

**PLATTE COUNTY MEMORIAL HOSPITAL
AND
PLATTE COUNTY MEMORIAL NURSING HOME FOUNDATION
BYLAWS**

**ARTICLE I
NAME, LOCATION, OFFICES**

- A. The name of this Foundation shall be **PLATTE COUNTY MEMORIAL HOSPITAL AND PLATTE COUNTY LEGACY HOME FOUNDATION**, (hereinafter the "Foundation".)
- B. The operations of the Foundation shall be carried out within the State of Wyoming.
- C. The principal address of the Foundation is PO Box 1031, Wheatland, Wyoming 82201.

**ARTICLE II
PURPOSE, TAX EXEMPT STATUS**

- A. The purpose of the Foundation shall be to develop and organize financial support for the maintenance and operations of Platte County Memorial Hospital and Platte County Legacy Home, to assist in the promotion of health care services to the people of Platte County, Wyoming. To accomplish this purpose the Foundation may raise and disburse funds for the benefit of the patients of Platte County Memorial Hospital and the residents of Platte County Memorial Nursing Home.
- B. The Foundation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the internal Revenue Code, or the corresponding section of any future federal tax code.

To this end, the Foundation may receive and accept property, whether real, personal or mixed, by way of gift, bequest or devise from any person, firm, trust or Foundation, to be held, administered and dispensed of in such manner that shall be promote and advance the purpose of the Foundation without limitations, except such limitations, if any, as may be delineated in the instrument under which such property is received, the Articles of the Foundation, the Bylaws and policies of the Foundation or any laws, federal and state, applicable thereof.

- C. Monies and revenue from all properties received and accepted by the Foundation may be distributed to Platte County Memorial Hospital and Platte County Memorial Nursing Home for benefit of the patients and residents.
- D. Scholarship funds shall be used solely for medical training in accordance with the scholarship guidelines.
- E. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Foundation shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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 provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a Foundation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Foundation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- F. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, and the Foundation shall not participate in or otherwise intervene in (including the publishing or distribution of statements) of any political campaign on behalf of or in opposition to any candidate for public office.
- G. Reasonable expenses for fund raising may be paid from the Foundation account.

ARTICLE III **DIRECTORS**

- A. The property, affairs and concerns of the Foundation shall be managed and governed by a Board of Directors which shall consist of seven (7) members appointed by the Board of County Commissioners of Platte County with advice and input from the Platte County Memorial Hospital District Board. The Foundation Board of Directors may include members from the Platte County Memorial Hospital District Board.
- B. Regular meetings of the Foundation Board shall be held at such times as may be hereafter determined by the Foundation Board with notice given to each director.
- C. A majority of the Foundation Board shall constitute a quorum for the transaction of business.
- D. The term of office of the directors named in the Articles of the Foundation shall expire when their successors have been appointed. The directors shall serve staggered five (5) year terms. Each director shall serve until the first Monday of July following the expiration of their term. There shall be no restriction on the number of terms a director may serve.
- E. Vacancies of the Foundation Board of Directors shall be filled by the Board of County Commissioners of Platte County with advice and input from the Platte County Memorial Hospital District Board within 60 days of the vacancy.
- F. Board members shall have a sincere interest and demonstrate a desire to assist in carrying out and fulfilling the purposes for which the Foundation has been created. If a board member misses three consecutive meetings during a 12-month period, it may constitute a vacancy. The Foundation Board shall declare a vacancy if approved by the majority of Directors in

attendance at the regular meeting. In this event, the County Commissioners will appoint a new board member to fulfill the unexpired term.

ARTICLE IV **OFFICERS, COMMITTEES**

- A. The officers of the Foundation Board of Directors shall be chosen within its Directors. The officers shall be: President, Vice-President, Secretary, Treasurer and such other officer as the Board may elect. It is authorized that the offices of Secretary and Treasurer may be combined and held by one person.
- B. Officers shall serve two years with no limit on the number of terms an officer may serve.
- C. The president shall preside at all meetings of the Board and shall have general charge of and control over the affairs of the Foundation, subject to the direction of the Board of Directors.
- D. The Vice-President shall perform such duties as may be assigned to him/her by the Board of Directors. In case of death, disability or absence of the President, he/she shall perform and be vested with all the duties and powers of the President.
- E. The Secretary shall insure that a full and complete record of the proceedings of the Board is maintained. Upon notice, the Secretary will provide detailed minutes of Foundation meetings. He/she shall have powers and perform such other duties as prescribed from time to time by the Board.
- F. The Treasurer shall insure that all records of Foundation funds, holdings and property are accounted for and maintained. He/she shall have powers and perform such other duties as prescribed from time to time by the Board.
- G. An Executive Committee shall exist, comprised of the officers of the foundation. The Executive Committee is empowered to make decisions as necessary to run the business of the Foundation between regular meetings of the Board of Directors.
- H. The President shall have the power to appoint, at his/her discretion, such ad hoc committees as deemed necessary to further the purpose of the Foundation.

ARTICLE V **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Except for the actions by or on behalf of the Foundation against an officer or arising from a breach of fiduciary duty owed by the officer or director to the Foundation, the Foundation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he/she is or was a director or officer of the Foundation. Such indemnity includes expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding to the fullest extent and in the manner set forth in and permitted by the laws of the state of Wyoming and in any other applicable law as from time to time are in effect.

ARTICLE VI
CONFLICTS OF INTEREST

A Board member or officer shall disclose his/her interest in any contract or transaction with regard to the affairs of the Foundation, absent him/herself from any meeting of the Board when such matter is being considered, and not vote thereon or attempt to influence any other Board member or officer concerning it. The minutes of each meeting wherein a contract or transaction in which a Board member has interest is approved or disapproved shall reflect the above disclosure and lack of presence and influence of such interested Board member. The Board of Directors shall, in approving any contract or transaction in which a Board member has an interest, make a finding that those Board members believe that the contract or transaction is fair to the Foundation. The Board of Directors shall develop and implement a written conflict of interest policy for the resolution of any existing or apparent conflict of interest.

ARTICLE VII
ANNUAL MEETING, FISCAL YEAR

- A. The annual meeting of the Foundation shall be held during the month of January in Platte County, Wyoming.
- B. The fiscal year of the Foundation shall be the calendar year.

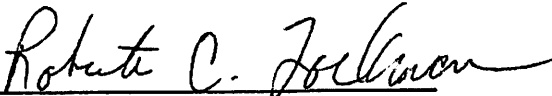
ARTICLE VIII
DISSOLUTION OF FOUNDATION

Upon dissolution of the Foundation, assets shall be distributed for one or more exempt purposes within the meaning of section 5010(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

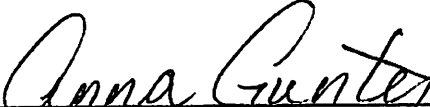
ARTICLE IX
AMENDING THE BYLAWS

These Bylaws may be amended at any regular or special meeting by a majority vote of the Board of Directors.

Adopted this 25th day of April, 2017.



President



Secretary