

**STANDARD CREDIT UNION BYLAWS OF  
ASSOCIATED HEALTHCARE CREDIT UNION**

**ARTICLE I  
PURPOSE AND POWERS**

**Section 1.** The purpose of this credit union is to promote thrift among its members, and create a source of credit for them at legitimate rates of interest. The credit union shall have all of the rights, powers, and privileges incidental to, or necessary for, the accomplishment of its objectives.

**ARTICLE II  
MEMBERSHIP**

**Section 1.** Membership in this credit union is composed of those who have the following common bond:

1. Employees of Allina Hospitals and Clinics and its subsidiaries or affiliates; all physicians who have privileges at any Allina owned hospital and their staff; Children's Hospitals and Clinics of Minneapolis and St Paul; employees of Medica; and employees of Associated Healthcare Credit Union.

Employees of the following hospitals, clinics, subsidiaries and operating divisions are included in current field of membership:

Abbott Northwestern General Medicine Associates- Edina  
Abbott Northwestern General Medicine Associates  
Abbott Northwestern Hospital  
Abbott Northwestern Hospital Services Foundation for Living, Inc  
Abbott Northwestern Hospital Specialty Care Center  
Abbott Northwestern MAO Pharmacy  
Abbott Northwestern Medical Associates- Sartell/St. Cloud  
Abbott Northwestern Outpatient Services  
Abbott Northwestern PHO  
Abbott Northwestern's Center for Outpatient Care- Edina  
Abbott Northwestern's Sartell Outpatient Center- Sartell/St. Cloud  
Allina Asset Redistribution Management  
Allina Behavioral Health Services - St. Paul Clinic  
Allina Central Business Office  
Allina Clinical Equipment Services  
Allina Community Pharmacies- Abbott Northwestern Heart Hospital Pharmacy  
Allina Community Pharmacies- Abbott Northwestern Medical Building  
Allina Community Pharmacies- Abbott Northwestern Piper Building  
Allina Community Pharmacies- Allina Medical Clinic- Cottage Grove  
Allina Community Pharmacies- Allina Medical Clinic- Woodbury  
Allina Community Pharmacies Apple Valley Pharmacy  
Allina Community Pharmacies- Health Care Pharmacy Mercy Health Care  
Allina Community Pharmacies- Medical Arts Building Pharmacy  
Allina Community Pharmacies- Owatonna Pharmacy Care

Allina Community Pharmacies- Phillips Eye Institute Pharmacy  
Allina Community Pharmacies- Ritchie Medical Plaza Pharmacy  
Allina Community Pharmacies- Rum River Drug Cambridge  
Allina Community Pharmacies- United Hospital's Outpatient Pharmacy  
Allina Community Pharmacies- Unity Community Pharmacy  
Allina Community Pharmacies- West Health Pharmacy  
Allina Financial Assistance Services  
Allina Foundation  
Allina Home Care, Hospice & Palliative Care Foundation  
Allina Home Oxygen and Medical Equipment  
Allina Hospitals & Clinics System Office  
Allina Medical Clinic- The Doctors  
Allina Medical Clinic- Annandale  
Allina Medical Clinic- Buffalo  
Allina Medical Clinic- Cambridge  
Allina Medical Clinic- Champlin  
Allina Medical Clinic- Cokato  
Allina Medical Clinic- Coon Rapids Midwest Surgery  
Allina Medical Clinic- Coon Rapids Women's Health  
Allina Medical Clinic- Coon Rapids  
Allina Medical Clinic- Cottage Grove  
Allina Medical Clinic- Crossroads Chaska  
Allina Medical Clinic- Crossroads Prior Lake  
Allina Medical Clinic- Crossroads Shakopee  
Allina Medical Clinic- Eagan Parkview OB/GYN  
Allina Medical Clinic- Eagan  
Allina Medical Clinic- Elk River  
Allina Medical Clinic- Faribault OB/GYN  
Allina Medical Clinic- Faribault  
Allina Medical Clinic- Farmington

