

**Amended and Restated Bylaws**

**of**

**Sheridan County Memorial Hospital Foundation**

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The Board of Directors of Sheridan County Memorial Hospital Foundation hereby adopts the following Amended and Restated Bylaws for the Foundation, which amend and restate in their entirety the Bylaws of the Corporation, adopted December 7, 1976, as amended:

**Article I – Name, Office and Statement of Purpose**

1. **Name.** The name of this corporation is **Sheridan County Memorial Hospital Foundation**, hereinafter referred to as the “Foundation.”

2. **Offices.** The Foundation may have such offices within the State of Wyoming as the Board of Directors may determine or as the Foundation may desire from time to time. The Foundation’s present principal office is 1401 West 5<sup>th</sup> Street, Sheridan, Wyoming 82801. Meetings of the Board of Directors may be held at such places within the State of Wyoming as may be designated by the Board of Directors.

3. **Statement of Purpose.** The Foundation is a non-profit corporation existing under the laws of the State of Wyoming. The primary purpose of the Foundation is to promote charitable purposes, for the advancement and assistance in the development of Memorial Hospital of Sheridan County, Wyoming, and shall include but not be limited to the following purposes in furtherance of its exempt purposes: The solicitation and investment of funds; the creation of endowment or other funds for special purposes; the expenditure and distribution of funds to maintain the operation of the Foundation and to benefit Memorial Hospital of Sheridan County, Wyoming, and those projects authorized and requested by the Board of Trustees of Memorial Hospital of Sheridan County, Wyoming, and approved by the Board of Directors of the Foundation; and to administer funds according to the terms, conditions or stipulations which may accompany any gifts, grants, or bequests to the Foundation, and as the Board of Directors may direct from time to time.

This Foundation is organized exclusively for charitable purposes. No part of its earnings or capital shall inure to the benefit of any members, Directors or officers of the Foundation. No substantial part of its activities shall include carrying on propaganda or otherwise influencing legislation. The Foundation shall not participate in or interfere with any political campaign on behalf of 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 corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2)

of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law), as amended.

## **Article II – Board of Directors**

1. **General Powers.** The affairs of the Foundation shall be managed by its Board of Directors and the Board shall have the power to review the actions of the officers.

2. **Number, Tenure and Qualification.** The number of voting directors shall be no less than nine (9) and no more than eleven (11). Directors shall be entitled to one (1) vote, with the exception of the Sheridan Memorial Hospital Board of Trustee’s Representative who will be a non-voting director of the Foundation. The Board shall be comprised of persons who are committed to the stated purpose of this Foundation. Provided, however, no more than one (1) director shall be an active member of the Board of Trustees of Memorial Hospital of Sheridan County, Wyoming. Such directors shall each serve for the terms set forth below in this Article. No director shall be re-elected for more than two (2) consecutive three (3) year terms, nor more than six (6) consecutive one (1) year terms, in addition to the remainder of any term for which the director was appointed to fill a vacancy. When a director has served a maximum number of terms on the Board, he or she may be re-elected after a one (1) year absence. New directors shall be elected annually to replace those directors whose terms have expired. Each director shall hold office for the term for which he or she is elected or until his or her successors have been elected and qualified.

The directors of the Board shall be appointed or elected under the following procedure for the following terms of office:

- A. One (1) director of which shall be a duly appointed member of the Board of Trustees of Memorial Hospital of Sheridan County, Wyoming. This director shall be appointed annually by said Board of Trustees for a one (1) year term, and shall be a non-voting member.
- B. One (1) director of which shall be appointed by the Medical Staff of Memorial Hospital of Sheridan County, Wyoming. This director shall be appointed annually by the Sheridan Memorial Hospital Medical Staff for a one (1) year term.
- C. One (1) director of which shall be appointed by the Sheridan Memorial Hospital Auxiliary of Memorial Hospital of Sheridan County, Wyoming. This director shall be appointed annually by the Sheridan Memorial Hospital Auxiliary for a one (1) year term.
- D. Not less than seven (7) and no more than nine (9) directors of which shall be elected by the Foundation Board. The term of office for these directors elected by the Board shall each be three (3) years.

