

AMENDMENT TO THE RESTATED AGREEMENT
AND DECLARATION OF TRUST OF THE
WISCONSIN LABORERS HEALTH FUND

WHEREAS, pursuant to Article IX, Section 9.10 of the Restated Agreement and Declaration of Trust of the Wisconsin Laborers Health Fund, the Board of Trustees is authorized to amend said Restated Agreement and Declaration of Trust; and

WHEREAS, Article IX, Section 9.10 further requires the consent of the Associated General Contractors of Wisconsin, Inc. and the Wisconsin Laborers' District Council to amend the Restated Agreement and Declaration of Trust.

NOW, THEREFORE, BE IT RESOLVED: That effective September 22, 2020, Article III, Section 3.1 of the Restated Agreement and Declaration of Trust of the Wisconsin Laborers Health Fund be and hereby is amended to read as follows:

Section 3.1 Number, Appointment, Term.

(a) The Fund shall be administered by sixteen (16) Trustees.

(b) To be eligible to serve as a Trustee of this Fund, any Trustee must be a resident of, and be domiciled in, the State of Wisconsin and have, or have had his principal employment with an Employer, Association, the Wisconsin Laborers' District Council or Local Union having its principal place of business in the State of Wisconsin. Trustees whose principal employment with an Employer, Association, Local Union or Wisconsin Laborers' District Council has ceased, shall not be permitted to serve as a Trustee longer than three (3) years. An Employee Trustee other than a Trustee who is elected Business Manager of the Wisconsin Laborers' District Council, must also be an individual who has worked in the State of Wisconsin for two (2) or more years under a collective bargaining agreement entered into with a Wisconsin Local Union affiliated with the Wisconsin Laborers' District Council. Any Employee Trustee must be or have been a Participant of the Fund. A Local Union that principally employs an Employee Trustee must be a Union representing Employees within the meaning of Section 1.3 hereunder. No more than two (2) current and former employees of a Local Union may simultaneously serve as Employee Trustees.

(c) Eight (8) of the Fund's Trustees shall be appointed by a majority vote of the Executive Board of the Wisconsin Laborers' District Council and shall act as Employee Trustees.

(d) Eight (8) of the Fund's Trustees shall be designated as follows and shall act as Employer Trustees:

Six (6) of the Fund's Trustees shall be appointed by the Association and shall act as Employer Trustees.

One (1) of the Fund's Trustees shall be appointed by the Allied Construction Employers Association (ACEA) and shall act as an Employer Trustee.

One (1) of the Fund's Trustees shall be appointed by the Wisconsin Underground Contractors Association (WUCA) and shall act as an Employer Trustee.

(e) The respective Trustees shall serve without compensation, but they shall be reimbursed for all reasonable and necessary expenses properly and actually incurred by them in connection with the performance of their official duties as such.

(f) Each Employee Trustee shall serve at the will of the Executive Board of the Wisconsin Laborers' District Council. Each Employer Trustee shall serve at the will of the association appointing him.

(g) The Executive Board of the Wisconsin Laborers' District Council shall select a Successor Trustee whenever a vacancy or vacancies occur amongst the Employee Trustees. A vacancy shall occur whenever a Trustee resigns or when a Trustee is removed by the party which appointed him, or by reason of death or incapacity.

(h) The association involved shall select a Successor Trustee whenever a vacancy or vacancies occurs among their respective appointees. A vacancy shall occur whenever a Trustee resigns or when a Trustee is removed by the party which appointed him, or by reason of death or incapacity.

BE IT FURTHER RESOLVED: That effective September 22, 2020, Article III, Section 3.12 of the Restated Agreement and Declaration of Trust of the Wisconsin Laborers Health Fund be and hereby is amended to read as follows:

Section 3.12 Quorum; Voting; Action without Meeting.

(a) Three (3) Employer Trustees and three (3) Employee Trustees present in person at any meeting of the Board of Trustees shall constitute a quorum for the transaction of business. If at any meeting the number of Employer or Employee Trustees present shall be unequal, then the group of Trustees lesser in number shall be entitled to cast the same number of votes as the other group of Trustees. In the event there shall be present at any meeting less than all of the Trustees of a group and such Trustees shall be unable to agree as to the manner in which the vote of the absent Trustee shall be cast, then action on the matter under consideration shall be postponed until all Trustees of the group shall be present.

(b) A quorum of a committee of the Board of Trustees, established in accordance with Section 5.7 of this Trust Agreement or otherwise, shall be a majority of the members of the committee, except as may be provided otherwise in the by-laws or by law.

(c) Any action taken by the Trustees, except as herein otherwise provided, shall be by affirmative vote of a majority of the votes cast at a meeting. The Trustees must cast their votes in person, except as provided in subsections (a) and (d) of Section 3.12.

(d) In the event of an emergency or other event, as determined in the discretion of the Chairman and Secretary of the Board of Trustees, the quorum requirements set forth in Sections 3.12(a) and (b) above may be satisfied without any Employer Trustees or Employee Trustees being present in person provided that the required number of Trustees set


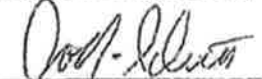

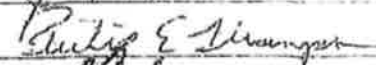
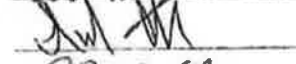
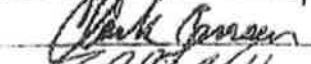
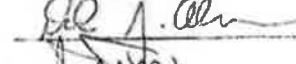


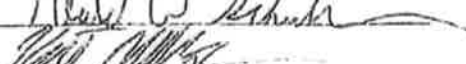




forth in Sections 3.12(a) and (b) above are present and participate through the use of any means of communication by which all participating Trustees may simultaneously communicate with each other, such as a telephonic conference call or video/audio conference. Action by the Trustees on any proposition may also be taken without a meeting if all of the Trustees agree thereon in writing.

BE IT FURTHER RESOLVED: That this resolution may be executed in counterparts, each of which shall be considered an original, and all of which taken together shall constitute the entire set of resolutions. Facsimile or other electronic signatures shall be deemed original signatures.

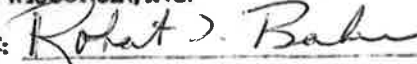
Dated this 22nd day of September, 2020.

EMPLOYER TRUSTEES:

EMPLOYEE TRUSTEES:

CONSENTED TO AND APPROVED BY THE ASSOCIATED GENERAL CONTRACTORS OF WISCONSIN, INC.

BY: 

CONSENTED TO AND APPROVED BY THE WISCONSIN LABORERS' DISTRICT COUNCIL

BY: 