

**BYLAWS  
OF  
JOHNSON COUNTY HEALTH FOUNDATION, INC.**

**ARTICLE I - Membership**

**Section 1.1. Members.** The persons serving from time to time on the Board of Trustees of Johnson Memorial Hospital, an Indiana county hospital, shall be while serving on such board the members of the Corporation.

**Section 1.2. Other Terms.** "Corporation president" or "president" means and refers to the president of the Corporation. "Hospital president" means and refers to the president of Johnson Memorial Hospital. "Act" means and refers to the Indiana Nonprofit Act of 1991, as amended, or any replacement or similar subsequent law governing nonprofit corporations.

**ARTICLE II - Meetings of Members**

**Section 2.1. Annual Meeting and Notice.** The annual meeting of the members of the Corporation shall be held each year within five (5) months before the close of the Corporation's fiscal year at a time and place as designated by the hospital president, subject to the approval of the members. Unless otherwise required by the members, notice of the annual meeting shall be deemed to have been sufficiently given if the meeting is included on the agenda of the monthly executive session and/or open meeting of the Board of Trustees of Johnson Memorial Hospital which is distributed to the hospital board members before such meeting.

**Section 2.2. Special Meetings.** Special meetings of the members may be called by the hospital president or by a petition in writing of at least three members.

**Section 2.3. Notice of Meetings.** Written notice stating the place, day and hour of any meeting of members and, in the case of special meetings or when otherwise required by law, the purpose for which any such meeting is called, shall be delivered or mailed by the hospital president or by the secretary of the Corporation to each member of record, at such address as appears upon the records of the Corporation, and at least ten (10) days before the date of such meeting. Notice of the annual meeting pursuant to this section is not required if notice of such meeting is given pursuant to section 2.1

**Section 2.4. Waiver of Notice.** Notice of any meeting may be waived by any member in writing filed with the hospital president or the secretary of the Corporation. Attendance at any meeting in person or by proxy shall constitute a waiver of notice of such meeting.

**Section 2.5. Voting Rights.** Each member of the Corporation shall have the voting rights specified in the Articles of Incorporation of the Corporation.

Section 2.6. Voting by Proxy. A member entitled to vote at any meeting of members may vote either in person or by proxy executed in writing by the member or a duly authorized attorney-in-fact of such member. (For purposes of this section, a proxy granted by electronic transmission or facsimile transmission by a member shall be deemed "executed in writing by the member.") No proxy shall be voted at any meeting of members unless the same shall be filed with the hospital president or secretary of the meeting at the commencement thereof.

Section 2.7. Quorum. At any meeting of members, sixty percent (60%) of the members qualified to vote as members by the Articles of Incorporation, represented at the meeting in person or by proxy, shall constitute a quorum. A majority vote of such quorum of members shall be necessary for the transaction of any business by the meeting, unless a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 2.8. Conduct of Meetings. Meetings of members, including the order of business, shall be conducted in accordance with the most current edition of Robert's Rules of Order, Revised, except insofar as the Articles of Incorporation, these By-Laws or any rule adopted by the members may otherwise provide. The members may, by unanimous consent, waive the requirements of this section, but such waiver shall not preclude any member from invoking the requirements of this section at any subsequent meeting.

Section 2.9. Action Without a Meeting. Any action which may be taken at an annual, a regular or a special meeting of members may be taken without a meeting in the manner provided by law for approval by written consent or approval by written ballot. (These provisions of the law are presently found at IC 23-17-10-4 and 23-17-10-8, respectively.)

Section 2.10. Participation at Meetings. A member may participate in an annual, a special or a regular meeting of the members by or through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is considered to be present in person at the meeting.

### ARTICLE III - Board of Directors

Section 3.1. Duties and Qualifications. The business and affairs of the Corporation shall be managed by the board of directors.

