

BYLAWS
OF
HEALTHY MARATHON COUNTY

ARTICLE 1
OFFICES

SECTION 1 NAME

The name of this corporation shall be Healthy Marathon County

SECTION 2. PRINCIPAL OFFICE

The principal office of the corporation is located in Marathon County, State of Wisconsin. The mailing address of the corporation is 1200 Lake View Drive, Room 200, Wausau, WI 54403.

SECTION 3 CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____	Dated: _____
_____	Dated: _____
_____	Dated: _____

ARTICLE II
NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501 (C) (3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (C) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations under Section 501 (C) (3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

Healthy Marathon County is a community catalyst to impact the health of Marathon County residents through individual, organizational, and community involvement.

The Healthy Marathon County Board, working in partnership with the Marathon County Health Department, consists of community members taking the lead role in forming partnerships, gathering health-related data, determining priority health issues, identifying resources, coordinating community health initiatives, and evaluating progress. Healthy Marathon County accomplishes its purpose through action teams focused on priority health issues under the general oversight and support of the Healthy Marathon County Board.

ARTICLE III DIRECTORS

SECTION 1. BUSINESS AFFAIRS AND POWERS

The business and affairs of the Corporation shall be managed and controlled and its powers exercised by the Board of Directors, except as otherwise provided by statute or the Articles of Incorporation or these Bylaws.

By supporting the activities of the corporation, all action team members are members of Healthy Marathon County.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state. Directors may be any person who has a demonstrated interest in prevention and is a resident of Marathon County.

SECTION 3. NUMBER, ELECTION, AND TERM OF OFFICE

The corporation shall have not less than nine or more than twenty-one directors and collectively they shall be known as the Board of Directors. The directors shall be divided into three (3) classes consisting of four (4) Directors each, to be known as "Class I", "Class II", and "Class III". Thereafter, as the term of office of each Director expires, the vacancy so created shall be filled by the election of a Director for a term of three (3) years. Each action team will have one designated board member.

No Director shall hold office for more than two full three (3) year terms, and shall not be eligible for re-election to the Board of Directors for a period of two (2) years.

The Marathon County Health Officer or designee shall serve one-year terms with no term limits.

SECTION 4. NOMINATIONS

At each annual meeting of the Corporation, nominations for officers and members of the Board of Directors shall be presented by the Nominating Committee. Any Director shall have the right to make other nominations.

SECTION 5. VACANCIES

Any vacancy shall be filled at a meeting of the Board of Directors for the period of the unexpired term as provided by Bylaw 3, Section 3 and 4 of these Bylaws.

SECTION 6. TERMINATION

Any Director may resign at any time by written notice filed with the Secretary of the Corporation and any Director may be removed at any time by the affirmative vote of a majority of the Directors then in office, excluding the affected party. A Director may be terminated for non-attendance.

SECTION 7. DUTIES

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in the Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses with the Secretary of the corporation, and notices of meetings mailed or e-mailed to them at such addresses shall be valid notices thereof.

SECTION 8. COMPENSATION

Director shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

ARTICLE IV MEETINGS OF HEALTHY MARATHON COUNTY

SECTION 1. ANNUAL MEETING

There will be an annual meeting of the corporation held on such a date as may be fixed by the Board of Directors.

SECTION 2. REGULAR MEETINGS

Regular meetings of directors shall be held a minimum of four times per year. The meeting place shall be determined prior to each meeting.

If this corporation makes no provision for members, then, at the annual meeting, directors shall be elected by the Board of Directors. Voting for the election of directors shall be by majority vote. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board.

SECTION 3. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by any officer or by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meeting shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting, or by electronic communication.

SECTION 4. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors.

- a. Regular Meetings. No notice need be given of any regular meeting of the Board of Directors.

- b. Special Meetings. At least one-week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by e-mail and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
- c. Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to giving of such notice.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of a simple majority of the members of the Board of Directors for all meetings, annual or special, for the transaction of all or any business of the corporation. Where a quorum exists, action may be taken by a simple majority vote of those present, except as otherwise provided in these Bylaws.

SECTION 6. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Board, or, if no such person has been so designated or, in his or her absence, the Vice President of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting.

SECTION 7. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 8. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

SECTION 9. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE V OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer.

SECTION 2 QUALIFICATIONS

Any director may serve as officer of this corporation.

SECTION 3. ELECTION AND TERM OF OFFICE

The officers of the corporation, except such officers as may be appointed in accordance with Article V, Section 5, here of shall be elected by the Board of Directors at the annual meeting. The officers shall hold office for a term expiring at the next annual meeting of the Board and until the election of their successor.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time by an affirmative vote of two thirds (2/3) of the directors present at the meeting. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of Board may or may not be filled, as the Board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors, and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7 DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers, of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the Directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE VI COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The President will designate an Executive Committee. The Executive Committee will exist of the officers of the corporation and the past president . The Executive Committee may act on behalf of the Board between Board meetings.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

ARTICLE VII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the mane of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by any two officers of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporations any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE VIII CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

a) Minutes of all meetings of directors, committees of the Board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the meeting notice given, and the names of those present and the proceedings thereof;

b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

d) A record of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. PERIODIC REPORT

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE IX IRC 501 (C) (3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501 (h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (C) (3) of the internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170 (C) (2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes of this corporation.

SECTION 3.DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510 (C) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE X AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors

ARTICLE XI CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of the state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of nine preceding pages as the Bylaws of this corporation.

Dated: _____

_____	_____
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