Allina Medical Clinic- Forest Lake  
 Allina Medical Clinic- Fridley OB/GYN  
 Allina Medical Clinic- Fridley Surgical Specialties  
 Allina Medical Clinic- Hastings (Nininger)  
 Allina Medical Clinic- Hastings  
 Allina Medical Clinic- Hinckley  
 Allina Medical Clinic- Internal Medicine Specialties  
 Allina Medical Clinic- Isles  
 Allina Medical Clinic- Litchfield  
 Allina Medical Clinic- Maple Grove  
 Allina Medical Clinic- Maplewood Parkview OB/GYN  
 Allina Medical Clinic- Mora  
 Allina Medical Clinic- Nicollet Mall  
 Allina Medical Clinic- North Branch  
 Allina Medical Clinic- North Metro Infectious Diseases  
 Allina Medical Clinic- Northfield  
 Allina Medical Clinic- Pine City  
 Allina Medical Clinic- Prescott  
 Allina Medical Clinic- Ramsey  
 Allina Medical Clinic- Shakopee  
 Allina Medical Clinic- Shoreview  
 Allina Medical Clinic- St Michael  
 Allina Medical Clinic- St Paul Parkview OB/GYN  
 Allina Medical Clinic- United Family Practice Center  
 Allina Medical Clinic- United Hospitalist Service  
 Allina Medical Clinic- United Medical Specialties  
 Allina Medical Clinic- West Health Campus  
 Allina Medical Clinic- West St Paul  
 Allina Medical Clinic- Woodbury  
 Allina Medical Clinic  
 Allina Medical Clinic-Edina  
 Allina Medical Laboratories  
 Allina Medical Transportation  
 Allina OB HomeCare  
 Allina Occupational Health Associates  
 Allina Self-Insured  
 AMC Abbott Northwestern Hospitalist Service  
 Apple Valley medical center  
 BehavioralCare Network  
 Berman Center for Outcomes & Clinical Research  
 Braham Medical Center  
 Buffalo Hospital  
 Buffalo Hospital foundation  
 Buffalo Hospital Urgent Care  
 Burns Manor Nursing Home  
 Cambridge Medical Center  
 Cambridge Memorial Hospital  
 Cambridge: Same Day Clinic  
 Cardiac Centers- Mercy & Unity  
 Cardio-Renal Internists  
 Children's Foundation  
 Children's PHO  
 Children's - West (Pediatric Specialty Clinic)  
 Children's Clinics- Woodwind (Woodbury)  
 Children's Communications & Public relations  
 Children's Financing  
 Children's Hospital and Clinics- PHO  
 Children's Hospital and Clinics- Minneapolis  
 Children's Hospital and Clinics- Ridges  
 Children's Hospital and Clinics- St Paul  
 Children's Hospital and Clinics- West (Surgery)  
 Children's Human Resources  
 Children's Material Management  
 Children's -Roseville  
 Children's West- develop & rehabilitation  
 Children's-Maple Grove  
 Clinical Equipment Services  
 Comprehensive Medical Care, Ltd.  
 Crosstown Medical Clinic  
 Daly, Corbett, Ogdon & Abid  
 Day Surgery Center of United and Children's Hospital  
 Doctors Family Physicians  
 Elk Ridge Health- Elk River  
 Fairmont Community Hospital  
 Family Medicine Clinic  
 Farmington Eye Center  
 Fitness Center of New Ulm  
 Fridley Convalescent Home  
 Golden Valley Joint Venture  
 Granite Falls Municipal Hospital & Manor  
 Grantsburg Clinic  
 Health Affiliates, Inc  
 Health Center Family Medicine Clinic  
 Health Enterprises, Inc.  
 HealthSpan Integrated Physician Associates Network  
 HealthSpan Medicaid Eligibility Services  
 HealthSpan Physician Services Corporation  
 HealthSpan Receivable Services  
 HealthSpan Services Company  
 HealthSpan/LSI, Inc  
 Hugo Medical Clinic  
 Hutchinson Hospital  
 Hutchinson Hospital Foundation  
 Internal Medicine Associates  
 Kinnickinnic Health Foundation (River Falls)  
 Kuljetti Print Systems, Inc  
 LifeOne Corporation  
 LifeSpan Foundation  
 Long Prairie Memorial Community Health Foundation  
 Long Prairie Memorial Hospital and Home  
 Maternal-Fetal Medicine Clinic at United Hospital  
 MedEligible Services  
 Medica  
 Medica Foundation  
 Medica Insurance Co.  
 Medica Self-Insured  
 Medical Insurance Co.  
 Medical Oxygen & Equipment  
 MedPlus Ambulance  
 MedPlus Ready Ride  
 Mental Health Services  
 Mercy Hospital Foundation  
 Mercy Hospital  
 Mercy/Unity PHO  
 Midwest Internal Medicine  
 Midwestern Emergency Medical  
 Mille Lacs Health System  
 Minneapolis Heart Institute  
 Minneapolis Heart Institute Foundation  
 Minneapolis Psychiatric Institute  
 Minneapolis: Behavioral Health Outpatient Clinic  
 Minneapolis: Clinic 42 (HIV/AIDS Outpatient Care)  
 Minneapolis: Institute for Health and Healing  
 Minneapolis: Perinatal Clinic  
 Minneapolis: Travel Clinic  
 Minneapolis: Wound Clinic  
 MN Charitable Org. Reg  
 MN Regional Cardiac Center  
 Mount Sinai Foundation  
 Mpls Internists  
 Mpls Occupational Health Associates  
 Mpls Psychiatric  
 MSH, Inc  
 New Ulm Medical Center Clinic  
 New Ulm Medical Center Foundation  
 New Ulm Medical Center  
 North Ridge Clinic  
 North Suburban Orthopedics & Sports Medicine  
 Northfield Eye Center  
 Northfield Hospital & Long Term Care Facility  
 Northtown Behavioral Health Clinic- Fridley  
 Northway OB/GYN  
 Owatonna Clinic's Urgent Care Center  
 Owatonna Hospital Foundation  
 Owatonna Hospital  
 Parkside Professional Center  
 Parkview Internal Medicine Specialties  
 Parkview OB/GYN  
 Pavelka Reproductive Associates  
 Phillips Eye Institute  
 ProCare  
 ProCare Urgent Care Centers  
 Professional Medical Associates, LTD  
 Protective Agent License