Section 3.2. Number and Election. There shall be up to twelve (12) directors of the Corporation, as follows:

(a) The President of the Hospital (or his designee), the Chief of the Medical Staff of the Hospital (or his designee) and the Secretary of the Medical Staff of the Hospital (or his designee) shall each serve as ex-officio directors, with vote. The designation shall be in writing and shall continue in effect until revoked or replaced. The designation may be revoked or replaced in writing at any time.

(b) The Board of Trustees of the Hospital shall elect two (2) of its members to serve as directors, with vote. A Hospital Board member so elected shall continue in office until his replacement is elected by the Hospital Board. If a Hospital Board member so elected no longer is a member of the Hospital Board of Trustees, he shall be considered to have resigned as a director of the Corporation, effective as of the time that he no longer is serving on the Hospital Board of Directors.

(c) In addition, the members (the Board of Trustees of the Hospital) shall vote for and elect the other directors, with vote, who shall terms of three (3) years. They shall be elected as follows: Two (2) directors shall be elected every year, and a third director can be elected one time every three years, to replace the directors whose terms have expired. The term of an elected director shall begin on January 1 of the year following his election.

Any director of the Corporation elected by the members may be removed from office at any time by the members, with or without cause.

A vacancy on the board of directors caused by death, resignation or removal of a director elected by the members shall be filled by the members. The successor director shall hold office for the unexpired term and until his successor shall be elected and qualified. If the annual meeting of the members is not held before December 31, the directors then in office shall hold over until their successors shall be elected, or until their resignation, removal or death.

Section 3.3. Annual Meeting. The annual meeting of the board of directors shall be held each year within three (3) months from the close of the Corporation's fiscal year at a time and place as designated by the hospital president. Such designation may be made at a board meeting held during the preceding year, and if such designation is made, no further notice (except to new members) shall be necessary for the holding of such annual meeting. The annual meeting of the board of directors shall be for the purpose of election of officers of the Corporation and consideration of any other business which may be brought before the meeting.

Section 3.4. Other Meetings and Notice. Regular meetings of the board of directors may be held pursuant to a resolution of the board to such effect or as agreed upon, and shall be held whenever convenient for the board of directors. No notice shall be necessary for any regular meeting. Special meetings of the board of directors may be held upon the call of the hospital president, the corporation president or any four (4) members of the board. When notice is required, any meeting may be held upon forty-eight (48) hours' notice specifying the time, place and general purposes of the meeting, given to each director to whom notice is required either personally or by mail, telegram, facsimile transmission or telephone. Notice of an annual or special meeting may be waived in writing or by electronic transmission or facsimile transmission before the time of the meeting, at the time of the meeting or after the time of the meeting. Attendance at any annual, regular or special meeting shall constitute waiver of notice of such meeting.

Section 3.5. Quorum. A majority of the entire board of directors shall be necessary to constitute a quorum for the transaction of any business, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of

directors unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 3.6. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting, if the action is taken by all members of the board of directors. The action must be evidenced by at least one written consent describing the action taken, signed by each director and included in the minutes or filed with the corporate records reflecting the action taken.

Action taken under this section shall be effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 3.7. Participation at Meetings. A director may participate in an annual or a regular meeting of the board of directors by or through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is considered to be present in person at the meeting.

Section 3.8. Executive Committee. The board of directors shall have an executive committee consisting of at the president, the vice president and the secretary-treasurer of the board. The executive director shall be an ex officio, non-voting member of the executive committee. To the extent consistent with Indiana law and unless otherwise provided in any resolution of the Board, the executive committee shall have and exercise all of the authority of the board of directors in the management of the Corporation's affairs during intervals between the meetings of the board of directors.

Section 3.9. Committees. The corporation president may from time to time create and appoint standing and special committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the Corporation. Committee members may include volunteers as committee members.