3. **Regular Meetings.** Regular meetings of the Board may be held on such dates and at such times as determined by the Board in person, or by any means of communication by which all directors participating may simultaneously communicate with each other during the meeting. The regular annual meeting of the Board shall be held during the month of July of each year for the purpose of the appointment of officers and for the transaction of such business as shall come before the Board. Notice of the annual meeting shall be given to Board by the President or by any other officer, or their designee, at least two (2) days previous thereto.

4. **Special Meetings.** Special meetings of the Board may be called by or at the request of the presiding officer of the Board, the Executive Director or at least twenty-five percent (25%) of the directors then in office. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them. Special meetings may be held in person or by any means of communication by which all directors participating may simultaneously communicate with each other during the meeting.

5. **Notice.** Notice of any special meeting of the Board shall be given at least two (2) days previous thereto or as otherwise provided in Wyo. Stat. Ann. §§ 17-19-822 and -1020 by written notice delivered personally or sent by mail or electronic mail to each director at his or her mailing address or electronic mail address as shown by the records of the Foundation. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. **Quorum.** A majority of the voting directors then in office shall constitute a quorum for the transaction of the business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time until a quorum is present.

7. **Manner of Acting.** When a quorum of directors are present at a meeting, action of the Board requires a majority of the quorum present.

8. **Vacancies.** Any vacancy occurring in the Board shall be filled by the Board for the remaining unexpired term of the vacant office, and the President of the Foundation may make a recommendation to the Board in such respect. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. At the end of the filled vacant term, such position shall be filled as required under Article II.2. of these Bylaws.

9. **Removal of Directors.** A Director may be removed as provided in Wyo. Stat. §§ 17-19-808 and -809 (2013), as amended.

10. **Resignation.** A Director may resign at any time by delivering written notice to the Board or to the President or Secretary. A resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

11. **Compensation.** No compensation shall be paid to the Directors for their services or for their services as Directors.

12. **Board Director Conflict of Interest.** Conflicts of interest for any director of this Foundation shall be governed by Wyo. Stat. § 17-19-831 (2013), as amended.

### **Article III – Officers**

1. **Officers.** The officers of the Foundation shall be a President, Vice President, Secretary and Treasurer. No two offices may be held by the same person.

2. **Election and Term of Office.** Subject to Wyo. Stat. § 17-19-844 (2013), as amended, the officers of the Foundation shall be elected annually by the Board at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. The officers of the Foundation must also be board directors. Each officer shall hold office for a one-year term, or until his or her successor shall have been duly elected and qualified.

3. **Removal and Resignation.** Any officer elected or appointed by the Board may be removed by the Board at any time, without cause. Any officer may resign at any time by delivering written notice of such to the Foundation.

4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

5. **President.** The President shall preside at all meetings of the Board. The President shall sign, with the Secretary or any other proper officer of the Foundation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws, or by statute, to some other officer or agent of the Foundation. The President shall in general perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time. The President shall appoint committees as are necessary for the efficient operation of the Foundation.

6. **Vice President.** In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have the powers of and be subject to all restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

7. **Treasurer.** The Treasurer, or his/her designee, shall have charge and custody of and be responsible for all funds and securities of the Foundation, shall receive and give receipts for monies due and payable to the Foundation from any source whatsoever, and shall deposit all such monies in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws. The Treasurer

shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board. The Treasurer, or his or her designee, shall make a report at each regular meeting of the Board.

8. **Secretary.** The Secretary, or his or her designee, shall keep the minutes of the meetings of the Board; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Foundation records; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board.

9. **Delegation of Powers or Duties.** The powers or duties of any officer may be delegated by the Board in the case of the absence of any officer, or for any other reason that the Board may deem sufficient. Such delegated powers or duties shall be made to any other officer or director, or to a member of the Foundation staff.

#### **Article IV – General Membership**

1. **Number.** There shall be no limitation on the number of members in this Corporation.