Regional Management Acct Serv.  
 Reliance Acceptance  
 Reliance Recoveries  
 Ritchie Medical Plaza  
 River Falls Area Hospital  
 River Place Physicians  
 River Valley Clinic Mental Health Services  
 River Valley Clinic Ophthalmology  
 River Valley Eye Clinic  
 Rosebud Program  
 Roseville Clinic  
 Roseville Family & Industry Clinic, P.A.  
 Roseville Family & Occ Health  
 Roseville Medical Specialty & Optical  
 Roseville Mental Health Services  
 Select Care  
 Senior Health Link  
 Shrouts, Vessey & Associates  
 Sioux Valley Hospital  
 Sister Kenny Foundation  
 Sister Kenny Rehabilitation Associates-Minneapolis  
 Sister Kenny Rehabilitation Associates-Minneapolis-St Paul  
 Sister Kenny Rehabilitation Institute- Edina  
 Sister Kenny Rehabilitation Institute- Elk River  
 Sister Kenny Rehabilitation Institute- Annandale  
 Sister Kenny Rehabilitation Institute- Cottage Grove  
 Sister Kenny Rehabilitation Institute- Eagan  
 Sister Kenny Rehabilitation Institute- Forest Lake  
 Sister Kenny Rehabilitation Institute- Fridley  
 Sister Kenny Rehabilitation Institute- Minneapolis  
 Sister Kenny Rehabilitation Institute-Albertville  
 Sister Kenny Rehabilitation Institute- Buffalo  
 Sister Kenny Rehabilitation Institute-Coon Rapids  
 Sister Kenny Rehabilitation Institute-Plymouth  
 Sister Kenny Rehabilitation Institute-Richfield  
 Sister Kenny Rehabilitation Institute-Sartell  
 Sister Kenny Rehabilitation Institute-Shoreview  
 Sister Kenny Rehabilitation Institute-St Paul  
 Sister Kenny Rehabilitation Institute-White Bear Lake