Section 3.10. Compensation. Directors shall not receive any stated salary or compensation for services as directors, but, by resolution of the board, directors may be paid their expenses of attendance at any regular or special meeting of the board. The board of directors shall have power in its discretion to contract for any to pay directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services. Nothing contained herein shall be construed as precluding any director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

Section 3.11. Conflict of Interest. No contract or transaction between this Corporation, and any other corporation, firm, association, or entity in which one or more of the directors are directors, officers or employees shall be either void or voidable because of such relationship or because such trustee or trustees are present at the meeting of the board of directors, or a committee thereof, which authorizes, approves or ratifies such contract of transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship is disclosed or known to the board of directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The contract or transaction is fair and reasonable to the Corporation.

Common directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction. On any question involving the authorization, approval or ratification of any such contract or transaction, the names of those voting each way shall be on the record of the proceedings.

#### ARTICLE IV - Officers

Section 4.1. Officers and Qualifications. The officers of the Corporation shall consist of a president, a vice president, a secretary-treasurer and an assistant secretary-treasurer. Subject to the approval of the members, an executive director may be appointed. The assistant secretary-treasurer shall be the hospital treasurer or a designee of the members. The other officers shall be chosen by the board of directors. Any two (2) or more offices may be held by the same person except that the duties of president and secretary-treasurer shall not be performed by the same person. Officers, except for the executive director and the assistant secretary-treasurer, shall be directors of the Corporation.

Section 4.2. Terms of Office. Each officer of the Corporation, except for the executive director and assistant secretary-treasurer, shall be elected annually by the board of directors at its annual meeting and shall hold office while he remains a director and until his successor shall be duly elected, or until resignation, removal or death. The executive director and assistant secretary-treasurer shall serve at the discretion of the members.

Section 4.3. Vacancies. Whenever any vacancies shall occur in any of the offices of the Corporation (except the executive director and assistant secretary-treasurer) for any reason, the same may be filled by the board of directors at any meeting thereof, and any officer so elected shall hold office until the expiration of the term of the officer causing the vacancy and until his successor shall be duly elected.

Section 4.4. Removal. Any officer of the Corporation, except the executive director and assistant secretary-treasurer, may be removed, with or without cause, by the board of directors whenever a majority of such board shall vote in favor of such removal. The executive director and assistant secretary-treasurer may be removed, with or without cause, by the board of directors with the consent of the members, but such removal shall be without prejudice to any rights which may exist under written contracts.

Section 4.5. Compensation. Except for the executive director, officers shall receive no compensation. The executive director of the Corporation shall receive such compensation for his services in such office as may be fixed by action of the members.

#### ARTICLE V - Powers and Duties of Officers

Section 5.1. President. The corporation president, if present, shall preside at all meetings of the board of directors. Subject to the general control of the board of directors, the president shall manage and supervise all of the affairs of the Corporation and shall perform all of the usual duties of the chief presiding officer of a corporation.

Section 5.2. Vice President. Subject to the general control of the board of directors, the vice president shall discharge all the usual functions of the president if the president is not present and shall have such other powers and duties as these Bylaws or the board of directors may prescribe.

Section 5.3. Secretary-Treasurer. The secretary-treasurer funds of the Corporation with such depositaries as the board of directors shall designate. He shall furnish at meetings of the board of directors, or whenever requested, a statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of secretary-treasurer as these Bylaws or the board of directors may prescribe.

Section 5.4. Executive Director. The executive director shall report to and be subject to the direction and control of the hospital president. He shall also be subject to the general control of the board of directors. The executive director's duties shall be to supervise and operate all of the day-to-day affairs of the Corporation and to perform all of the usual duties of the chief executive officer of a corporation.

Section 5.5. Assistant Officers. The board of directors may from time to time designate and elect assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as these Bylaws or the board of directors may prescribe. The assistant secretary-treasurer may attest the execution of all documents by the Corporation and shall have the same powers and duties as the secretary-treasurer.