2. **Membership.** Membership in Sheridan County Memorial Hospital Foundation shall be open to any person or legal entity interested in the advancement, development and growth of Memorial Hospital of Sheridan County, Wyoming. Any such person or entity shall become a member automatically upon making a donation or contribution to the Foundation, provided that such donation equals or exceeds the minimum amount of any donation or contribution necessary to qualify for membership in the Foundation, which shall be determined by the Board in its sole discretion. All members shall each have the same rights set forth in these Bylaws.

3. **Term of Membership; Contributions and Dues.** The term of membership shall be determined by the level of donation or contribution, as set by the Board in its sole discretion. Membership contributions shall be determined by the Board from time to time in its sole and absolute discretion, and will be subject to change only upon Board approval.

4. **Annual and Regular Meetings.** The annual meeting of the membership shall be held in July of each year, on a date and at a time and place determined by the President of the Foundation, but in any event before the annual meeting of the Board. The annual meeting of the membership shall be held within the State of Wyoming as may be provided in the notice of annual meeting to members. Failure to hold the annual meeting of the membership at the time designated herein shall not work a forfeiture or dissolution of the Corporation, nor shall it affect the validity of any corporate action. The purpose of the annual meeting shall be for the President of the Corporation to report on the activities and financial condition of the Corporation, and for the members to consider and act upon such other matters as may come before the meeting without such other notice than this Bylaw. The membership may also hold regular meetings, more frequently than annually, as may be called by the President or by the Board.

5. **Special Meetings.** Special meetings of the membership may be called in accordance with Wyo. Stat. § 17-19-702 (2013), as amended.

6. **Notice of Annual, Regular and Special Meetings.** Notice of meetings shall be given in accordance with Wyo. Stat. § 17-19-705 (2013), as amended.

7. **Waiver of Notice.** A member may waive any notice required by the Articles of Incorporation, these Bylaws, or by Wyoming statute, before or after the date and time stated in the notice. The waiver shall be in writing, be signed manually or by facsimile by the member entitled to the notice, and be delivered to the Foundation for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting (A.) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (B.) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

8. **Voting.** Each member is entitled to one (1) vote on each matter voted on by the members. If a membership stands of record in the names of two (2) or more persons, their acts with respect to voting shall have the following effect: (A.) If only one (1) votes, such act binds all; and (B.) If more than one (1) votes, the vote shall be divided on a pro rata basis. Unless the Articles of Incorporation or Wyoming statute require a greater vote, if a quorum is present, the affirmative vote of the votes represented in voting (which affirmative votes also constitute a majority of the required quorum) is the act of the members. A Bylaw amendment to increase or decrease the vote required for any member action shall be approved by the members.

9. **Quorum.** Representation in person or by proxy of ten percent (10%) of the votes entitled to be cast on a matter shall be required to constitute a quorum on that matter. Unless one-third (1/3) or more of the voting power is present in person or by proxy, the only matters that can be voted upon at an annual or regular meeting of the members are those matters that are described in the meeting notice. An amendment to these Bylaws to decrease the quorum for any member action may be approved by the members or by the Board. A Bylaw amendment to increase the quorum required for any member action shall be approved by the members.

10. **Proxies.** A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form either personally or by an attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. An appointment is valid for eleven (11) months unless a different period is expressly provided in the appointment form; provided, however, that no proxy shall be valid for more than three (3) years from its date of execution. An appointment of a proxy is revocable by the member. An appointment of a proxy is revoked by the person appointing the proxy attending any meeting and voting in person, or signing and delivering to the Secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.

11. **Action Without Meeting.** Any action required or permitted to be taken at a membership meeting may be taken without a meeting if notice of the proposed action is given to all voting members and the action is approved by ninety percent (90%) of the members entitled to vote on the action. The action shall be evidenced by one (1) or more written consents describing the action approved, signed either manually, or in facsimile, by the requisite number of members entitled to vote on the action, and delivered to the Corporation for inclusion in the minutes for filing with the corporate record. Any action that may be taken at any annual, regular or special meeting of members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter, as expressly authorized by Wyoming statute.

#### **Article V – Advisory Committees**

The President may appoint one or more advisory committees. The President may at any time appoint additional members to any such committee. Members of any such committee shall serve at the pleasure of the President. Such advisory committees shall advise with and aid the officers of the Foundation in all matters designated by the President and the Board, and prescribe rules for the call and conduct of meetings of the committee and other matters relating to its procedure.