Sister Kenny Rehabilitation Institute-Woodbury  
 Sister Kenny Spine Center locations- Edina  
 Sister Kenny Spine Center locations-Coon Rapids  
 Sister Kenny Spine Center locations-Woodbury  
 South Valley Medical  
 Southwest Clinic-: Perinatal Clinic  
 SPECTRUM Therapy Centers  
 St Francis Foundation  
 St Francis Regional Medical Center  
 St Francis Urgent Care  
 St Paul OB/GYN  
 St Peter Clinic  
 St. Francis Health Services- Chaska  
 St. Francis Urgent Care- Chaska  
 St. Paul: Integrative Health and Healing Place  
 St. Paul: Perinatal Clinic  
 Stevens Community Medical Center  
 Strategicare Management Services, Inc  
 Strategicare, Inc  
 Tender Care for Kids  
 The Menopause Center of United Hospital  
 United Hospital  
 United Hospital District  
 United Hospital Foundation  
 United Hospitalist Service  
 United Internal Medicine Assoc.  
 United Medical Specialties St Paul  
 United Neurosurgery Associates  
 United Occupational Health  
 United Pain Center  
 United Physical Therapy  
 United Rehabilitation  
 United Urgent Care Center  
 Unity Community Health  
 Unity Hospital  
 Valley National Gases, LLC. dba Twin City Oxygen Co., Inc  
 Volunteer Services  
 Webster Clinic  
 West Health Campus-Plymouth

2. Employees, independent contractors, or self employed persons who work regularly in the Healthcare Industry in Aitkin, Anoka, Benton, Blue Earth, Brown, Carver, Chisago, Dakota, Dodge, Goodhue, Hennepin, Isanti, Kanabec, Kandiyohi, Le Sueur, McLeod, Meeker, Mille Lacs, Morrison, Nicollet, Pine, Ramsey, Renville, Rice, Scott, Sherburne, Sibley, Stearns, Steele, Todd, Waseca, Washington, and Wright counties.

Healthcare industry includes organizations which provide the following services or products:

- Assisted living facilities that provide healthcare services;
- Birthing centers;
- Blood, organ and tissue banks;
- Emergency medical care;
- Health clinics;
- Health maintenance organizations (HMO) medical facilities;
- Home health care;
- Hospices;
- Hospitals;
- Medical and diagnostic labs;
- Medical equipment and devices;
- Medical transportation services;
- Nursing homes;
- Nursing services;
- Offices of chiropractors, dentists, licensed therapists, optometrists, physicians, podiatrists, psychologists;
- Pain centers;

- Paramedic services;
- Pharmacy services; and
- Rehabilitation centers providing medical treatment or licensed psychological or physical therapy.
- Complementary Therapy (Acupuncture, holistic medicine, alternative healing therapies)

*The industry does not include employees of clients/customers of eligible entities.*

And subscribe to at least one share as designated by the Board of Directors (hereinafter “Board”), pay the initial installment thereon and the entrance fee if any. In addition to a regularly qualified member, the spouse of a member, the blood or adoptive relatives of either of them and their spouses, and members of the same household may be members.

**Section 2.** When an individual member leaves the field of membership, that member and all individuals who became members by virtue of his or her membership, may continue as members. The surviving spouse of a regularly qualified member, and the blood or adoptive relatives of either of them and their spouses may become members.

**Section 3.** Organizations composed for the most part of the same general group as the credit union membership, may be members. Credit unions chartered by this or any other state, or federal credit unions may be members.

### **ARTICLE III MEETINGS OF MEMBERS**

**Section 1.** The annual meeting of the members shall be held each year at such place, date and time as the Board shall determine as convenient to the membership, but must be held prior to May 31.

**Section 2.** At least ten days before any regular meeting, and at least seven days before any special meeting, written notice shall be mailed or handed to each member, and in the case of the special meeting, the notice shall clearly state the purpose of the meeting, location, and what matters will be considered thereat and the order of business.

**Section 3.** At annual or special meetings 15 members shall constitute a quorum. If no quorum is present, an adjournment shall be made to a date not less than seven days thereafter and the decision of the adjourned meeting shall be binding without a quorum present. Written notice of an adjourned meeting shall be given by the secretary to each member five days prior to the date thereof.

**Section 4.** The order of business at annual meetings shall be as set forth by the Board.

**Section 5.** Special meetings of the members may be called by the chairperson of the Board, or by a majority vote of the Board or the supervisory committee. A special meeting shall be called by the chairperson of the Board within 30 days of the receipt of a written request of 25 members or 5% of the members, whichever number is larger; provided, however, that a request of no more than 200 members shall be required for such meeting.