#### ARTICLE VI - Indemnification

Section 6.1. Indemnification. The Corporation shall indemnify every director made a party to a proceeding because such individual is or was a director, as a matter of right, against all liability incurred by such individual in connection with the proceeding; provided that it is determined in the specific case that indemnification of such individual is permissible in the circumstances because such individual has met the standard of conduct for indemnification specified in the Act. The Corporation shall pay for or reimburse the reasonable expenses incurred by a director in connection with any such proceeding in advance of final disposition

thereof in accordance with the procedures and subject to the conditions specified in the Act. The Corporation shall indemnify a director who is wholly successful, on the merits or otherwise, in the defense of any such proceeding, as a matter of right, against reasonable expenses incurred by the individual in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this Section. Upon demand by a director for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the director is entitled thereto in accordance with this Section and the procedures specified in the Act. Every individual who is or was an officer of the Corporation shall be indemnified, and shall be entitled to an advancement of expenses, to the same extent as if such individual is or was a director. The indemnification provided under this Section shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this Section.

Section 6.2. Other Rights Not Affected. Nothing contained in this Article shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification or advancement of expenses to any individual who is or was a director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual. It is the intent of this Article to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article. Therefore, indemnification shall be provided in accordance with this Article irrespective of the nature of the legal or equitable theory upon which a claim is made, including without limitation negligence, breach of duty, mismanagement, corporate waste, breach of contract, breach of warranty, strict liability, violation of federal or state securities laws, violation of the Employee Retirement Income Security Act of 1974, as amended, or violation of any other state or federal laws.

Notwithstanding any other provision of this Article, there shall be no indemnification with respect to matters as to which indemnification would result in inurement of net earnings of the Corporation "to the benefit of any private shareholder or individual," within the meaning of section 501(c)(3) of the Internal Revenue Code, as amended, or similar provisions of any subsequent federal tax law. The provisions of, and the rights and obligations created by, this Article shall not give rise or be deemed to give rise to "compensation for personal services" as described in IC 34-4-11.5-1 et seq., as amended.

Section 6.3. Definitions. For purposes of this Article:

(1) The term "director" means an individual who is or was a member of the board of directors of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director, officer, member, manager, partner, trustee, employee, or agent of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not. A director is considered to be serving an employee benefit plan at the Corporation's request if the director's duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. The term "director" includes, unless the context requires otherwise, the estate or personal representative of a director.

(2) The term "expenses" includes all direct and indirect costs (including without limitation counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplication costs, printing and binding costs, telephone charges, postage, delivery service fees, all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this section, applicable law or otherwise.

(3) The term "liability" means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(4) The term "party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(5) The term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

#### ARTICLE VII - Miscellaneous

Section 7.1. Corporate Seal. The Corporation shall have no seal.

Section 7.2. Execution of Contracts and Other Documents. Unless otherwise ordered by the board of directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the president or by the Executive Director, and, if required, attested by the secretary-treasurer.

Section 7.3. Singular, plural, masculine and feminine words. Whenever in these Bylaws a singular word appears, it shall also include the plural wherever required by the context and vice versa. The use herein of the masculine, feminine or neuter gender with reference to persons shall include and be construed to mean both male and female persons.

Section 7.4. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 of each year and end on the immediately following December 31.

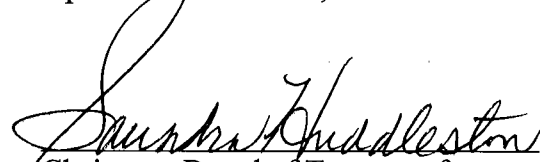
#### ARTICLE VIII - Amendments

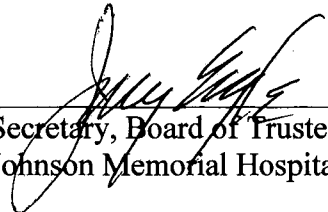
Section 8.1. Power Vested in Members. Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the members. The affirmative vote of a majority of all members shall be necessary to effect any such changes in these Bylaws.

These Bylaws amend by replacement the previous Bylaws adopted on January 22, 2013.



Passed and adopted by the members of the Corporation on June 26, 2018.

  
Chairman, Board of Trustees of  
Johnson Memorial Hospital

Attest:   
Secretary, Board of Trustees of  
Johnson Memorial Hospital