#### **Article VI – Conduct of Business of the Foundation**

1. **Contracts.** The Board may authorize any officer or officers, agent or agents, of the Foundation in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

2. **Checks, Drafts, etc.** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the Foundation.

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

4. **Contributions.** Contributions may be solicited and received either in the form of services or financial or material assistance necessary to carry out and fulfill the purposes set forth in these Bylaws.

5. **Gifts.** The Board may accept on behalf of the Foundation any gift, bequest, or devise for the general purpose or for a special purpose of the Foundation.

## **Article VII – Indemnification**

The Foundation shall indemnify, defend and advance expenses to all directors, officers and employees to the fullest extent permitted by Wyoming law, whether now existing or hereafter amended.

## **Article VIII - Insurance**

The Foundation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Foundation against liability asserted against or incurred by him or her in that capacity, or arising from his or her status as director, officer, employee or agent, whether or not the Foundation would have the power to indemnify the person against the same liability pursuant to Wyoming law.

## **Article IX – Executive Director**

The Board under an employee sharing agreement with Sheridan Memorial Hospital will employ an Executive Director who shall be the chief executive officer of the Foundation. The Executive Director shall be paid such salary as determined by the Board and Sheridan Memorial Hospital and shall be responsible for the execution of such plans and policies as the Board may authorize, direct or approve. Upon approval by the Board, the Executive Director shall recommend individuals for appointment to the administrative staff, if any, and assign them appropriate duties. The Board, in its sole discretion, may appoint the Executive Director to serve ex-officio, but without vote, on the Board and on all committees appointed by the Board.

## **Article X – Books and Records**

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board. All books and records of the Foundation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

## **Article XI – Fiscal Year**

The fiscal year of the Foundation shall commence on the first (1<sup>st</sup>) day of July of each year and end on the thirtieth (30<sup>th</sup>) day of June of each year, unless revised by the Board in its sole discretion.

## **Article XII – Seal**

The seal of the Foundation shall be circular in form and shall have inscribed thereon the name of the Foundation and the State, and in the center of the “Corporate Seal.”



**Article XII - Distribution of Assets Upon Dissolution**

In the event that this Foundation should be dissolved for any reason, then upon dissolution, any debts and obligations of the Foundation shall be first paid, and thereupon the remaining or net assets shall be distributed, transferred, delivered and paid over to the Memorial Hospital of Sheridan County exclusively for charitable or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or to a state or local government, or an instrumentality thereof, to be used for a public purpose, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the District Court 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 XIII – Amendments to Bylaws**

The Board, acting in the best interests of the Foundation and its efficient operations and activities, may amend, alter, repeal, or replace and adopt new or amended Bylaws without the necessity of a meeting of the General Membership calling for the vote and approval of the new or amended Bylaws by the General Membership, even if the amendment relates to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or selected, by making the new or amended Bylaws available to the General Membership, after which any written comments from the General Membership will be reviewed and considered and, if requested by the General Membership, voted on at the next meeting of the General Membership.

The foregoing Amended and Restated Bylaws are hereby approved and adopted by the Board of the Foundation this \_\_\_\_ day of \_\_\_\_\_, 2025.

**BOARD OF DIRECTORS:**

By: \_\_\_\_\_  
Sue Belish  
President

By: \_\_\_\_\_  
Wendy Smith  
Vice President

By: \_\_\_\_\_  
Yvonne Gatley  
Secretary

By: \_\_\_\_\_  
Ryan Franklin  
Treasurer

By: \_\_\_\_\_  
Chuck Burgess  
Director

By: \_\_\_\_\_  
William E. Doughty, MD  
Director

By: \_\_\_\_\_  
Gary Campbell  
Director

By: \_\_\_\_\_  
Mikole Bede Soto  
Director

By: \_\_\_\_\_  
Rosemary Rieder  
Director

By: \_\_\_\_\_  
Joshua Scott, MD  
Director

By: \_\_\_\_\_  
Richard Garber  
Director