**Section 6.** All meetings of members shall be governed by the current version of Robert's Rules of Order.

#### **ARTICLE IV BOARD OF DIRECTORS**

**Section 1.** The initial Board shall consist of 13 members, 4 who shall serve until the next annual meeting, 4 who shall serve until the second annual meeting, and 5 who shall serve until the third annual meeting, or until their successors are elected and qualified. Directors elected to fill the expiring terms of the initial Board shall be elected for three years.

**Section 2.** At their first meeting, and annually thereafter at the first meeting following the annual meeting of the members, the directors shall elect from their own number a chairperson, vice chairperson, and from their own number or otherwise a treasurer and secretary, of whom the last two may be the same individual, and the directors may engage such other employees as may be necessary to properly conduct the business of the credit union.

**Section 3.** The Board shall meet at least monthly. At least two days notice of regular or special meetings shall be given each director. The two day notice may be waived upon unanimous consent of the Board. All meetings of the Board shall be governed by the current version of Robert's Rules of Order.

**Section 4.** Special meetings may be called by the chairperson and shall be called by the secretary at the request of three or more directors.

**Section 5.** A quorum shall consist of a majority of the Board. If there is no quorum at any regular or special meeting, the directors shall adjourn until a quorum is in attendance.

**Section 6.** Any vacancies in the Board between annual meetings shall be filled by the Board until successors are chosen to fill the unexpired term at the next annual meeting and are qualified. If a member of the Board fails to attend three consecutive regular meetings, unless excused for cause, the office shall be declared vacant and the vacancy filled as provided in this Section.

**Section 7.** A conference among directors by any means of communication through which the directors may simultaneously hear each other during the conference constitutes a Board meeting, if the number of directors participating in the conference would be sufficient to constitute a quorum at a meeting.

**Section 8.** A director shall not be held personally liable to the credit union or its members for breach of fiduciary duty as a director, except that a director's liability shall not be reduced or eliminated for any of the following:

- a. for breach of the director's duty of loyalty to the credit union or its members;
- b. for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

- c. for a transaction from which the director derived an improper personal benefit;  
or
- d. for an act or omission occurring prior to the date when the provision in the bylaws eliminating or limiting liability becomes effective.

## **ARTICLE V OFFICERS**

**Section 1.** The officers of this credit union shall be a chairperson, vice chairperson, secretary, treasurer, and may also include a president, vice president, and others as appointed by the Board.

**Section 2.** The Board shall designate such committee or committees as they deem necessary and appropriate or be required by law or rule for conducting the affairs of the credit union.

**Section 3.** The Board shall appoint a credit manager, and shall delegate all necessary and proper authority to the credit manager. The Board shall either reaffirm or appoint a new credit manager on an annual basis.

**Section 4.** The membership shall, at the initial organization meeting or annual meeting, as the case may be, elect a supervisory committee of five members who shall choose from their number a chairperson and secretary. The secretary shall maintain a full and correct record of all action taken by the committee. No officer of the credit union, as defined in Section 1, Article V of these bylaws shall serve on the supervisory committee.

**Section 5.** The chairperson shall preside at meetings of the members and of the Board. The chairperson shall countersign all notes executed by the credit union and perform all other duties customarily appertaining to the office of chairperson as may be directed by resolution of the Board not inconsistent with the provisions of law of these bylaws.

**Section 6.** The vice chairperson shall, in the absence or disability of the chairperson, perform the duties of the chairperson and such other duties as the Board may from time to time prescribe.

**Section 7.** The treasurer shall manage the credit union under the control and direction of the Board unless the Board has appointed a president to act as a general manager. Subject to such limitations, controls and delegations as may be imposed by the Board, the treasurer shall:

- (a) Have custody of all funds, securities, valuable papers and other assets of the credit union.
- (b) Sign all notes of the credit union and all checks, drafts and other orders for disbursements of funds.
- (c) Provide and maintain full and complete records of all the assets and liabilities of the credit union.
- (d) Within ten days after the end of each month, prepare and submit to the Board a financial statement showing the condition of the credit union as of the end of the month, including a summary of delinquent loans. A copy of such statement shall

be posted in the office of the credit union where it will remain until replaced by the succeeding month's financial statement.

(e) Employ such personnel as needed to carry out the day-to-day operations of the credit union.

