community Relations.

C. Committees.

Event and activity-specific committees shall be chaired or co-chaired by members of the Board of Directors. These committees include (but are not limited to) Membership, Flower Sales, Love Lights, Vendor Sales, Children's Hospital and Product Line. The Board may also, in its discretion, designate committees to study and recommend action concerning the conduct of the affairs of the Corporation. Members of the Board of Directors may serve on committees. Committee chairs are responsible for recruiting committee members to help plan activities and volunteers to help with their event. Committees may consist of volunteers who do not serve on the Board of Directors.

The committee chairs shall submit reports and recommendations to the Board as needed but shall not have any authority to act on behalf of either the Corporation or the Board unless such action has first received the prior approval of the Board.

D. Prospective Board Members

Prospective Board Members are recruited by current Board members, the Director of Annual Giving and/or the President and CEO of UWHC. They are required to attend a Friends New Board Member Orientation. Prospective Board

Members shall attend all Board Meetings and are encouraged to fully participate. Prospective Board Members shall actively serve on committees. After a one-year orientation period, Prospective Board Members will be considered to serve as Board Members.

E. Nominating Committee.

The nominating committee shall include a member or past member of the Executive Committee and at least one other Board member from the Corporation plus the Director of Annual Giving of UWHC who shall serve ex-officio on such committee. The committee shall meet as necessary and present a slate of officers to the Board for approval.

The Nominating Committee shall conduct a New Board Member Orientation at the beginning of the new fiscal year. This committee is also charged with welcoming and communicating to prospective Board members.

At the end of the fiscal year, the committee shall submit a slate of candidates for Officers and Directors. The slate of candidates shall also be mailed to membership. Membership on this committee shall not preclude such an individual's nomination as an Officer or Director of the Corporation. Notwithstanding anything contained in these By-Laws to the contrary, the Nominating Committee may, in its discretion, determine not to nominate a President-Elect or a Vice-President, in which event a President-Elect shall not be elected to office for the ensuing fiscal year of the Corporation.

ARTICLE VII - FISCAL YEAR OF CORPORATION

The fiscal year of the Corporation shall commence on July 1 and shall end on June 30 of each calendar year.

ARTICLE VIII - BY-LAW AMENDMENT AND REVISION

These by-laws may be adopted, repealed, revised and/or amended by the affirmative vote of two-thirds of the elected Directors of the Corporation then in office at any regular or special meeting of such Directors. Any by-law adopted by the Directors shall be subject to adoption, amendment or repeal by the affirmative vote of the majority of the members of the Corporation in good standing voting in person at any meeting of the members. Any such action by the Board or the members of the Corporation shall be subject to the express prior approval of the UWHC President and CEO, or designee, and the University of Wisconsin Hospitals and Clinics Authority Board. The provisions of this paragraph shall not preclude the Board of Directors from subsequently amending or repealing any by-law adopted by the members pursuant hereto.

ARTICLE IX - DISSOLUTION

All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged,

or provision shall be made therefore: any assets held on the condition that they be returned, transferred, or conveyed upon dissolution shall be disposed of in accordance with such requirements. All remaining assets of every nature and description whatsoever shall be donated to the University of Wisconsin Hospital and Clinics ("UWHC") Authority, provided that at that time UWHC is an entity to which the assets of an organization exempt from federal taxation under section 501 (c) (3) of the Internal Revenue Code, as amended, may be donated. If UWHC is not such an entity, then the Board of Directors of Friends of UWHC, shall donate all remaining assets to another entity to which the assets of an organization exempt from federal taxation under section 501 (c) (3) of the Internal Revenue Code, as amended, may be donated and whose missions are commensurate with the goals of the Friends of UWHC.

Approved by Friends Board (Date)
Reviewed By Hospital Administration (Date)
Reviewed and re-stated by Executive Committee
Approved by Friends Board (Date)

Revised July 2007