(f) Perform such other duties as directed by the Board.

**Section 8.** The Board may appoint a president who shall be under the direction and control of the Board or the treasurer as determined by the Board. The president may be assigned any or all of the responsibilities of the treasurer described in Section 7 of this Article.

**Section 9.** The Board may employ, or authorize the president to employ, one or more vice presidents, none of whom shall be a member of the Board, to perform any of the duties of the president. The Board may designate any vice president to act as president during the president's temporary absence or inability to act.

**Section 10.** The secretary shall keep or cause to be kept correct records of all regular and special meetings of the members and of the Board and such minutes shall be signed by the secretary and attested by the chairperson when approved by the Board. The secretary shall give notice of all meetings of the members in the way and manner herein before provided, and shall perform or cause to be performed all other duties incident to that office. In the event of the absence or disability of the secretary, the presiding officer shall appoint a temporary secretary who shall take the minutes of the meeting and file them with the minutes of the credit union meetings.

## **ARTICLE VI ELECTIONS**

**Section 1.** At the meeting of the Board, two months preceding the annual meeting, the chairperson shall appoint a nominating committee to nominate at least one member for each vacancy for which elections are being held and report its nominations at the next monthly meeting of the Board. After the nominations of the committee have been placed before the members, the chairperson shall call for nominations from the floor. If the election is to be held exclusively by mail ballot there shall be no nominations from the floor. Nominations for elections by mail may only be made by the nominating committee or by petition to the nominating committee signed by at least 20 members or 1% of the total membership, whichever is greater. The petition must be filed with the chairperson 30 days prior to the annual meeting. When nominations are closed, tellers shall be appointed by the chairperson, ballots shall be distributed, the vote shall be taken and tallied by the tellers and results announced.

**Section 2.** There shall be no voting by proxy provided; however, that any organization, society, or corporation having a membership in the credit union may cast its vote by one person upon presentation by that individual or written authority of such organization, society or corporation. Upon resolution of the Board, credit union members shall be authorized to vote by mail for election of directors, credit committee and supervisory committee members and amendments to bylaws at annual and special meetings. A member shall have but a single vote regardless of the amount of his share holdings.

**Section 3.** All elections shall be by secret ballot in event of contest. No members shall be eligible to vote, to nominate or be nominated, or hold any office unless they own at least one fully paid share.

**Section 4.** The Board may establish by resolution a minimum age, not greater than 18 years of age, as a qualification to hold elective or appointive office, or both.

## **ARTICLE VII AMENDMENTS**

**Section 1.** To amend the certificate of organization or these bylaws by vote of the members, whether at the annual or at a special meeting of the members, proposed amendments shall be set forth in the notice of the meeting as follows:

(a) If balloting by mail has not been authorized by the Board, then a statement of intent to amend which identifies the proposed amendments shall be set forth in the notice of the meeting; or

(b) If balloting by mail has been authorized by the Board as either the exclusive means of voting or in conjunction with voting in person, a statement of intent to amend which identifies the proposed amendments shall be set forth in a notice mailed to all members eligible to vote at least 30 days prior to the close of balloting by mail.

Any amendments to the certificate of organization or bylaws shall be approved by two-thirds of the vote of the members actually voting, provided the members actually voting constitute a quorum.

A member receiving notice of a proposed bylaw amendment pursuant to this section may request a written copy of the proposed bylaw amendment. This request must be made no later than ten days prior to the close of balloting by mail or the date set for the meeting. The credit union shall provide the member with a written copy of the proposed bylaw amendment upon receipt of the timely request and the original notice must inform the member of the right to make a request. A copy of the proposed amendment shall be posted in the credit union's office for member review 30 days prior to the close of balloting by mail or the date of the meeting.

**Section 2.** The board may amend these bylaws by a two-thirds vote and shall report any amendments to the members at the next annual meeting.

**Section 3.** If 3% of more of all members propose a resolution for action by the members to adopt, amend, or repeal bylaws adopted, amended, or repealed by the Board and the resolution sets forth the provisions proposed for adoption, amendment, or repeal, the resolution shall be submitted to the members for a vote as provided in Section 1.

**Section 4.** Any and all amendments to the bylaws must be approved by the Commissioner before they become operative.